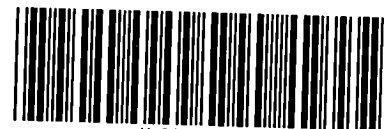


**Company Registration No. 07842594**

**Stemcor Agency Services Limited**

**Report and Financial Statements  
31 December 2016**

**TUESDAY**



\*L69YZ5QA\*

LD7

04/07/2017

#17

COMPANIES HOUSE

Contents

Corporate information .....	3
Strategic report .....	4
Directors' report.....	5
Directors' responsibility statement.....	7
Independent auditor's report to the members of Stemcor Agency Services Limited .....	8
Income Statement.....	10
Statement of Comprehensive Income .....	10
Statement of Changes in Equity .....	10
Statement of Financial Position .....	11
Notes to the financial statements.....	12

## **Corporate information**

### **Directors**

Michael Broom (resigned 30 June 2016)

Andrew Checketts (appointed 30 August 2016)

J Verden

### **Auditors**

Ernst & Young LLP

1 More London Place

London

SE1 2AF

### **Bankers**

Barclays Bank Plc

1 Churchill Place

London

E14 5HP

### **Registered Office**

Longbow House

4th Floor, 14-20 Chiswell Street

London

EC1Y 4TW

## Strategic report

The directors present their strategic report for the year ended 31 December 2016.

### Review of the business

The Company is a wholly owned subsidiary of Stemcor Global Holdings Limited ("the Group").

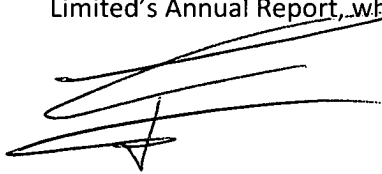
The principal activity of the Company is trading in steel products and being the sole UK agent for a European steel mill. There have not been any significant changes in the Company's principal activity in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

The Group manages its operations on a divisional basis. For this reason, the Company's directors believe that key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

### Principal Risks and Uncertainties

Stemcor Agency Services Limited's principal risk is that the wider Stemcor Group fails to comply with its covenanted obligations under the terms of its financing agreements. A covenant breach could lead to a default, which in turn could close trade finance funding to the Group.

The operating financial and strategic risks, which affect the Company, are discussed in the Stemcor Global Holdings Limited's Annual Report, which does not form part of this report.



J Verden  
Director  
26 May 2017

## **Directors' report**

The directors present their report for the year ended 31 December 2016.

### **Directors of the company**

The current directors are shown on page 3.

### **Share capital**

No additional ordinary shares were issued during the financial year.

### **Indemnities**

The Company has agreed to indemnify its directors in respect of proceedings brought against them by third parties subject to the limitations provided in the Companies Act. Such qualifying third party indemnity provisions were in force during the period and continue to be in force as at the date of this report. The Company has bought directors' and officers' liability insurance in order to minimise the potential impact of any such proceedings.

### **Results**

The results for the year are set out on page 10.

### **Dividends**

No dividends were paid during the year and no dividend is proposed in relation to 2016.

### **Future developments**

The directors aim to continue the trading strategy of the Group focussing on governance, risk and cost structure, rebuilding the Group's reputation and profitability.

### **Events since the balance sheet date**

There were no events that occurred between the end of the reporting period and the date when the financial statements were authorised for issue that affect the accounts at 31 December 2016.

### **Going Concern**

After having considered the uncertainties disclosed in note 1, the directors believe that the Company has an expectation of managing these risks. Therefore, the directors have prepared the financial statements on a going concern basis.

### **Political donations**

No political donations were made during the year.

## Directors' report

### Disabled employees

The Stemcor Group takes seriously its legal and moral responsibilities in relation to employees who are disabled or who become disabled whilst employed by us. We understand our requirements to make reasonable adjustments for disabled applicants to the Company. Employees who become disabled whilst working for us are given practical assistance with adapting to their new situation and we work with them to identify and provide reasonable adjustments to enable them to continue to be employed by us as far as possible. We are committed that disabled employees are assisted in training, career development and promotion opportunities so that their disabilities do not disadvantage them in accessing those opportunities.

### Employee involvement

The Stemcor Group understands that its success is dependent on the motivation and engagement of its employees. Communication and consultation are at the heart of engagement and this is delivered principally within each subsidiary unit of Stemcor through both formal and informal staff information and consultation fora. At a Group level, the global internal communications portal is being revamped to provide greater access to relevant communication about Company performance, business information and community news, delivered on a geographic basis.

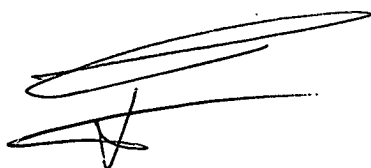
### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Re-appointment of auditors

In accordance with s.485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst & Young LLP as auditor of the Company.

By Order of the Board



J Verden  
Director  
26 May 2017

## **Directors' responsibility statement**

The directors are responsible for preparing the Strategic Report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), 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 those financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 to the members of Stemcor Agency Services Limited**

We have audited the financial statements of Stemcor Agency Services Limited for the year ended 31 December 2015 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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.

## **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 7, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

## **Scope of the audit of the financial statements**

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. In addition, we read all the financial and non-financial information in the annual report 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.

## **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of the Company's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

# **Independent auditor's report to the members of Stemcor Agency Services Limited (continued)**

## **Opinion on other matter 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 the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

## **Matters on which we are required to report by exception**

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

- proper accounting records have not been kept, or proper 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.

*Ernst & Young LLP*

William Binns  
for and on behalf of Ernst & Young LLP  
London  
26 May 2017

## Income Statement

For the year ended 31 December 2016

	Notes	2016 £'000	2015 £'000
Turnover		181	228
Administrative expenses		(132)	(375)
<b>Operating profit/(loss)</b>	2	<u>49</u>	<u>(147)</u>
Interest payable and similar charges	4	(13)	(26)
<b>Profit/(loss) on ordinary activities before taxation</b>		<u>36</u>	<u>(173)</u>
Tax on profit/(loss) on ordinary activities	5	-	-
<b>Profit/(loss) for the financial year</b>		<u>36</u>	<u>(173)</u>

The results above are derived solely from continuing operations.

The accompanying Notes are an integral part of the annual accounts.

## Statement of Comprehensive Income

For the year ended 31 December 2016

	2016 £'000	2015 £'000
Profit/(loss) for the year	36	(173)
Other comprehensive profit/(loss) for the financial year	-	-
<b>Total comprehensive profit/(loss) for the financial year</b>	<u>36</u>	<u>(173)</u>

## Statement of Changes in Equity

For the year ended 31 December 2016

	Share capital £'000	Profit and loss account £'000	Equity shareholder deficit £'000
At 1 January 2015	-	(389)	(389)
Loss for the year	-	(173)	(173)
At 31 December 2015	<u>-</u>	<u>(562)</u>	<u>(562)</u>
Profit for the year	-	36	36
At 31 December 2016	<u>-</u>	<u>(526)</u>	<u>(526)</u>

## Statement of Financial Position

At 31 December 2016

	Notes	2016 £'000	2015 £'000
<b>Fixed assets</b>	6	-	1
<b>Current assets</b>			
Debtors: Amounts falling due within one year	7	80	96
Cash at bank and in hand		19	71
		<u>99</u>	<u>167</u>
<b>Creditors: amounts falling due within one year</b>	8	<u>(625)</u>	<u>(730)</u>
<b>Net current liabilities</b>		(526)	(563)
<b>Net liabilities</b>		<u>(526)</u>	<u>(562)</u>
<b>Capital and reserves</b>			
Share capital	9	-	-
Profit and loss account	10	<u>(526)</u>	<u>(562)</u>
<b>Shareholders' deficit</b>		<u>(526)</u>	<u>(562)</u>

The accompanying Notes are an integral part of the annual accounts.

The financial statements of Stemcor Agency Services Limited (registered number 07842594) were approved by the board of directors and authorised for issue on 26 May 2017.

They are signed on its behalf by:



A Checketts  
Director

## Notes to the financial statements

### 1. Accounting policies

Stemcor Agency Services Limited (the Company) is a limited company incorporated in England and Wales. The Registered Office is Longbow House, 4th Floor, 14-20 Chiswell Street, London EC1Y 4TW.

The company's financial statements have been prepared in compliance with FRS 102 as it applies to financial statements of companies for the year ended 31 December 2016.

#### Basis of preparation

The financial statements of Stemcor Agency Services Limited were authorised for issue by the Board of Directors on 26 May 2017. The financial statements have been prepared in accordance with applicable accounting standards. The financial statements are prepared in GBP which is the functional currency of the company and rounded to the nearest £'000.

#### Exemptions

As permitted by FRS 102 Section 1.12, the company has taken advantage of the exemptions available under that standard in relation to presentation of cash flow statement and the aggregate remuneration of key management personnel. Where required equivalent disclosures are given in the consolidated financial statements of Stemcor Global Holdings Limited.

#### Going Concern

Stemcor Agency Services Limited is a subsidiary of Stemcor Global Holdings Limited ("SGHL" or "the Group"). The Group operates its business on a divisional basis with its core financing facilities managed at a Group level.

The SGHL directors have reviewed current trading, cash flow projections, business forecasts and the Group's committed financing facilities as part of their assessment of the Group's ability to continue as a going concern.

They have worked with senior management within the Group and agreed a business plan that forecasts trading through to the end of December 2018. This business plan has been used as the basis for the going concern assessment and other estimates made during the financial year. The business plan contains the most up-to-date management information and provides a sufficient level of detail to support these assessments.

The SGHL Directors believe that with the majority of the Group's trading transactions being short term in nature, they can reasonably forecast the results of the group's operating model. The business plan includes analysis of the Group's Income Statement, Statement of Financial Position, Statement of Cash Flows, KPIs and debt covenants outlook.

The SGHL Directors are aware of the following uncertainties currently facing the business:

- The commodities market is subject to a degree of volatility which could result in unforeseen market shocks or loss of key customers;
- There is continued over-capacity in global steel markets which could lead to lower volumes and pricing;
- The Group is heavily dependent on its financing facilities, with the trade finance and borrowing base facilities committed until April 2018 and therefore requiring a refinancing process during 2017 / the first quarter of 2018 (albeit the trade finance facilities have a six month run off period to October 2018). Although, the Group takes comfort from the fact that many of the lenders are also shareholders in the Group.

## Notes to the financial statements

### 1. Accounting policies (continued)

These uncertainties may prevent the Group from performing in accordance with its business plan, from meeting its forecasts and from complying with its covenants. Where appropriate, the business plan has been subjected to sensitivity testing which involves flexing a number of the main underlying assumptions and evaluating the potential impact of the Group's principal risks actually occurring, and considering the mitigating actions available to the Group over the relevant timeframe, if such risks did arise.

Although there remain some uncertainties, as disclosed above, in relation to the market and the requirement to refinance its main financing facilities ahead of their expiry, the Directors believe that the Group has an expectation of managing these risks. The Directors believe that the Group has a robust finance model, appropriate scale, a streamlined and efficient cost base, a clear trading strategy and strong corporate governance, and has already begun the process to look at identifying the optimum mechanisms to refinance the business ahead of the expiry of the financing facilities. The group are actively pursuing financing opportunities which This has included the successful implementation of two new trade finance facilities during March and April 2017, and the refinancing of the German business using the Groups existing borrowing base facility. Further discussions are ongoing regarding additional trade finance facilities in advance of refinancing the existing facilities.

After making reasonable enquiries and having carefully considered the matters described above, the Directors believe that the Group, including Stemcor Agency Services Limited, is a sustainable business, will be able to meet its liabilities as they fall due and will have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing the Strategic Report, the Directors' Report and the financial statements.

#### Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as 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.

#### Foreign currencies

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of the exchange ruling at the balance sheet date. All differences are taken to administrative expenses in the Income Statement.

#### Revenue Recognition

Turnover represents the invoiced amount of goods sold and services provided to third parties net of value added tax, duty and trade discounts. Turnover on services provided is recognised when services to customers are completed and invoiced.

#### Taxation

The Group establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience with previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Management estimates are required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 5.

## Notes to the financial statements

### 1. Accounting policies (continued)

#### Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less.

#### Short-term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the Income Statement.

#### Provisions for liabilities

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

#### Pensions

The Group operates several money purchase pension schemes, including the “Stemcor Group Retirement Scheme”, which are defined contribution schemes. Contributions to these defined contribution schemes are charged to the income statement as they are payable. The Company participates in the Group’s pension schemes.

## Notes to the financial statements

### 2. Operating loss

This is stated after charging:

	2016	2015
	£'000	£'000
Auditor's remuneration in respect of audit services – audit of the company's financial statements	(5)	(5)

Non audit fees paid to the Company's auditor for the year amounted to £nil (2015: £nil)

### 3. Staff costs

#### (a) Staff Costs

	2016	2015
	£'000	£'000
Wages and salaries	(94)	(201)
Social Security	(10)	(25)
Pension costs (note 11)	(5)	(13)
	(109)	(239)

The average monthly number of employees during the year was as follows:

	2016	2015
	No.	No.
Sales and administration staff	1	3

#### (b) Directors remuneration

Neither of the 2 directors (2015: 2) received any emoluments in respect of their services as directors of the Company during the year ended 31 December 2016 (2015: £nil).

The remuneration of the directors is paid by Stemcor Holdings 2 Limited, which makes no recharges to the Company. The directors act in a group capacity only and do not allocate specific time to the Company and therefore it is not possible to make an accurate apportionment of their emoluments in respect of the Company.

## Notes to the financial statements

### 4. Interest payable and similar charges

	2016	2015
	£'000	£'000
Interest to parent and fellow subsidiary undertakings	(13)	(26)

### 5. Tax on loss on ordinary activities

The tax charge is made up as follows:

	2016	2015
	£'000	£'000
<b>Current Taxation</b>		
UK corporation tax for the year at 20.0% (2015:20.25%)	-	-
Tax on profits/(losses) on ordinary activities	-	-

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 20.0% (2015:20.25%).

The actual tax charge for the current period differs from the standard rate for the reasons set out in the following reconciliation:

	2016	2015
	£'000	£'000
Profit/(loss) on ordinary activities before tax	36	(173)
Expected tax (charge)/credit at 20.0% (2015 – 20.25%)	(7)	35
Disallowed expenses	-	(1)
Utilisation of tax losses	9	-
Creation of unrecognised temporary differences	(2)	-
Losses created in the year	-	(34)
<b>Current tax charge</b>	-	-

The UK corporate tax rate reduced from 21% to 20% from 1 April 2015.

The company has tax losses arising in the UK of £0.5m (2015: £0.5m) that are available indefinitely for offset against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they may not be used to offset taxable profits elsewhere in the group and there is insufficient evidence of their future recovery against forecast profit within the company.

## Notes to the financial statements

### 6. Fixed assets

Fixed assets consist of computer equipment costing £nil (2015: £779) with a net book value £nil (2015: £584).

### 7. Debtors

	2016	2015
	£'000	£'000
Trade debtors	80	60
Amounts owed by subsidiary undertakings	-	33
Other debtors	-	3
	<hr/> 80	<hr/> 96

Included in debtors is £nil (2015: £nil) of debtors due after more than one year.

### 8. Creditors: amounts falling due within one year

	2016	2015
	£'000	£'000
Amounts owed to subsidiary undertakings	(620)	(716)
Accruals and deferred income	(5)	(14)
	<hr/> (625)	<hr/> (730)

### 9. Share capital

	2016	2015
	£'000	£'000
<b>Allotted, called up and fully paid:</b>		
2 Ordinary shares of £1 each	-	-
	<hr/>	<hr/>

### 10. Profit and loss account reserve

	2016	2015
	\$'000	\$'000
At 1 January	(562)	(389)
Profit / (loss) for the period	36	(173)
At 31 December	<hr/> (526)	<hr/> (562)

## Notes to the financial statements

### 11. Pensions

The principal pension arrangements are defined contribution schemes and other money purchase schemes. The assets are held separately from those of the Group in independently administered funds. The costs were charged to the income statement as incurred. There were no outstanding contributions or prepaid contributions at either the beginning or end of the financial year.

	2016	2015
	£'000	£'000
Defined contribution scheme	5	13

### 12. Contingent liabilities

At 31 December 2016, the company had no material contingent liabilities.

### 13. Events after the reporting period

There were no events that occurred between the end of the reporting period and the date when the financial statements were authorised for issue that affect the accounts as at 31 December 2016.

### 14. Related party transaction

The Company has taken advantage of the disclosure exemption under FRS102 regarding the requirement of Section 33 Related Part Disclosures paragraph 33.1A, and has not disclosed transactions with other subsidiaries of Stemcor Global Holdings Limited.

### 15. Ultimate parent company and controlling party

The immediate parent company of Stemcor Agency Services Limited is Stemcor Holdings 2 Limited, which is incorporated in Great Britain and registered in England and Wales. The ultimate parent company is Stemcor Global Holdings Limited incorporated in Jersey.

The smallest undertaking for which the company is a member and for which group financial statements are prepared is Stemcor Holdings 2 Limited, and the largest group is Stemcor Global Holdings Limited. The consolidated accounts of Stemcor Holdings 2 Limited are available from Companies House, Cardiff, CF14 3UZ. The consolidated accounts of Stemcor Global Holdings Limited can be found on the Jersey companies house website.