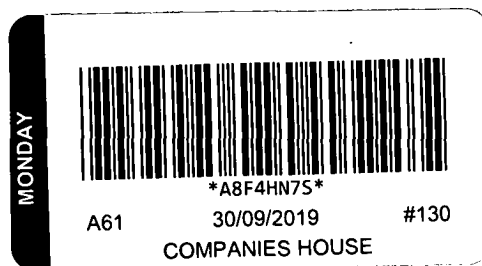


Registered number: 03545968

MARK ROBERTS MOTION CONTROL LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2018



MARK ROBERTS MOTION CONTROL LIMITED

COMPANY INFORMATION

Directors	A Rawner K Kusakari T Tsuchida H Ikegami
Registered number	03545968
Registered office	Unit 3 South East Studios Blindley Heath Surrey RH7 6JP
Independent auditor	Grant Thornton UK LLP Chartered Accountants 2nd Floor St Johns House Haslett Avenue West Crawley RH10 1HS

MARK ROBERTS MOTION CONTROL LIMITED

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MARK ROBERTS MOTION CONTROL LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

Introduction

The directors present their strategic report for the year ended 31 December 2018.

Business review

The principal activity of the company is manufacture, sales and after-sales of robotic image capturing solutions to Film, Commercial, Broadcast and e-commerce business worldwide.

The key performance indicators for the year to 31 December 2018 are shown below, compared to those for the year ended 31 December 2017. The company has achieved 31% revenue growth compared with previous year, but made operating loss due to upfront investment for middle-term growth mainly in research, development and marketing.

The company key financial and other indicators during the period were as follows:

	2018	2017
Revenue (£000)	10,525	8,061
Gross Margin	35%	39%
Operating Loss (£000)	(1,579)	(533)

The balance sheet of the financial statements details the company's financial position at the period end.

Future development

In 2019, the company expect growth of sales through strong sales to the Film and Commercial sector and additional revenue from new business areas such as Polymotion, our augmented reality solution. The company expect to have an operating loss in 2019 due to further investment for middle-term growth fully supported by its parent company, Nikon Corporation. The company does not rely upon any external financing.

Principal risks and uncertainties

Competitive pressure within the imaging robotics and technology industry is an ongoing risk of the company. To manage the risk, the company strives to provide added value products and service to its customer: prompt response times in supply of products, services and in handling of customer queries and through the maintenance of strong relationship with customers.

The company's business may be affected by fluctuations in the price and supply of key components sourced from third parties, but we mitigate the risk through maintenance of strong relationship with the key business partners or seek alternative sources if necessary and where practical.

The directors have reviewed the impact of Brexit on the company. There is a risk of some short-term disruption due to the extra customs checks required at the border in the case of a hard Brexit. However, as the majority of the company's customers are outside of the European Union and production times are shorter than those required by customer contracts, the directors have concluded there is unlikely to be any material impact to the company in the medium or long term.

MARK ROBERTS MOTION CONTROL LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

Financial risks management

The company is exposed to three main area of financial risk – liquidity risk, credit risk and foreign currency exposure.

Liquidity risk – the objective of the company in managing liquidity risk is to ensure it can meet its financial obligations as and when they fall due. The company is financed by short term funding via the Group treasury function, on which it pays interest in line with market conditions.

Credit risk – the company credit risk is primarily attributed to its trade receivables. Where possible, this is mitigated by advanced payment from customers. The company has no significant concentration of credit risk. The exposures are spread over many customers.

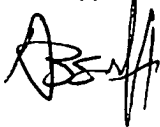
Foreign exchange risk – the company has some exposure to foreign currency risk as some procurement and sales are transacted in USD or EUR. The company mitigates the risk by continuous forecasting and Treasury measurement and holds foreign cash balances to utilise natural hedging where practical.

Going concern

The company is dependent on continuing finance being made available by its parent company, Nikon Corporation, to enable it to meet its liabilities as they fall due. The parent company has expressed its willingness to provide financial support to Mark Roberts Motion Control Limited in this respect.

Based on parent company support, the Nikon Corporation Group business plan and their assessment of the ability of the group to continue within the current funding arrangements the directors have concluded that the company will continue in operational existence for the foreseeable future and so have adopted the going concern basis of accounting in preparing these financial statements.

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



A Rawner
Director
Date: 30 September 2019

MARK ROBERTS MOTION CONTROL LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2018**

The directors present their report and the financial statements for the year ended 31 December 2018.

Results and dividends

The loss for the year, after taxation, amounted to £1,337,030 (2017 - loss £485,437).

Directors

The directors who served during the year were:

A Rawner
K Kusakari
T Tsuchida
H Ikegami

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, 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 to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 101 'Reduced Disclosure Framework'). 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 and 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;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' reports may differ from legislation in other jurisdictions.

Matters covered in the strategic report

The directors have not disclosed future developments and financial risks management in the Directors report as these have been disclosed in the Strategic report on pages 1-2.

MARK ROBERTS MOTION CONTROL LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**

Disclosure of information to auditor

The directors confirm that:

- so far each director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Post balance sheet events

There have been no significant events affecting the company since the year end.

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



A Rawner
Director

Date: 30 September 2019



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARK ROBERTS MOTION CONTROL LIMITED

Opinion

We have audited the financial statements of Mark Roberts Motion Control Limited (the 'company') for the year ended 31 December 2018, which comprise the Statement of comprehensive income, the Statement of financial position, the 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 Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARK ROBERTS MOTION CONTROL LIMITED (CONTINUED)

Other information

The directors are responsible for the other information. The other information comprises the information included in the Strategic report and Directors report. 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.

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.

Matter on which we are required to report under the Companies Act 2006

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 material misstatements in the Strategic report or the Directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARK ROBERTS MOTION CONTROL LIMITED (CONTINUED)

Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement 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.

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.

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.

GRANT THORNTON UK LLP

Jonathan Oakey FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Crawley
Date: 30 September 2019

MARK ROBERTS MOTION CONTROL LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2018

	Note	2018 £	2017 £
Turnover	4	10,524,663	8,060,896
Cost of sales		(6,835,266)	(4,863,216)
Gross profit		3,689,397	3,197,680
Distribution costs		(334,550)	(220,970)
Administrative expenses		(5,110,699)	(3,577,687)
Other operating income	5	176,360	67,500
Operating loss	7	(1,579,492)	(533,477)
Interest receivable and similar income	10	-	19
Interest payable and expenses	11	(52,341)	(24,891)
Loss before tax		(1,631,833)	(558,349)
Tax on loss	12	294,803	72,912
Loss for the financial year		(1,337,030)	(485,437)

There were no recognised gains and losses for 2018 or 2017 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2018 (2017:£NIL).

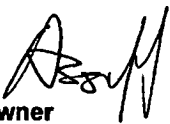
The notes on pages 11 to 31 form part of these financial statements.

MARK ROBERTS MOTION CONTROL LIMITED
REGISTERED NUMBER: 03545968

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Fixed assets			
Intangible assets	13	714,851	535,593
Tangible assets	14	4,006,644	2,401,705
		<u>4,721,495</u>	<u>2,937,298</u>
Current assets			
Stocks	15	2,345,296	1,401,701
Debtors: amounts falling due after more than one year	16	22,596	109,899
Debtors: amounts falling due within one year	16	3,767,407	1,855,599
Cash at bank and in hand	17	1,918,423	541,070
		<u>8,053,722</u>	<u>3,908,269</u>
Creditors: amounts falling due within one year	18	(12,604,689)	(5,328,626)
Net current liabilities		<u>(4,550,967)</u>	<u>(1,420,357)</u>
Total assets less current liabilities		<u>170,528</u>	<u>1,516,941</u>
Provisions for liabilities			
Deferred taxation	21	-	(9,383)
Net assets		<u><u>170,528</u></u>	<u><u>1,507,558</u></u>
Capital and reserves			
Called up share capital	22	126	126
Revaluation reserve	23	395,421	395,421
Profit and loss account	23	(225,019)	1,112,011
		<u>170,528</u>	<u>1,507,558</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



A Rawner
 Director
 Date: 30 September 2019

The notes on pages 11 to 31 form part of these financial statements.

MARK ROBERTS MOTION CONTROL LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2018

	Called up share capital	Revaluation reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2018	126	395,421	1,112,011	1,507,558
Comprehensive income for the year				
Loss for the year	-	-	(1,337,030)	(1,337,030)
Total comprehensive income for the year	-	-	(1,337,030)	(1,337,030)
At 31 December 2018	126	395,421	(225,019)	170,528

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2017

	Called up share capital	Revaluation reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 January 2017	126	395,421	1,597,448	1,992,995
Comprehensive income for the year				
Loss for the year	-	-	(485,437)	(485,437)
Total comprehensive income for the year	-	-	(485,437)	(485,437)
At 31 December 2017	126	395,421	1,112,011	1,507,558

The notes on pages 11 to 31 form part of these financial statements.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

1. General information

Mark Roberts Motion Control Limited is a private company limited by shares incorporated in England & Wales. Its registered head office is located at Unit 3 South East Studios, Blindley Heath, Surrey, RH7 6JP. It's principal activity is the design and manufacture of robotic motion control solutions.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 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 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

2.3 Going concern

The Company has net assets of £170,528 which includes the balance owed to group undertakings of £9,308,221 as reported in note 18. The Company has a cash balance of £1,918,423 at the 31 December 2018 and access to additional funding through the group. The financial statements have been prepared on a going concern basis which assumes the continuing financial support of the ultimate parent undertaking, Nikon Corporation. The directors have received confirmation that this financial support will continue to be provided for at least 12 months from the date of signing these financial statements to enable the Company to continue as a going concern and to settle its liabilities as and when they fall due.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.4 Impact of new international reporting standards, amendments and interpretations

The Company prepares its financial statements on FRS 101 Reduced Disclosure Framework. This framework is based on IFRS and changes to IFRS standards are adopted into FRS 101. As such the Company has performed an assessment of new IFRS standards on its financial statements.

IFRS 9

From 01 January 2018, the company has applied IFRS 9 retrospectively, with the following exceptions:

Comparative periods have been restated only for retrospective application of the cost of hedging approach for forward points. Differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 are recognised in retained earnings and reserves as at 01 January 2018. Accordingly, the information presented for 2017 does not generally reflect the requirements of IFRS 9 and therefore is not comparable to the information presented for 2018 under IFRS 9.

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application:

- the determination of the business model within which a financial asset is held.
- the designation and revocation of previous designations of certain financial assets and financial liabilities as measured at fair value through profit or loss.
- the designation of certain investments in equity instruments not held for trading as at fair value through other comprehensive income.

There have been no material impacts on the company's financial statements as a result of adopting IFRS 9 from 01 January 2018.

IFRS 15

From 01 January 2018, the company has applied IFRS 15 using the cumulative effect method.

There have been no material impacts on the company's financial statements as a result of adopting IFRS 15 from 01 January 2018.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.5 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic life of 3 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

Software costs are amortised over the useful economic life of 3 years.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Freehold property	- 0% on land and 2.5% on buildings
Plant and machinery	- 10% - 33% on cost
Motor vehicles	- 25% on cost
Fixtures and fittings	- 20% on cost
Computer equipment	- 33% on cost

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.7 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is determined using the first in first out method. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.8 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs.

2.9 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.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.10 Financial instruments

The company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The company classifies all of its financial assets as assets at amortised cost.

At amortised cost

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses- the 'expected credit loss (ECL) model'. This replaced IAS 39's 'incurred loss model', instruments within the scope of the new requirements include trade debtors and contract assets recognised and measured under IFRS 15.

Recognition of credit losses is no longer dependent on the company first identifying a credit loss event. Instead the company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument. Measurement of the expected credit losses is determined by a probability weighted estimate of credit losses over the expected life of the financial instrument.

The company makes use of a simplified approach in accounting for trade and other debtors as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. In calculating, the company uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses.

The company assess impairment of trade receivables on a collective basis as they possess shared credit risk characteristics they have been grouped based on the days past due.

Financial liabilities

The company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of financial position.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.11 Creditors

Trade and other payables are recognised at fair value.

2.12 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the HMRC exchange rates at the dates of the transactions and the spot rate on the date for cash receipt or payment

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

2.13 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.14 Leased assets: the company as lessee

Assets obtained under hire purchase contract and finance leases are capitalised as tangible fixed assets and are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors.

2.15 Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.16 Interest income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

2.17 Revenues

Revenue arises mainly from the sale or rental of robot hardware and software, and after-sales maintenance and support services.

To determine whether to recognise revenue, the company follows a 5-step process:

- 1 Identifying the contract with a customer
- 2 Identifying the performance obligations
- 3 Determining the transaction price
- 4 Allocating the transaction price to the performance obligations
- 5 Recognising revenue when/as performance obligation(s) are satisfied.

The company occasionally enters into transactions involving a range of the company's products and services, for example for the delivery of hardware, software and related after-sales maintenance. In all cases, the total transaction price for a contract is allocated amongst the various performance obligations based on their relative stand-alone selling prices. The transaction price for a contract excludes any amounts collected on behalf of third parties.

Revenue is recognised either at a point in time or over time, when (or as) the company satisfies performance obligations by transferring the promised goods or services to its customers.

The company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other liabilities in the statement of financial position. Similarly, if the company satisfies a performance obligation before it receives the consideration, the company recognises either a contract asset or a receivable in its statement of financial position, depending on whether something other than the passage of time is required before the consideration is due.

Hardware and software

Revenue from the sale of hardware and software for a fixed fee is recognised when or as the company transfers control of the assets to the customer. Invoices for goods or services transferred are due upon receipt by the customer.

After-sales services

The company enters into fixed price maintenance contracts with its customers for terms up to one year in length. Customers are required to pay in advance for the service period. The company enters into agreements with its customers to perform regularly scheduled maintenance services on robot hardware purchased from the company. Revenue is recognised evenly over time as it is not possible to predict the total number of hours of maintenance might be required in the future.

2.18 Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

2. Accounting policies (continued)

2.19 Provision for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.20 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge 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 reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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3. Judgements in applying accounting policies and key sources of estimation uncertainty

When preparing the financial statements, management makes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

Inventories

Management estimates the cost of inventories using an internally developed estimate of labour costs which were used in the manufacture or assembly of some items of stock. This estimate involves estimating the wages and overhead costs involved in the manufacture or assembly work, and applying this as a percentage multiple to the cost of the component stock items.

Revenues

Recognised amounts of contract revenues and related receivables reflect management's best estimate of each contract's outcome and stage of completion. For more complex contracts in particular, costs to complete and contract profitability are subject to significant estimation uncertainty.

4. Turnover

The whole of the turnover is attributable to the principle activity of manufacturing, renting and servicing motion control equipment.

5. Other operating income

	2018 £	2017 £
Tenant income	7,885	6,000
RDEC income	168,475	61,500
	<u>176,360</u>	<u>67,500</u>

6. Auditor's remuneration

	2018 £	2017 £
Fees for the audit of the company	18,650	17,750
Fees for tax compliance services	3,800	3,600
Fees for tax advisory services	7,000	-
Fees for other non-audit services	1,850	1,750
	<u>18,650</u>	<u>17,750</u>

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

7. Operating loss

The operating loss is stated after charging/(crediting):

	2018 £	2017 £
Research & development charged as an expense	1,325,557	781,011
Depreciation of tangible fixed assets	709,408	470,154
Amortisation of intangible assets, including goodwill	273,582	176,159
Exchange differences	(10,302)	2,077
	<u>1,325,557</u>	<u>781,011</u>

8. Directors Remuneration

	2018 £	2017 £
Emoluments	249,708	249,340
Pension contributions to money purchase pension schemes	3,302	1,954
	<u>253,010</u>	<u>251,294</u>

During the year 1 director (2017: 1) had benefits accruing under defined contribution pension schemes.

During the year the highest paid director received remuneration of £249,708 (2017: £249,340) from the Company. The Company contributed a total of £3,302 (2017: £1,954) in respect of pension contributions to the highest paid director.

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

9. Employees

Staff costs were as follows:

	2018 £	2017 £
Wages and salaries	3,513,394	2,308,357
Social security costs	384,508	277,997
Cost of defined benefit scheme	52,965	24,028
	<u>3,950,867</u>	<u>2,610,382</u>

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

	2018 No.	2017 No.
Average number	<u>81</u>	<u>63</u>

10. Interest receivable

	2018 £	2017 £
Other bank interest receivable	<u>-</u>	<u>19</u>

11. Interest payable and similar expenses

	2018 £	2017 £
Other loan interest payable	12,524	21,960
Loans from group undertakings	39,817	2,931
	<u>52,341</u>	<u>24,891</u>

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

12. Taxation

	2018 £	2017 £
Corporation tax		
Current tax on profits for the year	(29,350)	-
Adjustments in respect of previous periods	-	(34,156)
Foreign tax on income for the year	3,195	3,600
Foreign tax in respect of prior periods	-	11,966
	<u>3,195</u>	<u>15,566</u>
Total current tax	<u>(26,155)</u>	<u>(18,590)</u>
Deferred tax		
Origination and reversal of timing differences	(269,161)	(43,706)
Adjustments in respect of prior periods	513	(10,616)
	<u>(268,648)</u>	<u>(54,322)</u>
Taxation on loss on ordinary activities	<u>(294,803)</u>	<u>(72,912)</u>

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

12. Taxation (continued)

Factors affecting tax charge for the year

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

	2018 £	2017 £
Profit on ordinary activities before tax	<u>(1,631,833)</u>	<u>(558,349)</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2017: 19.25%)	(310,048)	(107,463)
Effects of:		
Expenses not deductible for tax purposes	4,916	2,855
Other permanent differences	(607)	(693)
Losses carried back	-	23,756
R&D expenditure credits	(1,788)	267
Fixed asset differences	5,342	32,377
Adjustments to tax charge in respect of previous periods	(29,350)	(22,190)
Adjustments to tax charge in respect of previous periods - deferred tax	513	(10,616)
Adjust closing deferred tax to an average rate of 19%	28,007	(4,110)
Adjust opening deferred tax to an average rate of 19%	3,659	9,818
Foreign tax credits	3,195	3,600
Chargeable gains/(losses)	1,358	-
Other differences leading to an increase (decrease) in the tax charge	-	(513)
Total tax charge for the year	<u><u>(294,803)</u></u>	<u><u>(72,912)</u></u>

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

13. Intangible assets

	Development costs £	Software £	Total £
Cost			
At 1 January 2018	711,752	-	711,752
Additions	35,572	417,268	452,840
At 31 December 2018	<u>747,324</u>	<u>417,268</u>	<u>1,164,592</u>
Amortisation			
At 1 January 2018	176,159	-	176,159
Charge for the year	243,569	30,013	273,582
At 31 December 2018	<u>419,728</u>	<u>30,013</u>	<u>449,741</u>
Net book value			
At 31 December 2018	<u>327,596</u>	<u>387,255</u>	<u>714,851</u>
At 31 December 2017	<u>535,593</u>	-	<u>535,593</u>

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

14. Tangible fixed assets

	Freehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Computer equipment £	Total £
Cost						
At 1 January 2018	900,000	2,632,936	66,070	28,653	9,197	3,636,856
Additions	364,827	1,943,133	2,450	9,904	15,141	2,335,455
Disposals	-	(107,540)	-	-	-	(107,540)
At 31 December 2018	<u>1,264,827</u>	<u>4,468,529</u>	<u>68,520</u>	<u>38,557</u>	<u>24,338</u>	<u>5,864,771</u>
Depreciation						
At 1 January 2018	52,200	1,135,011	38,369	8,458	1,113	1,235,151
Charge for the year	18,008	668,157	14,364	4,501	4,378	709,408
Disposals	-	(86,432)	-	-	-	(86,432)
At 31 December 2018	<u>70,208</u>	<u>1,716,736</u>	<u>52,733</u>	<u>12,959</u>	<u>5,491</u>	<u>1,858,127</u>
Net book value						
At 31 December 2018	<u>1,194,619</u>	<u>2,751,793</u>	<u>15,787</u>	<u>25,598</u>	<u>18,847</u>	<u>4,006,644</u>
At 31 December 2017	<u>847,800</u>	<u>1,497,925</u>	<u>27,701</u>	<u>20,195</u>	<u>8,084</u>	<u>2,401,705</u>

The value of land included in freehold property is £378,000 (2017: £378,000).

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

14. Tangible fixed assets (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2018 £	2017 £
Plant and machinery	-	58,670
Motor vehicles	-	12,927
	<u>-</u>	<u>71,597</u>

All finance leases were settled in full in the year ended 31 December 2018

15. Stocks

	2018 £	2017 £
Raw materials and consumables	1,998,248	1,022,407
Work in progress (goods to be sold)	347,048	379,294
	<u>2,345,296</u>	<u>1,401,701</u>

There is no significant difference between the replacement cost of stock and its carrying amount.

Stock recognised in cost of sales during the year as an expense was £3,676,312 (2017: £2,379,101).

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

16. Debtors

	2018 £	2017 £
Due after more than one year		
Trade debtors	22,596	109,899
	<u>22,596</u>	<u>109,899</u>
	2018 £	2017 £
Due within one year		
Trade debtors	1,251,247	1,439,674
Amounts owed by group undertakings	1,690,500	245,000
Tax recoverable	232,674	80,308
Other debtors	301,981	90,617
Deferred taxation	291,005	-
	<u>3,767,407</u>	<u>1,855,599</u>

Amounts owed by group undertakings are trade balances relating to sales made to companies within the Nikon Corporation group. These are repayable on demand and are interest free.

Impairment losses have been recognised on assets arising from the company's contracts with customers as follows:

	2018 £	2017 £
Impairment losses on receivables	13,376	-
	<u>13,376</u>	<u>-</u>

17. Cash and cash equivalents

	2018 £	2017 £
Cash at bank and in hand	1,918,423	541,070
	<u>1,918,423</u>	<u>541,070</u>

MARK ROBERTS MOTION CONTROL LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

18. Creditors: Amounts falling due within one year

	2018	2017
	£	£
Payments received on account	610,823	397,876
Trade creditors	1,298,455	337,558
Amounts owed to group undertakings	9,308,221	3,995,814
Other taxation and social security	134,137	115,034
Obligations under finance lease and hire purchase contracts	-	27,409
Other creditors	13,079	-
Accruals and deferred income	1,239,974	454,935
	<u>12,604,689</u>	<u>5,328,626</u>

The amounts owed to group undertakings balance represents a short term borrowing facility at an interest rate of 0.75% (2017: 0.7%) per annum and are repayable on demand.

19. Hire purchase and finance leases

Future minimum lease payments for:

	2018	2017
	£	£
Not later than one year	-	27,409
Later than one year and not later than five years	-	-
	<u>-</u>	<u>27,409</u>

All finance leases were settled in full in the year ended 31 December 2018

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

20. Financial instruments

The following financial instruments are held at amortised cost:

	2018 £	2017 £
Financial assets		
Financial assets measured at amortised cost	<u>7,530,043</u>	<u>3,827,951</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(12,591,610)</u>	<u>(4,898,244)</u>

Financial assets comprise cash at bank, stock, trade and other debtors and amounts due from intercompany.

Financial liabilities comprise trade creditors and other creditors, accruals, hire purchase leases and amounts owed to intercompany.

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

21. Deferred taxation

	2018 £	2017 £
At beginning of year	(9,383)	(74,291)
Charged to profit or loss	268,648	54,322
RDEC notional credit	31,740	10,586
At end of year	291,005	(9,383)

The deferred taxation balance is made up as follows:

	2018 £	2017 £
Accelerated capital allowances	(29,922)	(62,929)
Short term timing differences	25,294	14,181
Tax losses carried forward	242,690	18,163
RDEC notional credit	52,943	21,202
	291,005	(9,383)

MARK ROBERTS MOTION CONTROL LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

22. Share capital

	2018	2017
	£	£
Allotted, called up and fully paid		
126 (2017 - 126) Ordinary shares of £1 each	<u>126</u>	<u>126</u>

23. Reserves

Undistributable reserve

Gains/losses arising on the revaluation of the Company's freehold property. This reserve is not a distributable reserve.

Profit and loss account

Includes all current and prior period retained profits and losses.

24. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £52,965 (2017: £24,028). Contributions totalling £12,928 (2017: £4,115) were payable to the fund at the reporting date and are included in creditors.

25. Related party transactions

The Company has taken advantage of the exemption available under FRS 101 'Related Party Disclosures' from the requirement to disclose transactions entered into between two or more members of the same Group where 100% of the voting rights are controlled within the Group.

During the Company made purchases from SwishCo. Ltd, a Company with a common director, totalling £23,458 (2017: £nil). The balance due to SwishCo. Ltd at 31 December 2018 was £nil (2017: £nil).

26. Controlling party

The largest and smallest group in which the results of the Company are consolidated is that headed by the immediate and ultimate parent company, Nikon Corporation, a Company registered in Japan. The consolidated accounts of Nikon Corporation are available from Shinagawa Intercity Tower C, 2-15-3, Konan, Minato-ku, Tokyo, 108-6290, Japan.