

Planet Overseas Holdings Limited

**Annual report and financial statements for the year ended
31 December 2021**

Registered number: 01747198



Planet Overseas Holdings Limited

Registered No: 01747198

Company information

Directors

R H Balbi

M J Richards

M Wardhaugh

Secretary

R H Balbi

Auditor

Grant Thornton UK LLP

No 1 Whitehall Riverside

Leeds

LS1 4BN

Registered Office

4 Coop Place

Bradford

West Yorkshire

BD5 8JX

Planet Overseas Holdings Limited

Directors' report

The Directors present their annual report and financial statements for the year ended 31 December 2021.

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

Principal activities and review of the business

The principal activity of the Company was an intermediate holding company, however during 2018 the Company sold its only subsidiary.

Directors

The Directors who served the Company during the year and since are listed on the Company Information page.

Proposed sale of the Group to ASSA ABLOY

On 24 September 2021, Arran Isle (the Company's ultimate parent) signed a definitive agreement to sell the Group headed by Arran Isle Limited to ASSA ABLOY Limited. The transaction is subject to regulatory approval in the UK and Ireland, and customary closing conditions. The deal is expected to complete during the spring of 2022.

Auditor

Grant Thornton UK LLP are the Company's auditor. Pursuant to s485, Companies Act 2006, resolutions excluding the Company from the obligation to hold annual general meetings and re-elect an auditor annually have been passed by the Company.

Key performance indicators

Given that the Company is not trading, the Directors consider that there are no key performance indicators.

Statement of Directors' responsibilities in respect of the financial statements

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws) including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101). 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 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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Directors' report continued

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.

The Directors confirm that:

- so far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Directors have taken all the steps that ought to have taken as Directors in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the Board



R H Balbi
Director
4 March 2022

Planet Overseas Holdings Limited

Independent auditor's report to the members of Planet Overseas Holdings Limited

Opinion

We have audited the financial statements of Planet Overseas Holdings Limited (the 'company') for the year ended 31 December 2021, which comprise the statement of comprehensive income, the statement of financial position, 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 Financial Reporting Standard 101 'Reduced Disclosure Framework' (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 2021 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.

Basis for opinion

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

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

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Independent auditor's report to the members of Planet Overseas Holdings Limited continued

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matter on which we are required to report under the Companies Act 2006

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

Matters on which we are required to report by exception

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

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

Responsibilities of directors for the financial statements

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.

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Independent auditor's report to the members of Planet Overseas Holdings Limited continued

Auditor's responsibilities for the audit of the financial statements

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

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

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

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

- we obtained an understanding of the legal and regulatory frameworks applicable to the company, and the industry in which it operates. We determined that the Companies Act 2006 was the most significant law and regulation;
- we understood how the company is complying with those legal and regulatory frameworks by making inquiries of management. We corroborated our enquiries through our review of board minutes;
- we enquired of management whether there were any instances of non-compliance with laws and regulations or whether they had any knowledge of actual or suspected fraud. We corroborated the results of our enquiries to supporting documentation such as board minute reviews. From the procedures performed we did not identify any material matters relating to non-compliance with laws and regulation or matters in relation to fraud.
- to assess the potential risks of material misstatement, we obtained an understanding of:
 - the company's operations, including its expected financial statement disclosures; and
 - the company's control environment including the adequacy of procedures for authorisation of transactions.
- we assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team included:
 - evaluating the processes and controls established to address the risks related to irregularities and fraud;
 - challenging assumptions and judgements made by management in its significant accounting estimates;
 - identifying and testing related party transactions.
- we assessed the appropriateness of the collective competence and capabilities of the engagement team, including consideration of the engagement team's knowledge and understanding of the industry in which the client operates in, and their practical experience through training and participation with audit engagements of a similar nature; and
- these audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently

Planet Overseas Holdings Limited

Independent auditor's report to the members of Planet Overseas Holdings Limited continued

more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.

Use of our report

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

Grant Thornton UK LLP

Andrew Wood
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Leeds
4 March 2022

Planet Overseas Holdings Limited

Statement of Comprehensive Income

for the year ended 31 December 2021

	Note	2021 £'000	2020 £'000
OPERATING PROFIT		-	-
Operating exceptionals	5	-	150
Finance income	2	384	399
PROFIT BEFORE TAXATION		384	549
Taxation	4	(73)	(76)
PROFIT FOR THE YEAR		311	473

All of the activities of the Company are classed as continuing.

The notes on pages 11 to 15 form part of these financial statements.

Planet Overseas Holdings Limited


Statement of Financial Position

at 31 December 2021

ASSETS		2021	2020
	Note	£'000	£'000
CURRENT ASSETS			
Trade and other receivables	6	14,530	14,519
TOTAL ASSETS		14,530	14,519
EQUITY AND LIABILITIES			
Share capital	7	-	-
Capital contribution	8	14,459	14,459
Retained earnings	8	71	60
TOTAL EQUITY AND LIABILITIES		14,530	14,519

The notes on pages 11 to 15 form part of these financial statements.

These financial statements were approved by the Directors on 4 March 2022 and are signed on their behalf by:



M J Richards
Director



R H Balbi
Director

Planet Overseas Holdings Limited

Statement of Changes in Equity

for the year ended 31 December 2021

Attributable to the owners of the Company

	Share capital £'000	Capital contribution £'000	Retained earnings £'000	Total equity £'000
At 1 January 2020	-	14,459	487	14,946
Profit for the financial year	-	-	473	473
Dividends paid	-	-	(900)	(900)
Transactions with owners (£450,000 per share)	-	-	(900)	(900)
At 31 December 2020 and 1 January 2021	-	14,459	60	14,946
Profit for the financial year	-	-	311	311
Dividends paid	-	-	(300)	(300)
Transactions with owners (£150,000 per share)	-	-	(300)	(300)
At 31 December 2021	-	14,459	71	14,530

The notes on pages 11 to 15 form part of these financial statements.

Planet Overseas Holdings Limited

Notes to the financial statements

for the year ended 31 December 2021

1. Accounting policies

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" (FRS 101).

Planet Overseas Holdings Limited is a private company limited by shares, incorporated and domiciled in England and Wales, registered number 01747198. The registered office address can be found on the Company information page.

Basis of preparation

The accounts are prepared under the historical cost convention and are prepared in accordance with applicable standards as noted above. The accounting policies of the Company have been consistently applied over both the current and preceding period.

Parent company

The Company's intermediate parent is Arran Isle Holdings Limited and its ultimate parent is Arran Isle Limited. Arran Isle Limited prepares consolidated financial statements under IFRS as adopted by the European Union in which these accounts are included. These accounts are available from the Company's registered office.

Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore, these financial statements do not include:

- Preparation of a cash flow statement
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of the Group that are each wholly owned within the Group
- Disclosures in respect of standards in issue not yet effective

Going concern

The financial statements have been prepared on a going concern basis, which assumes that the Company has sufficient resources to enable it to continue operating and to meet its liabilities as they fall due. The Directors believe the going concern assumption to be appropriate for the reasons set out below.

The Company has not traded in the current or preceding year.

The Company is party to the Group's £15.0m global asset based funding facility ("facility") with Wells Fargo Capital Finance (UK) Limited ("Lender") which runs to 30 June 2025. The facility is based on the level of qualifying receivables and inventories which will fluctuate over the period of the facility. As is normal within these agreements, the level of qualifying assets is subject to periodic appraisal by the Lender.

Included within the facility are operating conditions with which the Group will need to comply as well as a financial covenant for fixed charge cover ratio.

Planet Overseas Holdings Limited

Notes to the financial statements continued

for the year ended 31 December 2021

1. Accounting policies continued

In assessing the Group's ability to operate within, and in compliance with, the terms of the facility in the foreseeable future, the Directors have taken consideration of the Group's financial projections and the current trading performance. They have also reviewed the sensitivities including their assessment of any likely changes to the assumptions that the Lender might make to the facility levels for the period through to June 2025.

The Group's forecasts and projections have been thoroughly reassessed for the period to December 2023, taking account of reasonably possible risks. This exercise has demonstrated that it would require a significant and sustained reduction in the Group's revenue to cause the Group to be unable to comply with its responsibilities to its lender. The likelihood of such a reduction is deemed by the Directors as remote and the Group is well placed to operate within the level of its current bank facilities despite the current uncertain economic outlook.

Having considered the financial projections, the financial covenant and operating conditions and the sensitivity to changes in facility levels, the Directors have concluded that there is a reasonable expectation that the Group has sufficient liquidity and capital resources to meet its obligations in the normal course of business for the foreseeable future. Within this assessment, the going concern of the Company has also been considered. Following this exercise, the Directors continue to adopt the going concern basis in preparing the Company's financial statements.

Exceptional items

The Company presents as exceptional items on the face of the Statement of Comprehensive Income, those significant items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the period, so as to facilitate comparison with prior periods and to assess better trends in financial performance.

2. Finance income

	2021	2020
	£'000	£'000
Interest receivable from Group companies	384	399

3. Audit fees

Fees paid to Grant Thornton UK LLP and its associates for audit services to the Company itself are not disclosed in the accounts of Planet Overseas Holdings Limited because they are borne by a fellow Group company.

Planet Overseas Holdings Limited

Notes to the financial statements continued

for the year ended 31 December 2021

4. Tax

(i) Profit for the year

	2021	2020
	£'000	£'000
Current taxation		
Corporation tax at 19% (2020: 19%)	73	76
Adjustments in respect of prior years	-	-
	73	76

(ii) The tax charge on the profit for the year is disclosed as follows:

	2021	2020
	£'000	£'000
Income tax charge on continuing operations	73	76

(iii) Factors affecting total tax charge

The tax assessed on the profit for the year differs from the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are reconciled as follows:

	2021	2020
	£'000	£'000
Profit before taxation	384	549
Taxation at the UK statutory rate of 19% (2020: 19%)	73	104
Non-taxable income	-	(28)
Adjustment in respect of previous periods current taxation	-	-
Total tax charge for the period	73	76

Non taxable income in 2020 related to the profit on disposal of the Company's subsidiary in 2018 (note 5).

(iv) Changes in current tax rates

The standard rate of UK corporation tax is 19% and this took effect from 1 April 2017. However, in March 2021, Finance Bill 2021 included measures to increase the standard rate of corporation tax rate to 25% with effect from 1 April 2023. Finance Bill 2021 was enacted in June 2021 and accordingly, these rates are applicable to the measurement of UK deferred tax assets and liabilities at 31 December 2021 and deferred tax has been provided at 25%, being the rate at which temporary differences are expected to reverse.

Planet Overseas Holdings Limited

Notes to the financial statements continued

for the year ended 31 December 2021

4. Tax continued

(v) The net balance relating to income tax receivable and payable is as detailed below:

	2021	2020
	£'000	£'000
Income tax receivable	-	-
Income tax payable	-	-
	-	-

5. Exceptionals

Exceptionals relate solely to the profit on disposal of the Company's subsidiary in 2018.

	2021	2020
	£'000	£'000
Unutilised accruals for costs associated with the disposal	-	150

6. Trade and other receivables

	2021	2020
	£'000	£'000
Amounts owed by Group undertakings	14,530	14,519

Amounts owed by Group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. The loan accrues interest at a rate of LIBOR plus 2.0% (2020: LIBOR plus 1.85% per annum).

7. Allotted, called up and fully paid share capital

	2021	2020
	£	£
2 Ordinary shares of £1 each	2	2

Planet Overseas Holdings Limited

Notes to the financial statements continued

for the year ended 31 December 2021

8. Reserves

<i>Called-up share capital</i>	The nominal value of shares that have been issued
<i>Capital contribution</i>	Capital contributed by parent company
<i>Retained earnings</i>	All current and prior period retained profits and losses

9. Other commitments and guarantees

As at 31 December 2021 the major committed bank facility of the Group was a £15.0m global asset-based funding agreement (the "Facility") with Wells Fargo Capital Finance (UK) Limited ("Wells Fargo") which runs to 30 June 2025.

10. Related party transactions

Note 1 details the exemptions taken with respect to related parties.

11. Ultimate parent company and controlling party

The parent undertaking of the only group of undertakings for which Group accounts are drawn up and of which the company is a member is Arran Isle Limited, which is registered in England and Wales. Copies of Arran Isle Limited accounts can be obtained from the Company's registered office.

The Directors consider there to be no ultimate controlling party.