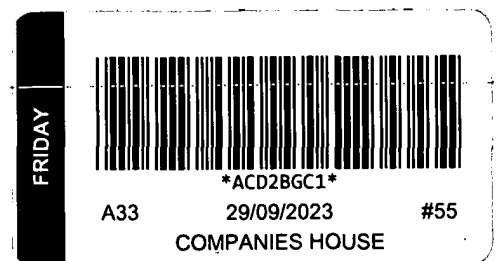


Registration number: 04087122

# Kongsberg Automotive Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2022



## **Kongsberg Automotive Limited**

### **Contents**

|  |          |
|--|----------|
| Company Information                      | 1        |
| Directors' Report                        | 2        |
| Statement of Directors' Responsibilities | 3        |
| Independent Auditor's Report             | 4 to 7   |
| Profit and Loss Account                  | 8        |
| Balance Sheet                            | 9        |
| Statement of Changes in Equity           | 10       |
| Notes to the Financial Statements        | 11 to 15 |

## **Kongsberg Automotive Limited**

### **Company Information**

|                          |   |
|--------------------------|---|
| <b>Directors</b>         | K M Rajkovic<br>F Heffter   |
| <b>Registered office</b> | Euroflex Centre<br>Foxbridge Way<br>Normanton Industrial Estate<br>Normanton<br>West Yorkshire<br>WF6 1TN         |
| <b>Bankers</b>           | J P Morgan Chase Bank<br>25 Bank Street<br>Canary Wharf<br>London<br>E14 5JP                                      |
| <b>Auditors</b>          | B M Howarth Ltd<br>Chartered Accountants<br>West House<br>King Cross Road<br>Halifax<br>West Yorkshire<br>HX1 1EB |

## **Kongsberg Automotive Limited**

### **Directors' Report for the Year Ended 31 December 2022**

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

#### **Directors of the company**

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

K M Rajkovic (appointed 12 January 2022)

A Geldenhuys (resigned 12 January 2022)

M Vella (resigned 22 September 2022)

F Heffter (appointed 22 September 2022)

#### **Principal activity**

The principal activity of the company is the design, development and production of seat comfort systems

#### **Going concern**

The company ceased to trade on 30 April 2022. As a result of group restructuring during the year, the assets and liabilities of the company will be fully transferred to Kongsberg Actuation Systems Limited following the year end.

As explained in note 2 to the financial statements the Directors do not consider the going concern basis to be appropriate. Consequently the financial statements have been prepared on a basis other than going concern.

No adjustments have been made in preparing the accounts on a basis other than going concern.

#### **Statement of disclosure to auditor**

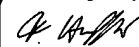
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the relevant steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

#### **Small companies provision statement**

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved by the Board on 28 September 2023 and signed on its behalf by:

DocuSigned by:



809A7EE2600F47B.....

Mr F Heffter  
Director

## **Kongsberg Automotive Limited**

### **Statement of Directors' Responsibilities**

The directors acknowledge their responsibilities for preparing 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 (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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

## **Kongsberg Automotive Limited**

### **Independent Auditor's Report to the Members of Kongsberg Automotive Limited**

#### **Opinion**

We have audited the financial statements of Kongsberg Automotive Limited (the 'company') for the year ended 31 December 2022, which comprise the Profit and Loss Account, Balance Sheet, 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 FRS 102 Section 1A '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 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **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.

#### **Emphasis of Matter - Non going concern basis of preparation**

We draw attention to the disclosure made in note 2 to the financial statements which explains that the financial statements are not prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

## **Kongsberg Automotive Limited**

### **Independent Auditor's Report to the Members of Kongsberg Automotive Limited (continued)**

#### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

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

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

Under the Companies Act 2006 we are required to report in respect of the following matters 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the financial statements, Directors' Report and from the requirement to prepare a Strategic Report.

We have nothing to report in respect of these matters.

#### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities (set out on page 3) the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

## **Kongsberg Automotive Limited**

### **Independent Auditor's Report to the Members of Kongsberg Automotive Limited (continued)**

#### **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.

Irregularities, including fraud, are instances of non compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and the sector in which it operates, our audit work considers the risk of material misstatement on the financial statements as a result of non-compliance with laws and regulations, this includes fraud. These laws and regulations include, but are not limited to, those that relate to the form and content of the financial statements, such as the Company accounting policies, the financial reporting framework and the UK Companies Act 2006.

We have evaluated management incentives and opportunities for fraudulent manipulation of the financial statements and determined that the principal risks related to management bias in accounting estimates and understatement or overstatement of revenue or cost to effect profit. Our audit procedures included but were not limited to:

- Agreement of the financial statements disclosures to underlying supporting documentation;
- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Challenging assumptions, accounting estimates and judgements made by Directors;
- Identifying and testing journal entries to ensure they are appropriate
- Sample testing of income and expenditure to ensure correct cut-off has been applied

Our audit procedures were designed to respond to risks of material misstatements in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion.

There are inherent limitations in audit procedures, the further removed non-compliance with laws and regulations is from events and transactions reflected in financial statements, the less likely we are to become aware of it.

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



**Kongsberg Automotive Limited**

**Independent Auditor's Report to the Members of Kongsberg Automotive Limited  
(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.

Charles R Moorby (Senior Statutory Auditor)  
For and on behalf of B M Howarth Ltd, Chartered Accountants  
West House  
King Cross Road  
Halifax  
West Yorkshire  
HX1 1EB

Date: 28 September 2023

## Kongsberg Automotive Limited

### Profit and Loss Account for the Year Ended 31 December 2022

|  | Note | 2022<br>£ 000 | 2021<br>£ 000 |
|--|------|---------------|---------------|
| Turnover                                     |      | 366           | 1,301         |
| Distribution costs                           |      | -             | (1)           |
| Administrative expenses                      |      | (582)         | (1,389)       |
| Operating loss                               |      | (216)         | (89)          |
| Other interest receivable and similar income |      | 12            | -             |
| Interest payable and similar expenses        |      | (3)           | -             |
| Loss before tax                              | 6    | (207)         | (89)          |
| Loss for the financial year                  |      | (207)         | (89)          |

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above, and accordingly no separate statement of comprehensive income is presented.

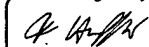
**Kongsberg Automotive Limited**  
**(Registration number: 04087122)**  
**Balance Sheet as at 31 December 2022**

|  | Note | 2022<br>£ 000 | 2021<br>£ 000 |
|--|------|---------------|---------------|
| <b>Fixed assets</b>  |      |               |               |
| Tangible assets  | 7    | 72            | 94            |
| <b>Current assets</b>  |      |               |               |
| Debtors  | 8    | 41            | 33            |
| Cash at bank and in hand                                       |      | 1,070         | 1,319         |
|  |      | 1,111         | 1,352         |
| <b>Creditors: Amounts falling due within one year</b>          | 9    | (298)         | (354)         |
| <b>Net current assets</b>                                      |      | 813           | 998           |
| <b>Total assets less current liabilities</b>                   |      | 885           | 1,092         |
| <b>Creditors: Amounts falling due after more than one year</b> | 9    | (500)         | (500)         |
| <b>Net assets</b>  |      | 385           | 592           |
| <b>Capital and reserves</b>                                    |      |               |               |
| Called up share capital  | 10   | -             | -             |
| Profit and loss account  |      | 385           | 592           |
| <b>Total equity</b>  |      | 385           | 592           |

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved and authorised by the Board on 28 September 2023 and signed on its behalf by:

DocuSigned by:



.....809A7EE260DF47B.....

F Heffter  
Director

**Kongsberg Automotive Limited****Statement of Changes in Equity for the Year Ended 31 December 2022**

|                            | <b>Share capital</b> | <b>Profit and loss</b> | <b>Total</b> |
|----------------------------|----------------------|------------------------|--------------|
|                            | <b>£ 000</b>         | <b>account</b>         | <b>£ 000</b> |
|                            | <b>£ 000</b>         | <b>£ 000</b>           | <b>£ 000</b> |
| At 1 January 2022          | -                    | 592                    | 592          |
| Loss for the year          | -                    | (207)                  | (207)        |
| Total comprehensive income | -                    | (207)                  | (207)        |
| At 31 December 2022        | -                    | 385                    | 385          |

|                            | <b>Share capital</b> | <b>Profit and loss</b> | <b>Total</b> |
|----------------------------|----------------------|------------------------|--------------|
|                            | <b>£ 000</b>         | <b>account</b>         | <b>£ 000</b> |
|                            | <b>£ 000</b>         | <b>£ 000</b>           | <b>£ 000</b> |
| At 1 January 2021          | -                    | 681                    | 681          |
| Loss for the year          | -                    | (89)                   | (89)         |
| Total comprehensive income | -                    | (89)                   | (89)         |
| At 31 December 2021        | -                    | 592                    | 592          |

The notes on pages 11 to 15 form an integral part of these financial statements.

## **Kongsberg Automotive Limited**

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

#### **1 General information**

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

The address of its registered office is:

Euroflex Centre  
Foxbridge Way  
Normanton Industrial Estate  
Normanton  
West Yorkshire  
WF6 1TN  
England

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

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

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 Section 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

##### **Basis of preparation**

These financial statements have been prepared using the historical cost convention.

##### **Functional currency**

The financial currency of Kongsberg Automotive Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

##### **Summary of disclosure exemptions**

Kongsberg Automotive Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside the consolidated financial statements. Exemptions have been taken in relation to financial instruments, presentation of a cash flow statement, intra-group transactions and remuneration of key management personnel.

##### **Going concern**

In determining the appropriate basis of preparation of the financial statements, the Directors are required to consider whether the Company can continue in operational existence for the foreseeable future. The Company's business activities, together with factors that are likely to affect its future development, financial performance and financial position are set out in the Directors' report on pages 2 to 3.

As disclosed in the Director's report, the company ceased to trade on 30 April 2022 and the restructuring is expected to complete post year end. The Directors do not consider the going concern basis to be appropriate and consequently the financial statements have been prepared on a basis other than going concern. No adjustments have been made in preparing the accounts on a basis other than going concern.

## Kongsberg Automotive Limited

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

#### 2 Accounting policies (continued)

##### Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

- the amount of revenue can be reliably measured;
- it is probable that the future economic benefits will flow to the entity
- specific criteria have been met for each of the company's activities.

##### Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

##### Tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been substantively enacted by the balance sheet date.

##### Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

##### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

| Asset class           | Depreciation method and rate |
|-----------------------|------------------------------|
| Fixtures and Fittings | 3 - 7 years straight line    |

##### Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

## Kongsberg Automotive Limited

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

#### 2 Accounting policies (continued)

##### Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

##### Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

#### 3 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### 4 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 4 (2021 - 18).

#### 5 Auditors' remuneration

|                                   | 2022<br>£ 000 | 2021<br>£ 000 |
|-----------------------------------|---------------|---------------|
| Audit of the financial statements | 3             | 3             |

#### 6 Loss before tax

Arrived at after charging/(crediting)

|                      | 2022<br>£ 000 | 2021<br>£ 000 |
|----------------------|---------------|---------------|
| Depreciation expense | 22            | -             |

## Kongsberg Automotive Limited

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

#### 7 Tangible assets

|                          | Fixtures and<br>fittings<br>£ 000 | Total<br>£ 000 |
|--------------------------|-----------------------------------|----------------|
| <b>Cost or valuation</b> |                                   |                |
| At 1 January 2022        | 118                               | 118            |
| At 31 December 2022      | 118                               | 118            |
| <b>Depreciation</b>      |                                   |                |
| At 1 January 2022        | 24                                | 24             |
| Charge for the year      | 22                                | 22             |
| At 31 December 2022      | 46                                | 46             |
| <b>Carrying amount</b>   |                                   |                |
| At 31 December 2022      | 72                                | 72             |
| At 31 December 2021      | 94                                | 94             |

#### 8 Debtors

|               | 2022<br>£ 000 | 2021<br>£ 000 |
|---------------|---------------|---------------|
| Prepayments   | -             | 22            |
| Other debtors | 41            | 11            |
|               | 41            | 33            |

#### 9 Creditors

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

|   | 2022<br>£ 000 | 2021<br>£ 000 |
|---|---------------|---------------|
| <b>Due within one year</b>  |               |               |
| Bank loans and overdrafts   | 40            | -             |
| Trade creditors   | 8             | 3             |
| Amounts owed to group undertakings and undertakings in which the company has a participating interest | 5             | 7             |
| Taxation and social security  | 12            | 33            |
| Accruals and deferred income  | 141           | 210           |
| Other creditors   | 92            | 101           |
|   | 298           | 354           |



## Kongsberg Automotive Limited

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

#### 9 Creditors (continued)

**Creditors: amounts falling due after more than one year**

|                                   | 2022<br>£ 000 | 2021<br>£ 000 |
|-----------------------------------|---------------|---------------|
| <b>Due after one year</b>         |               |               |
| Amounts due to group undertakings | 500           | 500           |

#### 10 Share capital

**Allotted, called up and fully paid shares**

|                            | 2022 |   | 2021 |   |
|----------------------------|------|---|------|---|
|                            | No.  | £ | No.  | £ |
| Ordinary shares of £1 each | 2    | 2 | 2    | 2 |

#### 11 Related party transactions

The company has availed itself of the exemption under FRS 102 [33] not to disclose transactions with other wholly owned members of the Kongsberg Automotive ASA group of companies.

#### 12 Parent and ultimate parent undertaking

The company's immediate parent is Ctex Seat Comfort (Holdings) Limited, incorporated in England and Wales.

The ultimate parent is Kongsberg Automotive ASA, incorporated in Norway.

These financial statements are available upon request from Kongsberg Automotive, Dyrmyrgata 45, P.O. Box 62, NO-3601 Kongsberg, Norway.