

REGISTERED NUMBER: 03609194 (England and Wales)

**STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015
FOR
AIRGARE LIMITED**



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FOR THE YEAR ENDED 31 DECEMBER 2015**

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AIRGARE LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2015**

DIRECTORS:

C S Brannan
A L Puckett
W B Flexon
M P Lehman
D A Pryor
E A Raperport
G Rostron

REGISTERED OFFICE:

TMF Corporate Administration Services
5th Floor
6 St Andrew Street
London
EC4A 3AE

REGISTERED NUMBER:

03609194 (England and Wales)

AIRGARE LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their strategic report for the year ended 31 December 2015.

REVIEW OF BUSINESS

The principal activity of the company in the year under review was that of acting as an investment holding company and no change is planned in its activities in the year to 31 December 2016.

The loss for the year, after taxation, was £nil (2014: £(166,000)).

The financial position at the year end was considered satisfactory.

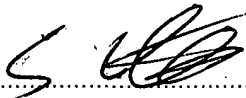
PRINCIPAL RISKS AND UNCERTAINTIES

The company is a wholly owned subsidiary of Colfax Corporation. From the perspective of the company, the principal risks and uncertainties and financial risk management are aligned with the principal risks and uncertainties and financial risk management of Colfax Corporation and its subsidiaries. The principal risks and uncertainties and financial risk management of Colfax Corporation and its subsidiaries, which include those of the company, are discussed in the annual report of Colfax Corporation, which does not form part of this report.

KEY PERFORMANCE INDICATORS (KPIs)

Given the straightforward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or financial position of the business. The development, performance and financial position of Colfax Corporation subsidiaries, which includes the company, are discussed in the annual report of Colfax Corporation which does not form part of this report.

ON BEHALF OF THE BOARD:


.....
G Rostron - Director

Date: 28 September 2016

AIRGARE LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report and the financial statements of the company for the year ended 31 December 2015.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2015.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2015 to the date of this report.

C S Brannan
A L Puckett
W B Flexon
M P Lehman
D A Pryor
E A Raperport
G Rostron

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISION

A L Puckett, C S Brannan, D A Pryor, M P Lehman, W B Flexon, E A Raperport and G Rostron have been granted a qualifying third party indemnity, as defined in the Companies Act 2006, by the ultimate parent company, Colfax Corporation, to the extent permitted by law in respect of certain liabilities incurred as a result of their office in associated companies. They are indemnified against liability to third parties, excluding criminal liability and regulatory penalties and certain other liabilities. In addition, Colfax Corporation may pay the directors' legal costs as they are incurred, subject to reimbursement if the director is convicted, or if judgement is given against the director in an action brought against the company. Such indemnities survive the resignation of each director.

ON BEHALF OF THE BOARD:


.....
G Rostron - Director

Date:

28 September 2016

AIRGARE LIMITED**INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Notes	2015 £'000	2014 £'000
TURNOVER		<u>-</u>	<u>-</u>
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	-	-
Tax on profit on ordinary activities	3	<u>-</u>	<u>(166)</u>
LOSS FOR THE FINANCIAL YEAR		<u>-</u>	<u>(166)</u>

The notes form part of these financial statements

AIRGARE LIMITED**OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Notes	2015 £'000	2014 £'000
LOSS FOR THE YEAR		-	(166)
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>-</u>	<u>(166)</u>

The notes form part of these financial statements

BALANCE SHEET
31 DECEMBER 2015

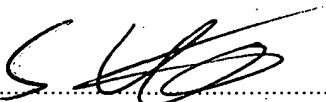
	Notes	2015 £'000	2014 £'000
FIXED ASSETS			
Investments	4	369,699	369,699
CURRENT ASSETS			
Debtors	5	<u>548</u>	<u>548</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>370,247</u>	<u>370,247</u>
CAPITAL AND RESERVES			
Called up share capital	6	115	115
Share premium	7	369,395	369,395
Retained earnings	7	<u>737</u>	<u>737</u>
SHAREHOLDERS' FUNDS	8	<u>370,247</u>	<u>370,247</u>

The company is entitled to exemption from audit under Section 480 of the Companies Act 2006 for the year ended 31 December 2015.

The directors acknowledge their responsibilities for:

- (a) The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2015 in accordance with Section 476 of the Companies Act 2006.
- (b) The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved by the Board of Directors on 28 September 2016 and were signed on its behalf by:


G Rostron - Director

The notes form part of these financial statements

AIRGARE LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Total equity £'000
Balance at 1 January 2014	115	903	369,395	370,413
Changes in equity				
Total comprehensive income	-	(166)	-	(166)
Balance at 31 December 2014	<u>115</u>	<u>737</u>	<u>369,395</u>	<u>370,247</u>
Changes in equity				
Balance at 31 December 2015	<u>115</u>	<u>737</u>	<u>369,395</u>	<u>370,247</u>

The notes form part of these financial statements

AIRGARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Deferred tax

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.

A net deferred tax asset is 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.

Interest and dividends

Interest payable or receivable on amounts due to or from group companies is calculated using the effective interest method.

Dividend distributions to the company's shareholders are recognised in the accounts in the period when paid. Dividends receivable are recognised when the company's right to receive payment has been established and is unconditional.

Fixed asset investments

Fixed asset investments are included at cost less provision for any impairment in value. The amount of any provision for impairment in value is determined by reference to the recoverable amount. Any provision for impairment in value will be released if the fixed asset investment demonstrates a sustained increase in the recoverable amount. Impairment reviews are performed by the directors annually.

2. OPERATING PROFIT

Directors' emoluments

The company's directors are employed and remunerated by a fellow subsidiary undertaking in respect of their services as a director of a number of group companies. No recharge is made to the company and it is not possible to make an accurate apportionment of their emoluments in respect of each of the group companies. Directors' emoluments are disclosed in the employing company's financial statements.

Employees

The company had no employees in the current or prior year.

AIRGARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

3. TAXATION

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2015 £'000	2014 £'000
Current tax:		
Adjustment in respect of previous years	<u>-</u>	<u>166</u>
Tax on profit on ordinary activities	<u>-</u>	<u>166</u>

UK corporation tax has been charged at 20.25% (2014 - 21.50%).

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is the same as the standard rate of corporation tax in the UK.

	2015 £'000	2014 £'000
Profit on ordinary activities before tax	<u>-</u>	<u>-</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20.25% (2014 - 21.50%)	-	-
Effects of: Adjustments to tax charge in respect of previous periods	<u>-</u>	<u>166</u>
Total tax charge	<u>-</u>	<u>166</u>

There are no recognised or unrecognised deferred tax assets or liabilities that are required to be disclosed in these financial statements.

The tax assessed for the prior year was the same as the standard rate of corporation tax in the UK.

A number of changes to the UK Corporation tax system were announced in the March 2013 UK Budget Statement. The Finance Act 2013, which received Royal Assent on 17 July 2013, reduced the main rate of corporation tax to 21% for the period 1 April 2014 to 31 March 2015 and to 20% from 1 April 2015. Finance (No. 2) Act 2015, substantially enacted on 26 October 2015, will further reduce the rate to 19% from 1 April 2017 and to 18% from 1 April 2020.

4. FIXED ASSET INVESTMENTS

	Shares in group undertakings £'000
COST	
At 1 January 2015 and 31 December 2015	<u>369,699</u>
NET BOOK VALUE	
At 31 December 2015	<u>369,699</u>
At 31 December 2014	<u>369,699</u>

AIRGARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2015

4. FIXED ASSET INVESTMENTS - continued

Interests in principal subsidiary undertakings

The company owns 100% of the issued ordinary B share capital of CAST Limited, a company incorporated in England and Wales, whose principal activity is that of an investment holding company.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

In accordance with Section 401 of the Companies Act 2006, consolidated financial statements have not been prepared as the company is a wholly owned subsidiary of Colfax Corporation, a company incorporated in the United States of America.

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £'000	2014 £'000
Amounts owed by group undertakings	<u>548</u>	<u>548</u>

Amounts owed by group undertakings are unsecured, have no fixed repayment date, are repayable on demand and interest is received at LIBOR minus 1% subject to a minimum of 0%.

6. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value: £1	2015 £'000	2014 £'000
115,004	ordinary		<u>115</u>	<u>115</u>

7. RESERVES

	Retained earnings £'000	Share premium £'000	Totals £'000
At 1 January 2015	737	369,395	370,132
Profit for the year	<u>-</u>	<u>-</u>	<u>-</u>
At 31 December 2015	<u>737</u>	<u>369,395</u>	<u>370,132</u>

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015 £'000	2014 £'000
Loss for the financial year	<u>-</u>	<u>(166)</u>
Net addition/(reduction) to shareholders' funds	-	(166)
Opening shareholders' funds	<u>370,247</u>	<u>370,413</u>
Closing shareholders' funds	<u>370,247</u>	<u>370,247</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2015**

9. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's shares are held by Charter Consolidated Limited, its immediate parent company and controlling party. The company regards Colfax Corporation, which is listed on the New York Stock Exchange, as the Company's ultimate parent company and controlling party.

The parent undertaking of the largest and smallest group of undertakings for which group financial statements for the year ended 31 December 2015 are prepared and of which the company is a member is Colfax Corporation, a company incorporated in the United States of America. Copies of its group financial statements are publicly available at www.colfaxcorp.com.

AIRGARE LIMITED

**RECONCILIATION OF EQUITY
1 JANUARY 2014
(DATE OF TRANSITION TO FRS 102)**

	Notes	UK GAAP £'000	Effect of transition to FRS 102 £'000	FRS 102 £'000
FIXED ASSETS				
Investments		369,699	-	369,699
CURRENT ASSETS				
Debtors		714	-	714
TOTAL ASSETS LESS CURRENT LIABILITIES		370,413	-	370,413
NET ASSETS		370,413	-	370,413
CAPITAL AND RESERVES				
Called up share capital		115	-	115
Share premium		369,395	-	369,395
Retained earnings		903	-	903
SHAREHOLDERS' FUNDS		370,413	-	370,413

The notes form part of these financial statements

AIRGARE LIMITED

RECONCILIATION OF EQUITY - continued
31 DECEMBER 2014

	Notes	UK GAAP £'000	Effect of transition to FRS 102 £'000	FRS 102 £'000
FIXED ASSETS				
Investments		369,699	-	369,699
CURRENT ASSETS				
Debtors		548	-	548
TOTAL ASSETS LESS CURRENT LIABILITIES		370,247	-	370,247
NET ASSETS		370,247	-	370,247
CAPITAL AND RESERVES				
Called up share capital		115	-	115
Share premium		369,395	-	369,395
Retained earnings		737	-	737
SHAREHOLDERS' FUNDS		370,247	-	370,247

The notes form part of these financial statements

AIRGARE LIMITED**RECONCILIATION OF LOSS
FOR THE YEAR ENDED 31 DECEMBER 2014**

	UK GAAP £'000	Effect of transition to FRS 102 £'000	FRS 102 £'000
TURNOVER	<u>-</u>	<u>-</u>	<u>-</u>
OPERATING PROFIT	-	-	-
and			
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	-	-	-
Tax on profit on ordinary activities	<u>(166)</u>	<u>-</u>	<u>(166)</u>
LOSS FOR THE FINANCIAL YEAR	<u>(166)</u>	<u>-</u>	<u>(166)</u>

The notes form part of these financial statements