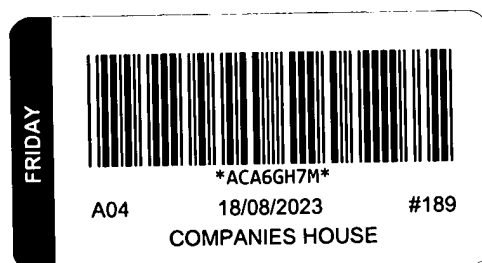


Knoll UK Investments Unlimited

Annual Report and Financial Statements

for the Year Ended 31 December 2022



Registration number: 05294632

Knoll UK Investments Unlimited

Directors' Report for the Year Ended 31 December 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

Directors of the Company

The Directors who held office during the year were as follows:

N Harris

M Clayton

J McCoy

Principal activity

The principal activity of the Company is that of providing financing to other entities within the group. There have not been any significant changes in the Company's principal activities in the year under review. The Directors are not aware, at the date of this report, of any likely significant changes in the Company's activities in the foreseeable future.

Dividends

The Directors do not recommend the payment of a dividend (2021: \$Nil).

Going concern

The Company generated a net profit of US\$3,801,000 (2021: net profit of US\$196,000), has net assets of US\$204,027,000 (2021: net assets of US\$200,226,000) and current assets of the Company exceed its current liabilities by US\$204,027,000 (2021: US\$200,226,000). Trading profits are expected to continue in the foreseeable future. Therefore, after making enquiries, the Directors have a reasonable expectation that the Company will continue in operational existence for a period of at least twelve months to 31 July 2024.

Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing the annual report and financial statements.

Disclosure of information to the auditors

In the case of each person who is a director at the time the Directors' Report and financial statements are approved:

- so far as the Directors are aware, there is no relevant audit information of which the Company's statutory auditor is unaware; and
- each Director has taken steps that ought to have been taken by the Director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of this information.

Post Balance sheet events

There were no significant events between the Balance Sheet date and the date of signing of the financial statements, affecting the Company, which require disclosure.

Auditor

The auditor, Ernst & Young, Chartered Accountants and Statutory Audit Firm will continue in office in accordance with section 487(2) of the Companies Act 2006.

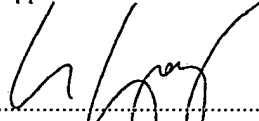
Small companies provision statement

This report has been prepared in accordance with the small companies regime under section 415A of the Companies Act 2006. Advantage has been taken of the exemption under section 414B of the Companies Act 2006 from the requirement to prepare a Strategic Report.

Knoll UK Investments Unlimited

Directors' Report for the Year Ended 31 December 2022 (continued)

Approved and authorised by the Board on 31 July 2023 and signed on its behalf by:


.....
K Gogay
Company Secretary

Knoll UK Investments Unlimited

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 in accordance with Section 10 of FRS 102 and then apply them consistently; and
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance;
- in respect of the financial statements, state whether FRS 102 has 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.

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.

Under applicable law and regulations, the Directors are also responsible for preparing a Directors' report that complies with that law and those regulations.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KNOLL UK INVESTMENTS UNLIMITED

Opinion

We have audited the financial statements of Knoll UK Investments Unlimited (the 'Company') for the year ended 31 December 2022, which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 13, 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2022 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

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.

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 twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KNOLL UK INVESTMENTS UNLIMITED (Continued)

Other information (continued)

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.

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF KNOLL UK INVESTMENTS UNLIMITED
(Continued)**

Auditor's responsibilities for the audit of the financial statements (Continued)

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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

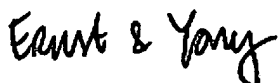
Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice), Companies Act 2006 and relevant tax compliance regulations in the UK.
- We understood how Knoll UK Investments Unlimited is complying with those frameworks by making enquiries of management and those charged with governance. We corroborated our enquiries through reading the board minutes of the Company and we noted that there was no contradictory evidence.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by enquiry of management, those charged with governance and others within the entity, as to whether they have knowledge of any actual or suspected fraud. Where this risk was considered higher, we performed audit procedures to address the fraud risk.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved reading board minutes to identify any non-compliance with laws and regulations and enquiries of management and those charged with governance.

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

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.



Feargal De Freine (Senior statutory auditor)
for and on behalf of
Ernst & Young, Chartered Accountants and Statutory Auditor

Dublin, Ireland

4 August 2023

Knoll UK Investments Unlimited

Profit and Loss Account for the Year Ended 31 December 2022

	Note	2022 US\$ 000	2021 US\$ 000
Interest income	3	3,807	203
Administrative expenses		<u>(6)</u>	<u>(7)</u>
Operating profit		<u>3,801</u>	<u>196</u>
Profit before tax		3,801	196
Tax on profit	6	<u>-</u>	<u>-</u>
Profit for the financial year		<u><u>3,801</u></u>	<u><u>196</u></u>

The Company had no other comprehensive income in either the current or prior financial year and, therefore, no Statement of Comprehensive Income has been presented.

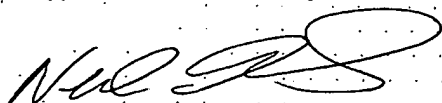
Knoll UK Investments Unlimited

(Registration number: 05294632)
Balance Sheet as at 31 December 2022

	Note	2022 US\$ 000	2021 US\$ 000
Current assets			
Debtors	7	203,959	200,152
Cash at bank and in hand		<u>77</u>	<u>84</u>
		204,036	200,236
Creditors: Amounts falling due within one year	8	<u>(9)</u>	<u>(10)</u>
Net assets		<u>204,027</u>	<u>200,226</u>
Capital and reserves			
Called up share capital	9	72	72
Share premium reserve	10	163,450	163,450
Other reserves	10	1,118	1,118
Profit and loss account	10	<u>39,387</u>	<u>35,586</u>
Total Shareholders' funds		<u>204,027</u>	<u>200,226</u>

These financial statements have been prepared in accordance with the small companies regime under the Companies Act 2006.

Approved and authorised by the Board on 31 July 2023 and signed on its behalf by:



N Harris
Director

Knoll UK Investments Unlimited

Statement of Changes in Equity for the Year Ended 31 December 2022

	Called up share capital (Note 9) US\$ 000	Share premium (Note 10) US\$ 000	Other reserves (Note 10) US\$ 000	Profit and loss account (Note 10) US\$ 000	Total US\$ 000
At 1 January 2022	72	163,450	1,118	35,586	200,226
Profit for the year	-	-	-	3,801	3,801
Total comprehensive income	-	-	-	3,801	3,801
At 31 December 2022	72	163,450	1,118	39,387	204,027

	Called up share capital (Note 9) US\$ 000	Share premium (Note 10) US\$ 000	Other reserves (Note 10) US\$ 000	Profit and loss account (Note 10) US\$ 000	Total US\$ 000
At 1 January 2021	72	163,450	1,118	35,390	200,030
Profit for the year	-	-	-	196	196
Total comprehensive income	-	-	-	196	196
At 31 December 2021	72	163,450	1,118	35,586	200,226

The notes on pages 10 to 15 form an integral part of these financial statements.
Page 9

Knoll UK Investments Unlimited

Notes to the Financial Statements for the Year Ended 31 December 2022

1 General information

The Company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Abbott House
Vanwall Business Park
Vanwall Road
Maidenhead
Berkshire
SL6 4 XE
United Kingdom

These financial statements were authorised for issue by the Board on 31 July 2023.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Key estimates and judgements are discussed on page 11.

Statement of compliance

These financial statements have been prepared in compliance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and with the Companies Act 2006. The presentation and functional currency of these financial statements is US Dollars. All amounts in the financial statements have been rounded to the nearest US\$1,000.

Basis of preparation

These financial statements have been prepared using the historical cost convention, except if otherwise disclosed in the accounting policies.

Summary of disclosure exemptions

The Company is a qualifying entity as defined by FRS 102 and has taken advantage of the exemptions from the following disclosure requirements of FRS102:

Statement of cash flow section 3.17(d)

Basic Financial Instruments section 11.42 to 11.48A

Related Party Disclosures sections 33.1A and 33.7

Other Financial Instruments issues as per sections 12.26 to 12.29.

Going concern

The Company generated a net profit of US\$3,801,000 (2021: net profit of US\$196,000), has net assets of US\$204,027,000 (2021: net assets of US\$200,226,000) and current assets of the Company exceed its current liabilities by US\$204,027,000 (2021: US\$200,226,000). Trading profits are expected to continue in the foreseeable future. Therefore, after making enquiries, the Directors have a reasonable expectation that the Company will continue in operational existence for a period of at least twelve months to 31 July 2024.

Accordingly, the Directors continue to adopt the going concern basis of accounting in preparing the annual report and financial statements.

Knoll UK Investments Unlimited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

There are no areas of judgement that would create a significant risk of causing material adjustment to the carrying amounts of the assets and liabilities within the next financial year.

Key sources of estimation uncertainty

Provision for estimated irrecoverable debtors

Provision for estimated irrecoverable debtors is determined using a combination of factors to ensure that debtors are not overstated due to uncertainty of recoverability. The allowance for estimated irrecoverable debtors is based on a variety of factors, including the overall quality of receivables and continuous monitoring of the group entity's financial strength and taking into consideration the support of the ultimate parent company, Abbott Laboratories. Also, specific allowances for individual accounts are recorded when the Company becomes aware of the customer's inability to meet its financial obligations.

Interest income

Interest income is due to the Company from loans to affiliated group companies, or cash deposits with affiliated group companies and is calculated daily and accrued monthly.

Foreign currency transactions and balances

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

Tax

UK Corporation tax is provided at amounts expected to be paid, or recovered, using tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arose from the inclusion of gains and losses in tax assessments in different periods from those in which they are recognised in the financial statements. A net deferred tax asset is recognised as recoverable only when, on the basis of available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is not discounted.

Cash at bank and in hand

Cash at bank and in hand in the balance sheet comprises cash at bank in immediate access current accounts.

Knoll UK Investments Unlimited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

2 Accounting policies (continued)

Debtors

Debtors are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. These basic financial assets, other than short term debtors, are subsequently carried at amortised cost using the effective interest method.

Short term debtors with no stated interest rate which are receivable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in administrative expenses.

Creditors

Creditors and interest-bearing borrowings are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the liability is measured at the present value of the future payments discounted at a market rate of interest.

Short term creditors with no stated interest rate, which are payable within one year, are recorded at transaction price.

Share capital

Share capital represents the nominal (par) value of ordinary shares that have been issued. These shares are classified as equity. Direct costs of issuing equity instruments are immaterial and are therefore not deducted.

3 Interest income

The analysis of the Company's income for the year from continuing operations is as follows:

	Note	2022 US\$ 000	2021 US\$ 000
Interest received	7	3,807	203

4 Directors' remuneration

During the current and prior year, all the Directors were paid by other affiliates in the Abbott Laboratories group of companies. The Directors' services to the Company do not occupy a significant amount of their time. As such the Directors do not consider that they receive any remuneration for their incidental services to the Company. The Company has no employees.

5 Auditors' remuneration

	2022 US\$ 000	2021 US\$ 000
Audit of the financial statements	5	5
Other fees to auditors		
All other non-audit services	1	2

Knoll UK Investments Unlimited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

6 Taxation

Tax charged/(credited) in the profit and loss account

	2022 US\$ 000	2021 US\$ 000
Total current income tax	-	-

The tax on profit before tax for the year differs from the standard rate of corporation in the UK of 19% (2021 - 19%).

The differences are reconciled below:

	2022 US\$ 000	2021 US\$ 000
Profit before tax	3,801	196
Corporation tax at standard rate (19%)	722	37
Tax decrease arising from group relief	(722)	(37)
Total tax charge/(credit)	-	-

Factors that may affect future tax charges

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery. These included an increase to the UK's main corporation tax rate to 25%, which became effective on 1 April 2023. These changes were substantively enacted on 24 May 2021.

7 Debtors

	Note	2022 US\$ 000	2021 US\$ 000
Amounts due from group entities	3	203,959	200,152
		203,959	200,152

Amounts owed by group entities are interest bearing, unsecured and are repayable on demand.

8 Creditors

	2022 US\$ 000	2021 US\$ 000
Due within one year		
Accrued expenses	9	10

Knoll UK Investments Unlimited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

9 Called up share capital

Allotted, called up and fully paid shares

	2022		2021	
	No. 000	US\$ 000	No. 000	US\$ 000
Ordinary shares of US\$1 each	<u>72</u>	<u>72</u>	<u>72</u>	<u>72</u>

10 Reserves

Share premium

This reserve records the amount above the nominal value received for shares issued, less transaction costs.

Other reserves

Other reserves represent a capital contribution reserve arising from a historical contribution to the Company made by another group undertaking. Under the terms of that contribution, the Company has no obligation to repay the amount.

Profit and Loss Account

The profit and loss account holds the retained earnings of the Company, after the deduction of any dividends paid.

11 Related party transactions

The Company is a wholly owned subsidiary of Abbott Laboratories. Accordingly, the Company has taken advantage of the exemption under FRS 102 section 33 not to disclose transactions with other companies which meet the criteria that all subsidiary undertakings which are party to transactions are wholly owned by the ultimate controlling parent. There were no other related party transactions during the year.

12 Parent and ultimate parent undertaking

The Company's immediate parent is Abbott SA, incorporated in Belgium.

The ultimate parent is Abbott Laboratories, incorporated in USA.

The most senior parent entity producing publicly available financial statements is Abbott Laboratories. These financial statements are available upon request from 100 Abbott Park Road, Abbott Park, Illinois 60064-6400, USA.

Knoll UK Investments Unlimited

Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

13 Post balance sheet events

There were no significant events between the Balance Sheet date and the date of signing of the financial statements, affecting the Company, which require disclosure.