

# Arrinera Automotive Holding Limited

Registered number: 08783213

## Directors' report and unaudited financial statements

For the year ended 31 December 2015



# ARRINERA AUTOMOTIVE HOLDING LIMITED

## COMPANY INFORMATION

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<b>Director</b>	L P Tomkiewicz
<b>Company secretary</b>	H T Corporate Services Limited
<b>Registered number</b>	08783213
<b>Registered office</b>	Innovation Centre Gallows Hill Warwick CV34 6UW
<b>Accountants</b>	Mazars LLP Chartered Accountants 6 Dominus Way Meridian Business Park Leicester LE19 1RP

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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# ARRINERA AUTOMOTIVE HOLDING LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

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

### Directors


The directors who served during the year were:

A S Kulch (resigned 14 July 2016)  
L P Tomkiewicz  
D J Mapley (resigned 19 February 2015)

### Strategic report

The company is not preparing a strategic report under section 414B(b) of the Companies Act 2006 as it would be entitled to the exemption but for being a member of an ineligible group during the period.

This report was approved by the board on 28 September 2016 and signed on its behalf.

  
For & on behalf of

H T Corporate Services Limited  
Secretary

# ARRINERA AUTOMOTIVE HOLDING LIMITED

## CHARTERED ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF ARRINERA AUTOMOTIVE HOLDING LIMITED FOR THE YEAR ENDED 31 DECEMBER 2015

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In accordance with our engagement letter and in order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of the Company for the year ended 31 December 2015 which comprise the profit and loss account, the balance sheet and the related notes from the Company's accounting records and from information and explanations you have given to us.

As a member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at [icaew.com/membershandbook](http://icaew.com/membershandbook).

### Respective responsibilities of directors and accountants

You have acknowledged on the balance sheet for the year ended 31 December 2015 your duty to ensure that the Company has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the Company's assets, liabilities, financial position and profit or loss. You consider that the Company is exempt from the statutory audit requirement for the year.

This report is made to the Board of directors of Arrinera Automotive Holding Limited, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of the Company and state those matters that we have agreed to state to the Board of directors, as a body, in this report in accordance with AAF 2/10 as detailed at [icaew.com/compilation](http://icaew.com/compilation). To the fullest extent permitted by law, we do not accept nor assume responsibility to anyone other than the Company and its Board of directors, as a body, for our work or for this report.

We have not been instructed to carry out an audit or review of the financial statements of Arrinera Automotive Holding Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the financial statements.



**Mazars LLP**

Chartered Accountants

6 Dominus Way  
Meridian Business Park  
Leicester  
LE19 1RP

28 September 2016

# ARRINERA AUTOMOTIVE HOLDING LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2015

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		Year ended 31 December 2015 £	Period ended 31 December 2014 £
Administrative expenses		-	(16,971)
<b>Operating profit/(loss)</b>	<b>4</b>	-	(16,971)
Amounts written off investments		-	(2,932,883)
<b>Profit/(loss) before tax</b>		-	(2,949,854)
<b>Profit/(loss) for the year</b>		-	(2,949,854)

There was no other comprehensive income for 2015 or 2014.

The company has not traded during the year. During this period, the company received no income and incurred no expenditure and therefore made neither profit or loss.

# ARRINERA AUTOMOTIVE HOLDING LIMITED

Registered number: 08783213

## BALANCE SHEET AS AT 31 DECEMBER 2015

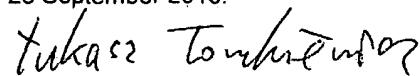
	Note	£	2015 £	£	2014 £
<b>Fixed assets</b>					
Investments	8		433,277		433,277
			<u>433,277</u>		<u>433,277</u>
<b>Current assets</b>					
Debtors: amounts falling due within one year	9	70,400		70,400	
Cash at bank	10	141		141	
		<u>70,541</u>		<u>70,541</u>	
Creditors: amounts falling due within one year	11	(17,112)		(17,112)	
<b>Net current assets</b>			53,429		53,429
<b>Net assets</b>			<u>486,706</u>		<u>486,706</u>
<b>Capital and reserves</b>					
Called up share capital	12		490,580		490,580
Share premium account			2,945,980		2,945,980
Profit and loss account			(2,949,854)		(2,949,854)
<b>Shareholders' funds</b>			<u>486,706</u>		<u>486,706</u>

For the year ended 31 December 2015 the company was entitled to exemption from audit under section 480 of the Companies Act 2006.

Members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 28 September 2016.

  
L P Tomkiewicz  
Director

The notes on pages 5 to 11 form part of these financial statements.

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

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### 1. General information

Arrinera Automotive Holding Limited is a limited liability company incorporated in England. The registered office is noted on the company's information page.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

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

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The transition date to FRS 102 is 20 November 2013, being the incorporation date of the entity. The end of the latest period presented in the entity's most recent financial statements is 31 December 2014. The company was dormant in the year ended 31 December 2015.

The company's functional and presentation currency is GBP.

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

The following principal accounting policies have been applied:

#### 2.2 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.3 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### 2.4 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

#### 2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.



# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

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### 2. Accounting policies (continued)

#### 2.6 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

#### 2.7 Taxation

Tax is recognised in the profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### (a) Critical judgments in applying the entity's accounting policies

None

#### (b) Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. However there are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

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### 4. Operating loss

The operating loss is stated after charging:

	2015 £	2014 £
Fees payable to the company's auditor for the audit of the company's annual financial statements	-	3,250
	<u>          </u>	<u>          </u>

### 5. Employees

Staff costs, including directors' remuneration, were as follows:

	2015 £	2014 £
Wages and salaries	-	7,000
	<u>          </u>	<u>          </u>
	<u>          </u>	<u>          </u>

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

	2015 No.	2014 No.
Directors	2	3
	<u>          </u>	<u>          </u>

### 6. Directors' remuneration

	Year ended 31 December 2015 £	Period ended 31 December 2014 £
Directors' remuneration	-	7,000
	<u>          </u>	<u>          </u>
	<u>          </u>	<u>          </u>

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

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### 7. Taxation

#### Factors affecting tax charge for the year/period

The tax assessed for the year/period is the same as (2014 - higher than) the standard rate of corporation tax in the UK of 20% (2014 - 21%). The differences are explained below:

	Year ended 31 December 2015 £	Period ended 31 December 2014 £
Loss on ordinary activities before tax	-	(2,949,854)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2014 - 21%)	-	(619,469)
<b>Effects of:</b>		
Non-tax deductible impairment	-	615,905
Expenses not deductible for tax purposes	-	1,222
Unrelieved tax losses carried forward	-	2,342
<b>Total tax charge for the year/period</b>	<b>-</b>	<b>-</b>

#### Factors that may affect future tax charges

The company has £11,000 (2014: £11,000) of tax losses to carry forward.

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

### 8. Fixed asset investments

	Investments in subsidiary company £
<b>Cost or valuation</b>	
At 1 January 2015	3,366,160
At 31 December 2015	<u>3,366,160</u>
<b>Impairment</b>	
At 1 January 2015	2,932,883
At 31 December 2015	<u>2,932,883</u>
<b>Net book value</b>	
At 31 December 2015	<u>433,277</u>
At 31 December 2014	<u>433,277</u>

### Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Country of incorporation	Class of shares	Holding
Arrinera Automotive S.A.	Poland	Ordinary	95.15 %

The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Profit/(loss) £
Arrinera Automotive S.A.	312,383	(99,081)
	<u>312,383</u>	<u>(99,081)</u>

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

### 9. Debtors

	2015 £	2014 £
Amounts owed by group undertakings	70,400	70,400
	<u>70,400</u>	<u>70,400</u>

### 10. Cash and cash equivalents

	2015 £	2014 £
Cash at bank	141	141
	<u>141</u>	<u>141</u>

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

	2015 £	2014 £
Amounts owed to group undertakings	13,188	13,188
Other creditors	3,924	3,924
	<u>17,112</u>	<u>17,112</u>

### 12. Share capital

	2015 £	2014 £
<b>Authorised</b>		
1,000,000 Ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>
<b>Allotted, called up and fully paid</b>		
490,580 Ordinary shares of £1 each	<u>490,580</u>	<u>490,580</u>

### 13. Related party transactions

Within other creditors is £13,188 (2014 - £13,188) owed to Arrinera S.A., the majority shareholder of the company at the year end. The amount owed relates to invoices paid by Arrinera S.A., on behalf of the company.

At the year end £70,400 was due from Arrinera Automotive S.A., a 95.15% subsidiary of the company. The amount due relates to advances made to Arrinera Automotive S.A. by the company.

# ARRINERA AUTOMOTIVE HOLDING LIMITED

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

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### 14. Immediate and ultimate parent undertaking and controlling party

The immediate parent undertaking is Arrinera S.A., a company registered in Poland.

The ultimate parent undertaking is Erne Ventures S.A., a company registered in Poland.

The largest group in which these accounts are consolidated is the group headed by Erne Ventures S.A., copies of whose financial statements may be requested from Alfreda Nobla 9/1, 03-930 Warsaw, Poland.

The smallest group in which these accounts are consolidated is the group headed by Arrinera S.A., copies of whose financial statements may be requested from Alfreda Nobla 9/1, 03-930 Warsaw, Poland.

The directors do not consider the company to have an ultimate controlling party.

### 15. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

### 16. Dormant status

The company was dormant (within the meaning of Section 480 of the Companies Act 2006) throughout the year ended 31 December 2015. The company has not traded during the year and the company received no income and incurred no expenditure and therefore made neither profit nor loss.