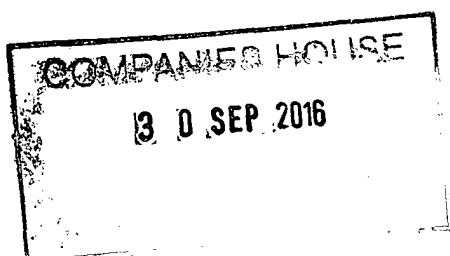


NDE Global Technical Services UK Limited

Report and Financial Statements

31 December 2015

Registered No. 08454313



Directors

A Chant
D Davies
G Higgins
A Jackson

Secretary

D Perrett

Auditors

Ernst & Young LLP
Bedford House
16 Bedford Street
Belfast BT2 7DT

Registered Office

ERA Building Cleeve Road
Leatherhead
Surrey KT22 7SA

Registered Number

08454313

Registered No. 08454313

Directors' report

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

Results and dividends

The loss for the year after taxation amounted to £398,000 (2014 – loss of £180,000). The directors do not recommend a final dividend (2014 – £nil).

Principal activities and review of the business

The Company acts as an intermediate parent undertaking and provides certain payroll services.

During the year the company transitioned from UK GAAP to FRS 101 and has taken advantage of the disclosure exemptions allowed under this standard. The Company's parent undertaking, NDE Global Technical Services GmbH, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions. There were no material recognition or measurement differences arising on the adoption of FRS 101.

Directors

The directors who served the company during the year were as follows:

C Belloni (resigned 10 February 2015)
A Chant
D Davies
G Higgins
A Jackson

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.

Auditors

A resolution to appoint PricewaterhouseCoopers LLP as auditors will be put to the members at the Annual General Meeting.

Small company exemptions

This report has been prepared in accordance with the special provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006. A Strategic Report has not been prepared as allowed by the small companies regime within Part 15 of the Companies Act 2006.

By order of the Board



G Higgins
Director

7 September 2016

Directors' Responsibilities Statement

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 including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 NDE Global Technical Services UK Limited

We have audited the financial statements of NDE Global Technical Services UK Limited for the year ended 31 December 2015 which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Statement of Changes in Equity the Balance Sheet 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 (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 auditor

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. 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 and financial statements to identify material inconsistencies with the audited financial statements. 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 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 'Reduced Disclosure Framework'; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Independent auditor's report

to the members of NDE Global Technical Services UK Limited

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:

- 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.



K Jess (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Belfast

20 September 2016

Profit and loss account

for the year ended 31 December 2015

	<i>Notes</i>	<i>2015</i> £000	<i>2014</i> £000
Operating income		595	298
Administrative expenses		(599)	(302)
Operating loss	2	(4)	(4)
Interest payable and similar charges	5	(394)	(176)
Loss on ordinary activities before taxation		(398)	(180)
Tax	6	–	–
Loss for the financial year	12	(398)	(180)

Statement of comprehensive income

for the year ended 31 December 2015

There are no comprehensive income other than the losses attributable to the shareholders of the company of £398,000 in the year ended 31 December 2015 (2014 – loss of £180,000).

Statement of changes in equity

at 31 December 2015

	<i>Share capital</i> £000	<i>Share premium</i> £000	<i>Profit & Loss Account</i> £000	<i>Total equity</i> £000
At 1 January 2014	–	–	–	–
Loss for the year	–	–	(180)	(180)
Total comprehensive income for the year	–	–	(180)	(180)
At 31 December 2014	–	–	(180)	(180)
Loss for the year	–	–	(398)	(398)
Total comprehensive income for the year	–	–	(398)	(398)
At 31 December 2015	–	–	(578)	(578)

Registered No. 08454313

Balance sheet

at 31 December 2015

	<i>Notes</i>	<i>2015</i> £000	<i>2014</i> £000
Fixed assets			
Investments	7	6,292	6,292
Current assets			
Debtors	8	80	265
Cash at bank		22	-
		102	265
Creditors: amounts falling due within one year	9	(97)	(1,156)
Net current assets/(liabilities)		5	(891)
Total assets less current liabilities		6,297	5,401
Creditors: amounts falling due after more than one year	10	(6,875)	(5,581)
Net liabilities		(578)	(180)
Capital and reserves			
Called up share capital	11	-	-
Profit and loss account	12	(578)	(180)
Shareholders' deficit		(578)	(180)

The financial statements were approved for issue by the board of directors on 7 September 2016 and signed on its behalf by:



G Higgins
Director

Notes to the financial statements

at 31 December 2015

1. Accounting policies

Statement of compliance and basis of preparation

The financial statements of NDE Global Technical Services UK Limited (the "Company") for the year ended 31 December 2015 were authorised for issue by the board of directors on 7 September 2016 and the balance sheet was signed on the board's behalf by Gavin Higgins. NDE Global Technical Services UK Limited is incorporated and domiciled in England.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise stated.

The financial statements of the company have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101') and with those parts of the Companies Act 2006 applicable to companies reporting under FRS 101.

This is the company's first set of financial statements prepared in accordance with FRS 101. The previously presented financial information, for the year ended 31 December 2014, was presented under previous UK GAAP.

The Company's deemed transition date to FRS 101 is 1 January 2014, the beginning of the first period presented, and the requirements of IFRS 1 have been applied as of that date. IFRS 1 offers a number of exemptions from full retrospective application of applicable standards on transition to IFRS. It has been concluded that no exemptions are applicable to the Company.

No material adjustments have arisen as a result of the transition to FRS 101. As such the disclosures required by IFRS 1 concerning the transition to FRS 101 are not applicable.

The Company meets the definition of a qualifying entity under FRS 101 and has therefore taken advantage of the following disclosure exemptions available to it under FRS 101:

- (a) the requirements of IFRS 7 Financial Instruments;
- (b) the requirements of paragraph 91 to 99 of IFRS 13 Fair Value Measurement;
- (c) the requirements of IAS 7 Statement of Cash Flows;
- (d) the requirements of paragraphs 10(d), 16, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements;
- (e) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- (f) the requirements of paragraph 17 of IAS 24 Related Party Disclosures; and
- (g) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

The Company is a subsidiary undertaking of Edif Group Limited which is the largest and smallest group in which the results of the Company are consolidated. See note 14 for further information.

The preparation of financial statements in conformity with FRS 101 requires 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. There are no critical judgments, estimates or assumptions within these financial statements.

Notes to the financial statements

at 31 December 2015

1. Accounting policies (continued)

Going concern

At 31 December 2015 the Company had net current assets of £5,000 (2014 – net current liabilities of £891,000) and net liabilities of £578,000 (2014 – £180,000). The Company meets its day to day working capital requirements through its ultimate parent Edif Group Limited's cash and banking facilities.

The Company's Directors have considered the forecasts and projections of the Company and its ultimate parent Edif Group Limited, taking into account reasonably possible changes in trading performance. After making enquires, the Directors have a reasonable expectation that the Company with the support of its ultimate parent, Edif Group Limited, has adequate resources to continue in operational existence for the foreseeable future. Accordingly they have prepared the financial statements on a going concern basis.

Group financial statements

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements because it is a wholly owned subsidiary of Edif Group Limited, which prepares group financial statements which are publically available and in which the results of the company are consolidated. These financial statements present information about the Company as an individual undertaking and not about its group.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pensions

The company operates a defined contribution pension scheme. Contributions payable for the year are charged in the profit and loss account.

Interest bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses. Gains and losses are recognised in net profit or loss when the liabilities are derecognised or impaired, as well as through the amortisation process.

Investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost less any provisions for impairment.

Costs incurred in relation to the acquisition of such investments are capitalised as part of the investment carrying value. Contingent consideration payable in respect of any acquisition is capitalised as part of the investment carrying value at its fair value at the acquisition date. Subsequent changes to the fair value of any contingent consideration payable are recognised by increasing or decreasing the carrying value of the investment.

The carrying values of fixed asset investments are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Notes to the financial statements

at 31 December 2015

2. Operating loss

This is stated after charging:

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Auditors remuneration	1	1
Foreign exchange loss	1	3
	<u>1</u>	<u>3</u>

Audit remuneration for the previous year has been borne by NDE Technical Services UK Limited (previously Boldbrink Limited), a subsidiary undertaking of the company. Fees paid to the company's auditor Ernst & Young LLP and its associates for services other than the statutory audit of the company's financial statements are not disclosed in the company's financial statements since the financial statements of Edif Group Limited, the company's ultimate UK incorporated parent disclose non audit fees on a group basis.

3. Directors' remuneration

The following directors' remuneration in respect of qualifying services provided to the company and its subsidiaries was paid in the year:

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Remuneration	137	140
Contributions to defined contribution pension schemes	-	-
	<u>137</u>	<u>140</u>

4. Staff costs

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Salaries and short-term employment benefits	526	241
Social security costs	61	30
Payments to defined contribution pension plans	6	1
	<u>593</u>	<u>272</u>

The average monthly number of employees during the year (including directors) was as follows:

	<i>2015</i>	<i>2014</i>
	<i>No.</i>	<i>No.</i>
Sales and administration	<u>10</u>	<u>3</u>

5. Interest payable and similar charges

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Interest payable to group undertakings	<u>394</u>	<u>176</u>

Notes to the financial statements

at 31 December 2015

6. Tax

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2015 £000	2014 £000
Current tax:		
UK corporation tax on the loss for the year	—	—
Deferred tax:		
Origination and reversal of temporary differences	—	—
Tax on loss on ordinary activities (note 6(b))	—	—

(b) Factors affecting tax for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 20.25% (2014 – 21.5%). The differences are explained below:

	2015 £000	2014 £000
Loss on ordinary activities before tax	(398)	(180)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 – 21.5%)	(81)	(396)
<i>Effects of:</i>		
Group relief surrendered for nil consideration	81	39
Current tax for the year (note 6(a))	—	—

7. Investments

	<i>Subsidiary undertakings</i> £000
Cost:	
At 1 January 2015 and 31 December 2015	6,292
Net book value:	
At 1 January 2015 and 31 December 2015	6,292

Notes to the financial statements

at 31 December 2015

7. Investments (continued)

The undertakings in which the Company's interests at the year-end are more than 20% are as follows:

<i>Subsidiary undertaking</i>	<i>Country of incorporation</i>	<i>Principal activity</i>	<i>Holding</i>	<i>Class and percentage of shares held</i>
NDE Technical Services UK Limited (Previously Boldbrink Limited)	England	Inspection services	Ordinary shares	100%
CTSI Oil and Gas Projects Nigeria Limited	Nigeria	Inspection services	Ordinary shares	51%

8. Debtors

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Amounts owed by group undertakings	71	265
Other debtors	9	–
	<u>80</u>	<u>265</u>

9. Creditors: amounts falling due within one year

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Amounts owed to group undertakings	88	229
Other creditors	1	15
Accruals and deferred consideration	8	912
	<u>97</u>	<u>1,156</u>

10. Creditors: amounts falling due after more than one year

	<i>2015</i>	<i>2014</i>
	<i>£000</i>	<i>£000</i>
Amounts owed to group undertaking	<u>6,875</u>	<u>5,581</u>

Amounts owed to group undertaking represent an unsecured loan from a parent undertaking, Edif Group Management Limited with interest accruing on the principal at the rate of 6.5% per annum. This loan matures in March 2021.

11. Issued share capital

<i>Allotted, called up and fully paid</i>	<i>2015</i>		<i>2014</i>	
	<i>No.</i>	<i>£</i>	<i>No.</i>	<i>£</i>
Ordinary shares of £1 each	2	<u>2</u>	2	<u>2</u>

Notes to the financial statements

at 31 December 2015

12. Movements on reserves

	<i>Profit and loss account</i>
	<i>£000</i>
At 1 January 2015	(180)
Loss for the year	<u>(398)</u>
At 31 December 2015	<u><u>(578)</u></u>

Share capital

Share capital represents the nominal value of the allotted, called up and fully paid shares.

Profit and loss account

Profit and loss account represents the distributable reserves of the company.

13. Pensions

The company operates defined contribution pension schemes. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £6,000 (2014 – £1,000).

14. Ultimate parent undertaking and controlling party

The company is a subsidiary undertaking of NDE Global Technical Services GmbH, which is incorporated in Germany.

The largest and smallest group in which the results of the Company are consolidated is that headed by Edif Group Limited, the ultimate parent undertaking, incorporated in England & Wales. The group financial statements of this group are available from Cleeve Road, Leatherhead, Surrey KT22 7SA.

15. Subsequent event

On 24 May 2016, RINA S.p.A (“RINA”), the holding company of the multinational testing, inspection, certification and consulting engineering (“TIC-CE”) group based in Genoa, Italy, announced that it has signed a definitive agreement for the acquisition of the entire share capital of the company’s ultimate holding company, Edif Group Limited, for £118.5 million. The acquisition of the company will significantly increase RINA’s presence in the UK, alongside the US and German market, where the combination of the two groups will provide a platform for further expansion. Completion of the acquisition was subject to receipt of standard merger control clearances. The merger control clearances were received on 20 July 2016 which completed the deal.