

Coin Overseas Holdings Limited

Report and Financial Statements

for the year ended
31 December 2018



Registered No.3555446

Strategic Report

The directors present their strategic report and directors' report on the affairs of the company, together with the audited financial statements and auditor's report, for the year ended 31 December 2018.

Principal activities

The principal activity of the company is that of an intermediate holding company.

Business Review

The company has received dividends from its subsidiary companies of £1,188,000 (2017: £1,153,000).

The profit for the financial year after taxation was £1,188,000 (2017: £1,153,000). The directors have paid an interim dividend of £1,188,000 during the year (2017: £1,153,000). The directors do not recommend a final dividend (2017: £nil) resulting in a transfer to reserves of £nil (2017: £nil).


Principal risks and uncertainties

The company considers its principal risks to be the financial performance of its subsidiary companies that support the carrying value of the company's investments. The risk is managed through regular contact and review with the subsidiary companies' executive teams.

Future Developments

The directors do not anticipate the company trading in the foreseeable future.

Approved by the Board and signed on its behalf by:



P Barrie
Director
Coin Overseas Holdings Limited
Coin House, New Coin Street
Royton
Oldham, OL2 6JZ

DATE 22 October 2019

Registered No.3555446

Directors' Report

The company's principal activities, business review, and principal risk and uncertainties are presented in the Strategic Report.

Environment

The company recognises the importance of its environmental responsibilities, monitors its subsidiaries impact on the environment and designs and implements policies to reduce any damage that might be caused by the company's activities. The company operates in accordance with group policies which are described in the Annual Report of Crane Co which does not form part of this Report and has initiatives designed to minimise the company's impact on the environment include safe disposal of manufacturing waste, recycling and reducing energy consumption.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the financial statements.

The company is non-trading and hence there won't be any potential impact on it due to Brexit.

Financial risk management objectives and policies

The company considers its principal risks to be the financial performance of its subsidiary companies that support the carrying value of the company's investments. The risk is managed through regular contact and review with the subsidiary companies' executive teams.

Dividends

The directors have paid an interim dividend of £1,188,000 during the year (2017: £1,153,000). The directors do not recommend a final dividend (2017: £nil) resulting in a transfer to reserves of £nil (2017: £nil).

Directors

The directors of the company during the year and thereafter were as follows:

R Maue (USA)
E Switter (USA)
M Mitchell (USA)
P Barrie

Director's indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- So far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- The director has taken all the steps that he/she ought to have taken as a director in order to make themselves aware of any relevant information and to establish that the company's auditor is aware of that information.

Registered No.3555446

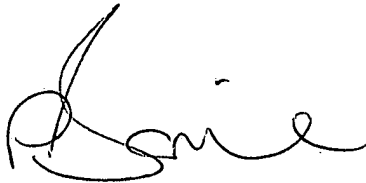
Directors' Report (continued)

Auditor (continued)

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board and signed on its behalf by:



P Barrie
Director
Coin Overseas Holdings Limited
Coin House, New Coin Street
Royton
Oldham, OL2 6JZ

DATE 22 October 2019

Directors' responsibilities statement

The directors are responsible for preparing 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), including FRS 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable 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 Coin Overseas Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "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.

We have audited the financial statements of Coin Overseas Holdings Limited (the 'company') which comprise:

- the profit and loss account;
- the statement of total comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 9.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

Independent auditor's report (continued)

to the members of Coin Overseas Holdings Limited

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 respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Independent auditor's report (continued)

to the members of Coin Overseas Holdings Limited

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

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.

We have nothing to report in respect of these matters.

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.



David Crawford
For and on behalf of Deloitte LLP
Statutory Auditor
Manchester, United Kingdom

DATE 29 October 2019

Profit and Loss Account

For the year ended 31 December 2018

		Year ended 31 Dec 2018 £'000	Year ended 31 Dec 2017 £'000
	Notes		
Dividend income		1,188	1,153
Profit before tax		1,188	1,153
Tax on profit	4	-	-
Profit for the financial year attributable to the equity Shareholders of the company		1,188	1,153

The company's operations in the year continued unchanged; no operations were disposed of or acquired.

Statement of total comprehensive income

For the year ended 31 December 2018

	Year ended 31 Dec 2018 £'000	Year ended 31 Dec 2017 £'000
Profit for the financial year	<u>1,188</u>	<u>1,153</u>
Other comprehensive income	<u>-</u>	<u>-</u>
Total comprehensive income attributable to equity shareholders of the company	<u><u>1,188</u></u>	<u><u>1,153</u></u>

Coin Overseas Holdings Limited

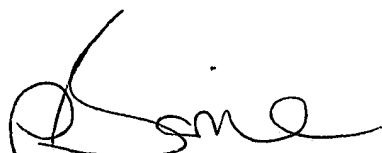
Registered No.3555446

Balance Sheet

As at 31 December 2018

		31 Dec 2018 £'000	31 Dec 2017 £'000
	Notes		
Fixed assets			
Investments	5	371	371
Current assets			
Debtors – due within one year			
Amounts owed by group undertakings		1,431	1,431
Creditors: amounts falling due within one year			
Corporation tax		(1)	(1)
Net current assets		1,430	1,430
Net assets		1,801	1,801
Capital and reserves			
Called up share capital	6	606	606
Profit and loss account		1,195	1,195
Shareholder's funds		1,801	1,801

The financial statements of Coin Overseas Holdings Limited were approved by the board of directors and authorised for issue on 22nd October 2019. They were signed on its behalf by:



P Barrie
Director

Company registered number: 03555446

Statement of changes in equity

For the year ended 31 December 2018

	Called-up share capital	Profit and loss account	Total
	£'000	£'000	£'000
At 1 January 2017	606	1,195	1,801
Result for the financial year	-	-	-
Total comprehensive income	-	-	-
At 31 December 2017	606	1,195	1,801
Profit for the financial year	-	1,188	1,188
Total comprehensive income	-	1,188	1,188
Dividend paid (note 7)	-	(1,188)	(1,188)
At 31 December 2018	606	1,195	1,801

Notes to the Financial Statements

For the year ended 31 December 2018

1. Statement of accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and preceding year.

General Information and Basis of accounting

Coin Overseas Holdings Limited is a private company limited by shares incorporated in the England and Wales under the Companies Act. The address of the registered office is Coin House, New Coin Street, Royton, Oldham, OL2 6JZ. The nature of the company's operations and its principal activities are set out in the strategic report on page 1.

The functional currency of Coin Overseas Holdings Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the company operates.

Coin Overseas Holdings 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. Coin Overseas Holdings Limited is consolidated in the financial statements of its parent, Crane Co, which may be obtained at 100 First Stamford Place, Stamford, Connecticut, CT 06902, USA. Exemptions have been taken in these separate company financial statements in relation to presentation of a cash flow statement, financial instruments, related party disclosures and remuneration of key management personnel.

The financial statements are prepared under the historical cost convention and in accordance with applicable law and United Kingdom accounting standards.

Exemption from consolidation

The company has taken advantage of Section 401 of the Companies Act 2006 and has not prepared consolidated financial statements on the grounds that the company is a wholly owned subsidiary of Crane Co, a company incorporated in the United States of America and is included in the consolidated financial statements of that company.

Going concern

The ability of the company to continue as a going concern is affected by the performance of its subsidiary undertakings. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(i) Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

1. Statement of accounting policies (continued)

Financial instruments (continued)

(i) Financial assets and liabilities (continued)

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments that are classified as payable or receivable within one year on initial recognition and which meet the above conditions are measured at the undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

(ii) Investments

Investments in subsidiaries and associates are measured at cost less impairment.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss.

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on transactions entered into to hedge certain foreign currency risks (see above); and
- exchange differences arising on gains or losses on non-monetary items which are recognised in other comprehensive income.

Taxation

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 enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

1. Statement of accounting policies (continued)

Taxation (continued)

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described above, the directors may be required to make judgements, estimates, and assumptions about the carrying amounts of assets and liability 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 revisions affect only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors have considered this and do not deem there are any key sources of estimation uncertainty applicable to the Company. The directors have considered whether critical judgements have been made in the process of applying the Company's accounting policies and have the most significant effect on the amounts recognised in the financial statements. The directors do not consider there to be any critical judgements applied.

3. Directors and employees

None of the directors received any remuneration in respect of their services to the company during the current or prior year.

The company had no employees during the current or prior year.

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

4. Tax on profit**(a) Analysis of tax**

	Year ended 31 Dec 2018 £'000	Year ended 31 Dec 2017 £'000
Current tax on profit		
Corporation tax at (2017: 19.25%)	-	-
Adjustment in respect of previous year	-	-
Total current tax	-	-

From 1 April 2015, the main rate of corporation tax was reduced to 20%. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly. Any deferred tax at 31 December 2018 has been calculated based on the rate of 17% being the rate substantively enacted at the balance sheet.

There is no expiry date on timing differences, unused tax losses or tax credits.

(b) Factors affecting the tax credit for the year

The tax assessed for the year differs from the standard rate of 19% (2017: 19.25%) for corporation tax in the UK. The differences are explained below:

	Year ended 31 Dec 2018 £'000	Year ended 31 Dec 2017 £'000
Profit before taxation	1,188	1,153
Tax on profit at standard rate of corporation tax in the UK of 20% (2017: 19.25%)	266	222
Income not taxable for tax purposes	(266)	(222)
Total tax charge for the year	-	-

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

5. Fixed assets investments

Shares in subsidiary undertakings:

	<i>Investments in subsidiary Undertakings £'000</i>
Cost and net book values:	
At 1 January 2018 and 31 December 2018	371

The company's principal subsidiary undertakings at 31 December 2018 were:

	<i>Principal activities</i>	<i>Country of incorporation</i>	<i>Proportion of issued share capital held</i>
Crane Payment Innovations Srl	Sale of coin and bank note handling equipment	Italy	100%
Crane Payments Innovations Pty	Sale of coin and bank note handling equipment	Australia	100%
Money Controls Argentina SA	Sale of coin and bank note handling equipment	Argentina	95%

The registered address for the investments noted above are:

Crane Payment Innovations Srl, Via Dei Partigiani, Bergamo, Milan, 424121.
Crane Payments Innovations Pty, Unit 41, Slough Business Park, No. 2, Slough Ave Silverwater
Sydney, NSW, 2128 Australia
Money Controls Argentina SA, Av. Corrientes 345, 3rd Floor, Buenos Aires, Argentina.

6. Share capital

	31 Dec 2018 £'000	31 Dec 2017 £'000
Allotted, called up and fully paid; 605,657 ordinary shares of £1 each	606	606

7. Dividends on equity shares

	31 Dec 2018 £'000	31 Dec 2017 £'000
Amounts recognised as distributions to equity holders in the year:		
Interim dividend for the year ended 31 December 2018 of £1.90 (2017: £1.90) per ordinary share	1,188	1,153

8. Related party transactions

Advantage has been taken of the exemption under Section 33, "Related Party Disclosures" not to disclose transactions with other wholly owned companies in the Crane Co group on the grounds that these transactions are eliminated within the associated consolidated financial statements.

Auditor's remuneration for the audit of the company's financial statements in both years was borne by other group companies and not recharged. The directors' estimate of the audit fee relating to this company is £1,000 (2017: £1,000).

Notes to the Financial Statements (continued)

For the year ended 31 December 2018

9. Parent undertaking and controlling party

The immediate parent company is Crane Payment Innovations Ltd which is incorporated in the United Kingdom, registered address; Coin House, New Coin Street, Royton, Oldham, OL2 6JZ. The ultimate parent company is Crane Co, which is incorporated in the United States of America.

The consolidated financial statements of Crane Co are publically available and can be obtained from the Secretary's Office, Crane Co, 100 First Stamford Place, Stamford, Connecticut, CT 06502, USA, which is also its registered address. Crane Co is the company's ultimate controlling party and is the smallest and largest group into which the results of the company are consolidated.