

Company Registration Number: 03526990 (England and Wales)

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014



IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

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IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

COMPANY INFORMATION

Directors	DM Embleton (resigned 27 th February 2015) SR Finch K Quinn
Company secretary	NJ Hiorns
Company number	03526990
Registered office	4 Grosvenor Place London SW1X 7DL
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors One Reading Central 23 Forbury Road Reading Berkshire RG1 3JH
Bankers	HSBC 133 Regent Street London W1B 4HX

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

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

This report has been prepared in accordance with the special provisions of Part 15 chapter 1 (sections 382 and 383) of the Companies Act 2006 relating to small companies.

Principal activities and review of business

The principal activity of the company is to provide instrument sterilisation services. However, the single contract for this service terminated in December 2011, when the company was unsuccessful in re-tendering for business with the Weston Area National Health Service Trust. As a result the company has not actively traded from that time. The company had no employees in the year, no new work was tendered for in 2014 and it is not anticipated that the company will tender for work independently in 2015. During 2015, or later, should any group company be successful in tendering for work sympathetic to the company's principal activity, full consideration will be given to the sub-contracting of such work to the company from the principal contract holder.

Due to its non trading status the turnover for the year ended 31 December 2014 was £nil (2013: £nil). 2014 result for the financial year was £nil down from a profit of £45,875, in 2013. The decrease in profit is due to the absence of any trading transactions during the year and there being no legacy transactions, these being resolved in 2013. Although there are no identifiable revenue sources within the foreseeable future the company is assessed as being a going concern.

Further discussion of the key indicators used to evaluate the performance of the company, in the context of Berendsen plc (the company's ultimate parent undertaking) as a whole, are provided in the group's annual report which does not form part of this report. A full business review is also provided in the group's annual report.

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the company, when actively trading, are considered to be changes to government policy relating to labour markets, loss of key personnel, unforeseen loss of capacity, non-compliance with health and safety procedures or recognised practices, exposure to public sector markets with strong budget pressures, levels of funding for pension schemes and the scarcity or increasing costs of utilities. Further discussion of these risks and uncertainties, in the context of the group as a whole, is provided in Berendsen plc's annual report, which does not form part of this report.

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

Results and dividends

The results of the company's activities can be found on page 6 of the financial statements.

The directors do not recommend the payment of a dividend (2013: £nil).

Directors' Indemnity

The company's Articles of Association provide that in so far as permitted by law the company may indemnify any director of the company or of any associated company against any liability. Throughout the year ended 31st December 2014 and at the date of approval of these financial statements the company had in force, under a group arrangement, qualifying third party indemnity insurance cover in respect of legal action against its directors and officers.

Directors

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

DM Embleton (resigned 27th February 2015)
SR Finch
K Quinn

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

Statement of directors' responsibilities

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 prepared 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 of disclosure of information to auditors

Each of the directors who held office as at the date of approval of this report confirm the following:

- So far as they are 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 in his duty 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.

Independent auditors

PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution covering their re-appointment as auditors for the ensuing year, will be proposed at the next Annual General Meeting.

By order of the board



N J Hiorns
Company secretary

6th May 2015

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

Report on the financial statements

Our opinion

In our opinion, IH Decontamination Services (Cardiff) Limited's financial statements (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 result 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.

What we have audited

IH Decontamination Services (Cardiff) Limited's financial statements comprise:

- Balance sheet as at the 31 December 2014;
- Profit and loss account for the year ended 31 December 2014; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF IH DECONTAMINATION SERVICES (CARDIFF) LIMITED (CONTINUED)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of the Directors' Responsibilities set out on page 3, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report and financial statements 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.



Miles Saunders (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
6 May 2015

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	Year ended 31 December 2014 £'000	Year ended 31 December 2013 £'000
Turnover	2	-	-
Other operating result/income		-	59
Gross result/profit		-	59
Operating result/profit		-	59
Result/profit on ordinary activities before taxation	3	-	59
Tax on result/profit on ordinary activities	5	-	(13)
Result/profit for the financial year	10	-	46

The company has no recognised gains or losses in this or the preceding year, other than those stated in the profit and loss account above and accordingly a separate statement of total recognised gains and losses has not been prepared.

A note on historical cost gains and losses has not been included as part of these financial statements as the results disclosed in the profit and loss account are prepared on an unmodified historical cost basis.

The turnover and operating result/profit for the current year and preceding years all derive from discontinued operations following the termination of the contract in 2011.

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note	31 December 2014		31 December 2013	
		£'000	£'000	£'000	£'000
Current assets					
Debtors	6	304		1,443	
Cash at bank and in hand		1,987		873	
		<u>2,291</u>		<u>2,316</u>	
Creditors: amounts falling due within one year	7	-		(25)	
Net assets			<u>2,291</u>		<u>2,291</u>
Capital and reserves					
Called up share capital	9		215		215
Profit and loss account	10		2,076		2,076
Total shareholders' funds	11		<u>2,291</u>		<u>2,291</u>

The financial statements on pages 6 to 13 were approved by the board of directors on 6th May 2015 and were signed on its behalf by:



SR Finch
Director
Company Registration Number: 03526990

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1 Accounting policies

The following accounting policies have been applied consistently throughout the year in dealing with items which are considered material in relation to the company's financial statements.

1.1 Basis of preparation of financial statements

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The directors are considering the future options for this company and do not expect to liquidate the business for the foreseeable future. As such the company is assessed as being a going concern.

Under Financial Reporting Standard 1 (revised 1996) "Cash Flow Statements", the company is exempt from the requirement to produce a cash flow statement on the grounds that the ultimate parent undertaking includes the company in its own publicly consolidated financial statements.

1.2 Related party transactions

As at the balance sheet date the company was a wholly owned subsidiary of Berendsen plc. The company has taken advantage of the exemption contained in Financial Reporting Standard 8 "Related Party Disclosures" and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

1.3 Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Except where otherwise required by Accounting Standards, no timing differences are recognised in respect of:

- a) property revaluation surpluses where there is no commitment to sell the asset,
- b) gains on sale of assets where those gains have been rolled over into replacement assets, and
- c) deferred tax assets except to the extent that it is more likely than not that they will be recovered.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

1.4 Pension costs

During 2013 the Sunlight Defined Benefit Pension Scheme, in which a number of the company's employees participated prior to 2010, merged with a second larger scheme operated by the ultimate parent company Berendsen plc, to form a single defined benefit pension scheme known as Berendsen DB (UK) Retirement Benefits Scheme. This scheme is a funded scheme with assets held in trust separately from the company's.

As more than one employer participates in the Berendsen DB (UK) Retirement Benefits Scheme and because the company is unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis, the company is accounting for its contributions to the scheme as if it were a defined contribution scheme.

The company was not actively trading in the year to 31 December 2014 after the failure to secure the re-tender of its contract with the Weston Area National Health Trust in 2011. As a result all employees had left the company by 31 December 2011 and as such no pension contributions were made in 2014 (2013: £Nil).

2 Turnover – Discontinued operations

The company was not actively trading in the year and as such there were no sources of revenue attributable to the principal activity of the company, which is one class of business.

3 Profit on ordinary activities before taxation – Discontinued operations

	Year ended 31 December 2014 £'000	Year ended 31 December 2013 £'000
Operating profit is stated after charging:		
Fees payable to the company's auditor for the audit of the company's financial statements	-	-

The audit fee has been borne by a fellow group subsidiary undertaking and no recharge is made (2013: £nil). The underlying value of this fee for the year ended 2014 is considered to be £3,000 (2013: £3,000).

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

4 Staff numbers and costs

The average monthly number of employees by activity (including directors) during the year was:

	Year ended 31 December 2014	Year ended 31 December 2013
	Number of employees	Number of employees
Operations	-	-
Administration	-	-
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

Staff costs were as follows:

	Year ended 31 December 2014	Year ended 31 December 2013
	£'000	£'000
Wages and salaries	-	(59)
	<hr/>	<hr/>

The directors received no remuneration for their services to the company during the year (2013: £Nil). The directors are remunerated by other group companies and no recharge is made as it is not possible to allocate their remuneration for services to this company alone.

Wages and salaries for the year ended 2013 include the release of £59,000 of previously over-accrued salary cost.

5 Tax on result/profit on ordinary activities

a) Analysis of tax in year

	Year ended 31 December 2014	Year ended 31 December 2013
	£'000	£'000
Current tax		
UK Corporation tax on profits for the year at 21.5% (2013: 23.25%)	-	-
	<hr/>	<hr/>
Total current tax (note 5b)	-	-
Deferred tax		
Origination and reversal of timing differences	-	13
	<hr/>	<hr/>
Tax on profit on ordinary activities	-	13
	<hr/>	<hr/>

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

5 Tax on result/profit on ordinary activities (continued)

b) Factors affecting the current tax charge for the year

The tax assessed for the year is equal to (2013: lower than) the standard rate of corporation tax in the United Kingdom –21.5% (2013: 23.25%). The difference is explained below:

	Year ended 31 December 2014 £'000	Year ended 31 December 2013 £'000
Profit on ordinary activities before taxation – discontinued operations	-	59
Profit on ordinary activities multiplied by the standard rate of UK corporation tax of 21.5% (2013: 23.25%)	-	13
Effects of:		
Timing differences	-	(13)
Current tax charge for the year	-	-

The main rate of corporation tax as at 31 December 2014 was 21%. Legislation to reduce the main rate of corporation tax to 20% was substantively enacted on 2 July 2013 and is effective from 1 April 2015.

6 Debtors

	2014 £'000	2013 £'000
Amounts owed by group undertakings	304	1,443

All amounts owing are recoverable within one year. Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

7 Creditors: amounts falling due within one year

	2014 £'000	2013 £'000
Amounts owed to group undertakings	-	25

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

8 Pensions

During 2013 the Sunlight Defined Benefit Pension Scheme, in which a number of the company's employees participated prior to 2010, merged with a second larger scheme operated by the ultimate parent company Berendsen plc, to form a single defined benefit pension scheme known as Berendsen DB (UK) Retirement Benefits Scheme. This scheme is a funded scheme with assets held in trust separately from the company's.

As more than one employer participates in the Berendsen DB (UK) Retirement Benefits Scheme and because the company is unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis, the company is accounting for its contributions to the scheme as if it were a defined contribution scheme.

The company was not actively trading in the year to 31 December 2014 after the failure to secure the re-tender of its contract with the Weston Area National Health Trust in 2011. As a result all employees had left the company by 31 December 2011 and as such no pension contributions were made in 2014 (2013: £Nil).

There were no accrued or prepaid contributions as at 31 December 2014 (2013: £Nil).

The aggregate FRS 17 surplus before deferred tax for Berendsen UK Limited, the company's intermediate parent and the most detailed level of allocation possible for the Berendsen DB (UK) Retirement Benefits Scheme, at 31 December 2014, was £1,045,000 (2013: £2,645,000).

9 Called up share capital

	2014 £'000	2013 £'000
<i>Allotted and fully paid</i>		
215,468 (2013: 215,468) Ordinary shares of £1 each	215	215

10 Profit and loss account

	£'000
At 1 January 2014	2,076
Result for the financial year	-
At 31 December 2014	2,076

IH DECONTAMINATION SERVICES (CARDIFF) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

11 Reconciliation of movements in shareholders' funds

	Year ended 31 December 2014 £'000	Year ended 31 December 2013 £'000
Result for the financial year	-	46
Net increase in shareholders' funds	-	46
Opening shareholders' funds	2,291	2,245
Closing shareholders' funds	2,291	2,291

12 Ultimate parent undertaking and controlling party

As at 31 December 2014, the immediate parent undertaking is IHSS Limited (formerly known as IH Sterile Services Limited), a company incorporated in England and Wales. The ultimate parent company and ultimate controlling party is Berendsen plc, a company incorporated in England and Wales, which is the parent undertaking of the smallest and largest group of undertakings to consolidate these financials statements. The consolidated financial statements of the ultimate parent company are publicly available and may be obtained from 4 Grosvenor Place, London, SW1X 7DL.