Annual Report and Financial Statements Year Ended 31 December 2017

Company Number 7365225

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Annual report and financial statements for the year ended 31 December 2017

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Directors

J Hasselman

S Carlton

Secretary and registered office

S Carlton, Shelf Mills, Shelf, Halifax, West Yorkshire, HX3 7PA

Company number

7365225

Auditors

BDO LLP, Central Square, 29 Wellington Street, Leeds, LS1 4DL

Strategic report for the year ended 31 December 2017

The directors present their strategic report together with the audited financial statements for the year ended 31 December 2017. The year end 2017 refers to the period from 2 January 2017 to 31 December 2017. The comparative year end refers to the period 4 January 2016 to 1 January 2017.

Principal activities

The company's principal activity in the year was the toll manufacture of interior floor coverings for other group companies.

Review of the business and future developments

The income statement is set out on page 6 and shows turnover for the period of £9,193,000 (2016 - £8,501,000) and profit after taxation for the period of £687,000 (2016 - £785,000).

The economic environment for 2018 remains uncertain. The result of the EU referendum in the UK, the European group's largest and most important market, has compounded this uncertainty. In some of the regions of the European group, we expect growth, while in others market circumstances remain challenging. In 2017, we have introduced our new product range of Luxury Vinyl Tiles (LVT). We expect to further expand sales in this product range in 2018. With this extension in the product portfolio and a modest organic growth we expect top line growth and margin improvement, linked to tight cost control.

The Interface Inc. group will continue its emphasis on sustainability, functionality and design, and plans to introduce a wide range of new products with unique designs and advanced well-being functionality in 2018. We expect to maintain and expand upon our global market leader position in 2018.

The company is committed to providing a safe environment to all employees. Reported accidents, those involving three or more days absence from work, for the UK sites were three (2016 - five).

Principal risks and uncertainties

The nature of the company's operations exposes it to the risks of the wider Interface Inc. group. A significant proportion of the group's business is in the corporate office sector and the performance of this sector remains an important factor in the performance of the group as a whole. The group seeks to manage this risk by continuing the development of other business segments, such as hospitality, education, healthcare and government. Additionally the group is seeking to convert traditional broadloom customers to modular flooring.

The main financial risk arising from the group's activities, applicable to the company, is liquidity risk. The group seeks to manage this risk and monitors it regularly. Liquidity risk is managed through a co-ordinated approach, across the group's European subsidiaries through a mixture of long term and short term debt finance and readily accessible bank deposit accounts to ensure that the group and company have sufficient funds for operations. The cash deposits are held in a mixture of short term deposits and current accounts which earn interest at a floating rate. Debt is maintained at fixed interest rates.

Key performance indicators

The directors closely monitor the company's operating costs, managing business investment in accordance with market conditions. Cost of sales for the year of £8,336,000 compared with £7,510,000 for the previous year, representing an increase of 11.0%.

Approval

This strategic report was approved by order of the Board on 28 June 2018.

S Carlton Director

Annual report of the directors for the year ended 31 December 2017

The directors present their annual report together with the audited financial statements for the year ended 31 December 2017.

Matters covered in the strategic report

Details of the company's principal activities, annual review of the business, future developments and principal risks and uncertainties are shown in the strategic report on page one.

Directors

The directors of the company during the year were:

J Hasselman

S Carlton

Charitable and political contributions

During the period the company made charitable contributions of £nil (2016 - £1,686).

Disclosure of information to the auditors

All of the current directors have taken all of the steps that they pught to have taken to make themselves aware of any information needed by the company's auditors for the purpose of their audit, and to establish that the auditors are aware of that information. The directors are not aware of any relevant information of which the auditors are unaware.

By order of the Board

S Carlton Director

28 June 2018

Directors' responsibilities statement

Directors' responsibilities

The directors are responsible for preparing the strategic report, the annual 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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102 have been followed, subject to any
 material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation; 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.

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INTERFACE UK MANUFACTURING LIMITED

Opinion

We have audited the financial statements of Interface UK Manufacturing Limited ("the Company") for the period ended 31 December 2017 which comprise the income statement, 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 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 state of the Company's affairs as at 31 December 2017 and of its profit for the
 period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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 have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

Independent auditor's report (continued)

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 Strategic report and Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have 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 Strategic report and Director's 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, 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.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:

https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent auditor's report (continued)

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.

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Craig Burton (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
LEEDS
Date 39 5

Date 29 June 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Income statement for the year ended 31 December 2017

	Note	2017 £'000	2016 £'000
Turnover	5	9,193	8,501
Cost of sales	-	(8,336)	(7,510)
Operating profit and profit on ordinary activities before taxation	6	857	991
Taxation on profit from ordinary activities	8	(170)	(206)
Profit on ordinary activities after taxation		687	785
Other comprehensive income		-	-
Total comprehensive income for the year		687	785

All amounts relate to continuing activities.

The notes on pages 10 to 17 form part of these financial statements.

Statement of financial position as at 31 December 2017

Company number 7365225	Note	2017 £'000	2016 £'000
Fixed assets		2 000	2.000
Tangible assets	9	5,716	6,415
Current assets			
Debtors	10	17,793	11,591
Cash at bank and in hand		36	34
		17,829	11,625
Creditors: amounts falling due within one year	11	(13,333)	(8,534)
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Net current assets		4,496	3,091
Total assets less current liabilities		10,212	9,506
Provisions for liabilities	12	(429)	(410)
Net assets		9,783	9,096
			A
Capital and reserves			
Called up share capital	13	5,879	5,879
Profit and loss account		3,904	3,217
		9,783	9,096

The financial statements were approved by the Board of Directors and authorised for issue on 28 June 2018.

S Carlton Director

The notes on pages 10 to 17 form part of these financial statements.

Statement of changes in equity for the year ended 31 December 2017

Called up share capital £'000	Profit and loss account £'000	Total equity £'000
5,879	3,217	9,096
	687	687
	687	687
5,879	3,904	9,783
	share capital £'000 5,879	share capital f'000 and loss account f'000 5,879 3,217 - 687 - 687

Statement of changes in equity for the year ended 1 January 2017

	Called up share capital £'000	Profit and loss account £'000	Total Equity £'000
At 4 January 2016	5,879	2,432	8,311
Comprehensive income for the year Profit for the year	·	785	785
Total comprehensive income for the year	-	785	785
At 1 January 2017	5,879	3,217	9,096

Notes forming part of the financial statements for the year ended 31 December 2017

1 General information

Interface UK Manufacturing Limited ("the company") provides toll manufacturing services to Interface European Manufacturing BV. Services are provided within the UK.

The company is a private company limited by shares and is incorporated in the United Kingdom and registered in England. The address of the registered office is Shelf Mills, Shelf, Halifax, West Yorkshire, HX3 7PA.

2 Statement of compliance

The financial statements of Interface UK Manufacturing Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires group management to exercise judgement in applying the group's accounting policies (note 3).

3 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether leases entered into by the company either as lessor or lessee are operating or finance leases. These decisions depend on an assessment of whether the risks and rewards of ownership have been transferred from the lessor to the lessee on a lease by lease basis.
- Determine whether there are indicators of impairment of the company's tangible assets. Factors taken
 into consideration in reaching such a decision include the economic viability and expected future
 financial performance of the asset and where it is a component of a larger cash-generating unit, the
 viability and expected future performance of that unit.

Other key sources of estimation uncertainty:

• Tangible fixed assets (note 9)

Tangible fixed assets are depreciated over their useful lifes taking into account residual values, where appropriate. The actual lifes of the assets and residual values are assessed annually and may vary depending on a number of factors. In re-assessing asset lifes, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

4 Summary of significant accounting policies

Basis of preparation

The financial statements are prepared on a going concern basis under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 required the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

The year end 2017 refers to the period from 2 January 2017 to 31 December 2017. The comparative year end refers to the period 4 January 2016 to 1 January 2017.

Going concern

The company provides the majority of its services within the European group of companies, of which it is a member, and is reliant on that group for the funds necessary to meet its working capital requirements. The group's forecasts and projections, taking into account reasonably possible changes in trading performance, show that the group should be able to operate within the level of its current facilities. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

The company has taken advantage of the following exemptions in its individual financial statements:

- the requirements of Section 4 Statement of Financial Position paragraph 4.12 (a) (iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17 (d);
- the requirements of Section 11 Financial Instruments paragraphs 11.39 to 11.48A;
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Interface Europe Ltd as at 31 December 2017 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Consolidated financial statements

The company is a wholly owned subsidiary of Interface Europe Ltd whose registered office is Shelf Mills, Shelf, Halifax, West Yorkshire, HX3 7PA. It is included in the consolidated financial statements of Interface Europe Ltd, copies of which are available from Companies House.

Interface Inc. is the parent undertaking of the largest group of which Interface UK Manufacturing Limited is a member. Copies of its consolidated financial statements are available from 2859 Paces Ferry Road, Suite 2005, Atlanta, GA 30339, USA.

Turnover

Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the value of the consideration due. Turnover is recognised when the services are provided.

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

4 Summary of significant accounting policies (continued)

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost less estimated residual value of each asset on a straight line basis over its expected useful life, at the following rates:

Leasehold improvements

over the period of the lease

Plant, machinery and motor vehicles

- 8^{1/3} - 33^{1/3}% per annum

Fixtures, fittings and equipment

10 - 50% per annum

Leased assets

Annual rentals under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

Foreign currency translation

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

Deferred tax

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Pensions

The pension costs for defined contribution schemes are the contributions payable in the period.

Cash flow statement

The company has taken advantage of the exemption from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking of a parent which prepares a consolidated cash flow statement. The consolidated cash flow statement is included in the financial statements of Interface Europe Ltd.

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

5 Turnover

Turnover is derived from a single class of business carried out in the UK, that of the toll manufacture of interior floor coverings.

6 Operating profit is stated after charging / (crediting):

	2017 £'000	2016 £'000
Depreciation of tangible fixed assets - owned fixed assets Loss on disposal of fixed assets	882 9	933
Operating lease rentals - land and buildings	327	310
- other	46	54
Foreign exchange gain	(34)	(174)

The audit fee of £4,000 (2016 - £4,000) has been borne by another group company, Interface Administration Services Limited.

7 Employees and directors

Employees

The average weekly number of persons (including directors) recharged to the company during the year was:

	2017 Number	2016 Number
Production	122	122
Administration Management	7 . 5	10 4
	134	136
Employment costs (including directors)	2017 £'000	2016 £'000
Wages and salaries	4,213	4,027
Social security costs Pension and other costs	409 280	379 252
	4,902	4,658

The employment costs of Interface UK Manufacturing Limited are recharged from Interface Europe Limited, the company which holds the contracts of employment for all UK based staff.

Directors

No directors received any remuneration in respect of their services to the company during the current or preceding year.

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

8	Taxation on profit on ordinary activities		2042
		2017 £'000	2016 £'000
	Current tax	2 000	2 000
	UK corporation tax on profit for the year Tax (over) / underprovided in previous years	156 (5)	169 12
	Total current tax	151	181
	Deferred tax		
	Origination and reversal of timing differences (note 12)	19	25
	Taxation on profit on ordinary activities	170	206
	The tax assessed for the year is different than the standard rate of corporation are explained below:	tax in the UK. The 2017 £'000	2016 £'000
	Profit on ordinary activities before tax	857	991
	Profit on ordinary activities at the standard rate of corporation tax in the UK of 19.25% (2016 - 20%)	165	198
	Effects of: Expenses not deductible for tax purposes Capital allowances in excess of depreciation Tax (over) / underprovided in previous years Deferred tax - origination and reversal of timing differences (note 12)	(1) (8) (5) 19	(29) 12 25
	Tax charge for the year	170	206

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

9	Tangible fixed assets		Fixtures,	
		Land and buildings £'000	fittings, plant and Machinery £'000	Total £'000
	Cost	695	14,866	15,561
	At 2 January 2017 Additions	38	201	239
	Transfers	208	(208)	-
	Disposals	(15)	(65)	(80)
	At 31 December 2017	926	14,794	15,720
	Depreciation	<u></u>		
	At 2 January 2017	269	8,877	9,146
	Charge for the year	65	817	882
	Disposals	(6)	(18)	(24)
	At 31 December 2017	328	9,676	10,004
	Net book value			
	At 31 December 2017	598 	5,118	5,716
	At 1 January 2017	426	5,989	6,415
10	Debtors			
			2017 £'000	2016 £'000
	Amounts due within one year:		47 472	44.070
	Amounts owed by group undertakings VAT recoverable		17,475 40	11,278 . 37
	Other debtors		2	4
	Prepayments and accrued income		276	272
			17,793	11,591

All debtors are due within one year. Intercompany balances are unsecured, interest free, have no fixed date for repayment and are repayable on demand.

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

11	Creditors: amounts falling due with	nin one year			
				2017 £'000	2016 £'000
	Trade creditors Amounts owed to group undertakings Corporation tax Other taxes and social security cost Accruals and deferred income			98 12,640 60 97 438	78 7,919 20 102 415
				13,333	8,534
	Intercompany balances are unsecure on demand.	d, interest free, hav	ve no fixed date for	repayment and a	are repayable
12	Provisions for liabilities				
					Deferred Tax £'000
	At 2 January 2017 Charge to income statement				410 19
	At 31 December 2017				429
	Deferred tax provided in the financial	statements is as fol	lows:	D	Danidad
			÷	Provided 2017 £'000	Provided 2016 £'000
	Accelerated capital allowances Other timing differences			(433) 4	(414) 4
				(429)	(410)
13	Called up share capital	2047	2046	2047	2016
		2017 Number	2016 Number	2017 £'000	£'000
	Allotted, called up and fully paid Ordinary shares of £1 each	5,878,832	5,878,832	5,879	5,879

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

14 Financial commitments - operating leases

At 31 December 2017, the company had the following minimum lease payments under non-cancellable operating leases:

	2017 Land and buildings £'000	2017 Other £'000	2016 Land and buildings £'000	2016 Other £'000
Payments due: Within one year Between two and five years	240 740	36 28	240 20	49 54
	980	64	260	103

15 Ultimate parent company

The directors regard Interface Inc. a company incorporated in the United States of America, as the company's ultimate parent undertaking.

Interface, Inc. is the parent undertaking of the largest group of which Interface UK Manufacturing Limited is a member. Copies of its consolidated financial statements are available from 2859 Paces Ferry Road, Suite 2005, Atlanta, GA 30339, USA.

Interface Europe Ltd is the parent undertaking of the smallest group of which Interface UK Manufacturing Limited is a member and for which group accounts are drawn up. Copies of its consolidated financial statements are available from Companies House.

The immediate parent undertaking is Interface Europe Ltd, incorporated in England and Wales.