Strategic Report, Report of the Directors and

Financial Statements

for the Year Ended 31 December 2014

for

Hach Lange Limited

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Company Information for the Year Ended 31 December 2014

DIRECTORS:

K G Ward

D Stell A Helmers

REGISTERED OFFICE:

19 Jessops Riverside 800 Brightside Lane

Sheffield South Yorkshire

S9 2RX

REGISTERED NUMBER:

01029281 (England and Wales)

AUDITORS:

Ernst & Young LLP 400 Capability Green

Luton LU1 3LU

Strategic Report for the Year Ended 31 December 2014

The directors present their strategic report for the year ended 31 December 2014.

REVIEW OF BUSINESS

The principal activity of the company is the distribution of water monitoring equipment. The company expects to continue current activities.

The profit on ordinary activities after taxation for the year was £1,125,000 (2013: £968,000).

During the year turnover of £21,573 million was generated. The company maintained its level of turnover and market share due to the introduction of new and improved products in the past, organic growth in selected areas for instruments and reagents. The company expects continued success in the future through organic growth.

The group's key financial and other performance indicators during the year were as follows:

	2014 £000	2013 £000	Change %
Turnover	21,573	22,873	-5.68%
Operating profit	1,120	950	+17.89%
Total assets	10,934	7,579	+44.27%
Employees	63	73	+13.70%

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties are grouped as competitive and financial.

Competitive risks:

The company has identified the following competitive risks;

The intensity of the competition in the global markets and also the cheaper/ low-maintenance/ non test tube measurement principles could lead to increased pricing pressure for the process metrology and also increasingly in the laboratory area. In addition to cost adaptations we will take counter measures, with further technical innovations and Service & Software innovations.

The Public utilities could limit their tight monetary policy on account of the lower budgets and reduced economic expectations. This could influence sales in the waste water market.

The business in the industrial customer sector is also at risk from the impact of the general economic climate.

Financial risks:

Purchases are made in foreign currency (mostly Euro) and subject to exchange rate variations.

Credit is given to customers on the basis of Dunn and Bradstreet credit reports, and debtors are continually reviewed and chased for payments.

Business activity is subject to US parent companies risk mitigation procedures. These include satisfying Danaher's corporate governance principals and Sarbanes Oxley audit controls.

ON BEHALF OF THE BOARD:

K G Ward - Director

Date: 20 October 2015

Report of the Directors for the Year Ended 31 December 2014

The directors present their report with the financial statements of the company for the year ended 31 December 2014.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the distribution of water monitoring equipment. The company expects to continue current activities.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2014.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2014 to the date of this report.

K G Ward

D Stell

Other changes in directors holding office are as follows:

A Helmers was appointed as a director on 23 June 2015.

G Schaumburg ceased to be a director on 23 June 2015.

GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, its financial position, financial risk management objectives and its exposure to competitive and financial, risks are described in the Business Review and Principal Risks and Uncertainties on page 2.

The company is part of one of the three multi currency Danaher UK group cash pool arrangements. Within these cash pools, each company has entered into unlimited cross guarantees in respect of bank borrowings with fellow participating companies. Each company is also subject to an indemnity offered by Danaher Corporation for all participating companies (for the period during which they remain wholly owned subsidiaries of Danaher Corporation), such that any liability falling on the company as a result of the borrowings from the bank of any other party to the cash pool arrangement will be borne by Danaher Corporation in the event of default.

The company is trading profitably with positive cash flow and strong balance sheet. The group cash pool arrangement in the UK is also available if the company requires immediate access to cash funds to meet its liabilities as they fall due. The cash position of the UK group as a whole is strong and therefore the company should have access to sufficient operating funds when necessary.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

THIRD PARTY INDEMNITIES

Danaher Corporation has provided to all directors limited indemnities in respect of the cost of defending claims against them and third party liabilities. These are all third party indemnity provisions for the purpose of the Companies Act 2006 and are all currently in force.

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Report of the Directors for the Year Ended 31 December 2014

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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). 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;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) 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.

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

K G Ward - Director

Date: 20 Othber 2015

Report of the Independent Auditors to the Members of Hach Lange Limited

We have audited the financial statements of Hach Lange Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 a Report of the Auditors 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.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on pages three and four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

Ernst & Young LLP

John Dervley (Senior Statutory Auditor) for and on behalf of Ernst & Young LLP 400 Capability Green Luton

LUI 3LU

Date: 23 October 2018

Profit and Loss Account for the Year Ended 31 December 2014

	Notes	<u>.</u>	2014 £!000	2013 £'000
TURNOVER	1 .		21,573	22,873
Cost of sales			(16,479)	(16,903)
GROSS PROFIT	*. •	43. 23.	5,094	5,970
Administrative expenses		41 Tr	(5,038)	(6,625)
			56	(655)
Other operating income			1,064	1,605
OPERATING PROFIT	3	٠	1,120	950
Interest receivable and similar income	,	•	13	20
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			1,133	970
Tax on profit on ordinary activities	4	*	(8)	(2)
PROFIT FOR THE FINANCIAL YEAR			1,125	968

There were no recognised gains or losses other than the profit for the year, all of which is derived from continuing operations.

Hach Lange Limited (Registered number: 01029281)

Balance Sheet 31 December 2014

FIXED ASSETS	Notes	,	2014 £'000		013 £'000
Intangible assets	6		114		129
Tangible assets	7		30		51
Tanglolo associs	,				<u> </u>
			144		180
CYTER TAYER A CORME					
CURRENT ASSETS	_	•			
Stocks	8 9		 34		13
Debtors	9		5,404		5,074
Cash at bank		io	 5,352		2,312
•			10,790		7,399
CREDITORS					
Amounts falling due within one year	10		(7,073)		<u>4,843</u>)
NET CURRENT ASSETS			3,717	2	2,556
		75		_	-,
TOTAL ASSETS LESS CURRENT					
LIABILITIES			3,861	2	2,736
		3.7			
CAPITAL AND RESERVES					
Called up share capital	12		10		10
Profit and loss account	13		3,851		2,726
SHAREHOLDERS' FUNDS	15		3,861	2	2,736

The financial statements were approved by the Board of Directors on 20 Otto 2015 and were signed on its behalf by:

K G Ward - Director

Notes to the Financial Statements for the Year Ended 31 December 2014

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards, which have been applied consistently throughout the current and prior periods. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Under the provisions of Financial Reporting Standard No 1 (revised) Cash Flow Statements, the company has not prepared a cashflow statement because its ultimate parent company, Danaher Corporation, has prepared consolidated financial statements which include the financial statements of the company for the year which are publicly available.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

All turnover relates to one continuing business.

Goodwill

Goodwill arising on the acquisition of business, representing the excess of fair value of the consideration over that of the separable net assets acquired, is capitalised and written off over its useful economic life up to a presumed maximum of 20 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is not provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Leasehold Improvements

5 to 25 years

Other Equipment

3 to 5 years

Hire Equipment

12 months

The carrying value of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset.

Deferred tax assets and liabilities are not discontinued.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Notes to the Financial Statements - continued for the Year Ended 31 December 2014

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1. ACCOUNTING POLICIES - continued

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

2. STAFF COSTS

Jimr cosis	3	2014 £'000	2013 £'000
Wages and salaries	$a = 2 N_{\rm c}$	2,470	3,395
Social security costs		625	531
Other pension costs		186	185
Cutor pension costs			
		3,281	4,111
The average monthly number of	of employees during the year was as follow	vs:	
		2014	2013
Administration	•••	7	8
Marketing		1	1
Sales		38	41
Service	, .	17	23
	**		
		63	73
•			
Directors emoluments	•		
a) Directors who provide qualif	fying services to the company:	*	
		2014	2013
	A	£,000	£,000
Aggregate emoluments in respe	ect of qualifying services	159	154
	. , ,		

b) Directors who do not provide qualifying services to the company

Gert Schaumburg's services to this company is of a non executive nature and his emoluments are deemed to be wholly attributable to his qualifying services to HACH SA (CH).

Andy Helmer's services to this company is of a non executive nature and his emoluments are deemed to be wholly attributable to his qualifying services to HACH LANGE GmbH (DE).

Keith Ward's services to this company are of a non executive nature and his emoluments are deemed to be wholly attributable to his qualifying services to Danaher UK Industries Ltd (UK).

Accordingly, these financial statements include no emoluments in respect of these directors (2013 £Nil).

3. **OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

	2014	2013
	£'000	£'000
Other operating leases	6	6
Depreciation - owned assets	21	35
Profit on disposal of fixed assets	-	(2)
Goodwill amortisation	15	474
Auditors' remuneration	13	20

Notes to the Financial Statements - continued for the Year Ended 31 December 2014

4. **TAXATION**

Fixed asset timing differences

Current tax charge

	ž.2.			
Analysis of the tax charge				
The tax charge on the profit on ordinary activ	ities for the	year was as follo	ws: 2014	2013
	: ·		£'000	£'000
Deferred tax:				
Deferred tax			(7)	2
Adjustment in respect prior			15	
periods	.•		15	
Total deferred tax			8	2
Tax on profit on ordinary activities			8	2
Factors affecting the tax charge The tax assessed for the year is lower than explained below:	the standard	l rate of corporat	tion tax in the UK. The	difference is
	. 3	:	2014	2013
	4	<u>'</u>	£'000	£'000
Profit on ordinary activities before tax			1,133	<u>970</u>
Profit on ordinary activities		,		
multiplied by the standard rate of corporation in the UK of 21.500% (2013 - 23.250%)	tax		243	226
Effects of:	<i>:</i> ·	•		
Expenses not deductible for tax purposes			(302)	(97)
Group relief claimed or surrendered for nil co	nsideration		52	(138)

Notes to the Financial Statements - continued for the Year Ended 31 December 2014

4. TAXATION - continued

Finance Act 2013 included legislation to reduce the main rate of corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015. The 20% rate has been applied in the calculation of deferred tax in these financial statements.

The Summer Finance Bill 2015 includes legislation to reduce the main rate of corporation tax to 19% effective from 1 April 2017 and to 18% from 1 April 2020. As this had not been substantially enacted at the balance sheet date, the reported deferred tax asset has not been reduced. The impact of the rate reductions will be reported in the next reporting period following the substantive enactment of the relevant legislation.

Substantive enactment of the full reduction to 18% would reduce the reported recognised deferred tax asset by approximately £7,000.

Deferred tax is provided as follows:

		Recognised 2014	Reco	gnised 2013	Unrecognised 2014	Unreco	ognised 2013
	Fixed assets	(60,429)		(68,519)	0		0
	Trade losses	0		0	0		0
	Short term timing differences	(8,106)	5 m. 1	(8,106)	0		0
5.	DIVIDENDS				_		
		.· .·.				£'000	2013 £'000
	Ordinary shares of £1 each Interim	•			r.	-	3,000
6.	INTANGIBLE FIXED ASS	SETS	. *				Goodwill £'000
	COST At 1 January 2014 and 31 December 2014		į.				2,595
	AMORTISATION At 1 January 2014 Amortisation for year			:			2,466 15
	At 31 December 2014						2,481
	NET BOOK VALUE At 31 December 2014						114
	At 31 December 2013						129

Notes to the Financial Statements - continued for the Year Ended 31 December 2014

7.	TANGIBLE FIXED ASSETS				
٠.	TANGIDLE FIXED ASSETS	Improvements		Fixtures ·	
		to	Plant and	and	
	•	property	machinery	fittings	Totals
		£'000	£'000	£'000	£'000
	COST				
	At 1 January 2014				
	and 31 December 2014	10	550	258	818
	DEDDECLATION				
	DEPRECIATION		400		
	At 1 January 2014	10	499	258	767
	Charge for year	-	21		21
	At 31 December 2014	10	520	258	788
	NET DOOK WALLE				
	NET BOOK VALUE		20		
	At 31 December 2014	<u></u>	30	-	30
		· · · · · · · · · · · · · · · · · · ·		<u></u>	
	At 31 December 2013	_	51	_	51
	111 31 Becomber 2013				
		**			
8.	STOCKS				
				2014	2013
				£'000	£'000
	Stocks			34	13
	Ctoold				
		·			
9.	DEBTORS: AMOUNTS FALLING DUE	WITHUN ONE YE	AR		
		:		2014	2013
				£'000	£'000
	Trade debtors	•		4,247	3,713
	Amounts owed by group undertakings	•		935	1,192
	Other debtors			28	31
	Deferred tax asset			69	77
	Prepayments			125	61
				5,404	5,074
					3,074
	Movement in the recognised deferred tax asse	t:		• •	
				£,000	£,000
	As at 1 January			77	79
	Charge to profit & loss			(8)	(2)
	Charge to broth or 1000			(0)	(2)
	4 (0175 1				
	As at 31 December	•		69	77
		6 ° (
	•				
10.	CREDITORS: AMOUNTS FALLING DU	E WITHIN ONE Y	EAR		
				2014	2013
	•		•	£'000	£'000
	Trade creditors			162	122
	Amounts owed to group undertakings			5,295	2,802
		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		98	215
	VAT			751	822
	Other creditors			55	66
	Accruals and deferred income			41	-
	Accrued expenses			671	816
	Accided expenses				
				a 050	4 0 4 0
				7,073	4,843
					

Notes to the Financial Statements - continued for the Year Ended 31 December 2014

11. OPERATING LEASE COMMITMENTS

12.

13.

At 31 December 2014

The following operating lease payments are committed to be paid within one year:

		Land a 2014 £'000	and buildings 2013 £'000	Other op 2014 £'000	erating leases 2013 £'000
Expiring: Within one year Between one and five years	,	100	8 111	44 	41 210
			119	198	
CALLED UP SHARE CAPITAL			•		
Allotted, issued and fully paid: Number: Class:			Nominal value:	2014	2013
10,000 Ordinary	٠٠.	χ^{α_i}	£1	£'000 	£'000 10
RESERVES	:	$\frac{2}{k} = 0$	•		
		 270	· •		Profit and loss account £'000
At 1 January 2014 Profit for the year					2,726 1,125

14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Danaher UK Industries Limited, a company registered in England and Wales.

3,851

The ultimate parent undertaking and controlling party is Danaher Corporation, a company incorporated in the USA.

The largest and smallest group in which results of the company are consolidated is Danaher Corporation, a company incorporated in the USA. The consolidated financial statements of this group are available to the public and may be obtained from 2200 Pennsylvania Avenue, Suite 800 West, Washington DC 20037, USA.

15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

· · · · · · · · · · · · · · · · · · ·	2014	2013
	£'000	£'000
Profit for the financial year	1,125	968
Dividends		(3,000)
Net addition/(reduction) to shareholders' funds	1,125	(2,032)
Opening shareholders' funds	2,736	4,768
Closing shareholders' funds	3,861	2,736

Notes to the Financial Statements - continued for the Year Ended 31 December 2014

16. DEFINED CONTRIBUTION PENSION SCHEMES

The company operates numerous defined contribution schemes for employees. The assets of these schemes are held independently from those of the company in an independently administered fund. The profit and loss charge for the year is £1,125,000 (2013: £968,000) of which £185,468 (2013: £185,032) was collected but not paid over at the balance sheet date.

17. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption in FRS 8, paragraph 3c not to disclose transactions with other group companies which meet the criteria that all subsidiary undertakings which are party to the transactions are wholly owned by the ultimate controlling parent.

Trading and Profit and Loss Account for the Year Ended 31 December 2014

	2014		2013	•
	£'000	£'000	£'000	£'000
Sales		21,573		22,873
Cost of sales				
Purchases	•	16,479		16,903
GROSS PROFIT		5,094		5,970
Other income				
Sundry receipts	15		(5)	
Inter-company re-charges Deposit account interest	1,049 13		1,610 20	
Deposit account interest	13	1,077		1,625
				1,025
		6,171		7,595
Expenditure				
Rent	, (N. 114)		127	
Rates and water	44		44	
Insurance	11		9	
Light and heat	40 v 70		38 98	
Waste disposal Directors' salaries	131		154	
Directors' social security	21		-	
Directors' pension contributions	. 8		-	
Wages	2,339		3,241	
Social security	604		531	
Pensions	178		185	
Leasing office equipment	6		. 6	
Telephone	78 15		99. 22.	
Post and stationery	15 48		22 59	
Advertising Travelling	500		585	
Motor expenses	182		238	
Car leasing	233		309	
Repairs and renewals	78	•	32	
Household and cleaning	17		17	
Sundry expenses	12		10	
Supplies	48		55	
Subscriptions	38 19		44 19	
Consultancy fees Recruitment fees	7		19	
Training fees	. 9		8	
Management fees	93		80	
Legal fees	1		19	
Auditors' remuneration	13		20	
Amortisation of intangible fixed assets		•		
Goodwill	15		474	
Depreciation of tangible fixed assets	01		25	
Plant and machinery	21 41		35 37	
Entertainment Bad debts	41		37 4	
Dau ucus		5,034		6,599
Carried forward		1,137		996
				*

This page does not form part of the statutory financial statements

Trading and Profit and Loss Account for the Year Ended 31 December 2014

	2014		2013	
Brought forward	£'000	£'000 1,137	£'000	£'000 996
Finance costs Bank charges Foreign currency exchange differences	39		40	
	<u>(35</u>)	4	(12)	28
		1,133		968
Profit on disposal of fixed assets Plant and machinery		-		2
NET PROFIT	i.	1,133	4	970