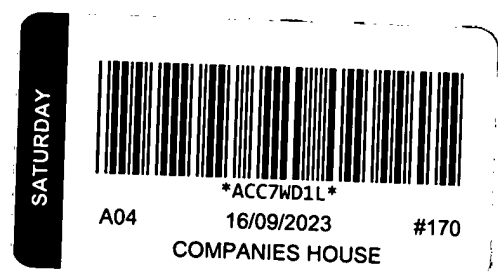


Isotek (Holdings) Limited

Annual report and financial statements

Registered number 03398090

For the year ended 31 May 2023



Contents

Company information	1
Strategic report	2
Directors' report	3
Statement of directors' responsibilities in respect of the the financial statements	4
Independent auditors' report to the members of Isotek (Holdings) Limited	5
Profit and loss account	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11

Company information

Directors

R Gibbs
M Tyerman

Secretary

M Moynihan (resigned 01 June 2022)
M Tyerman (appointed 01 June 2022)

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Level 5 and 6
Central Square South
Orchard Street
Newcastle upon Tyne
NE1 3AZ

Bankers

Barclays Bank plc
10 Market Street
Bradford
BD1 1NR

Registered office

Plexus 1
Netpark
Thomas Wright Way
Sedgefield
County Durham
TS21 3FD

Strategic report

Principal activities

The Company's principal activity is a holding company for the Filtronic Wireless subsidiaries of the Filtronic plc group.

Business model

The Company acts as a holding company for the Filtronic Wireless subsidiaries. As the company does not trade there is limited activity within the company.

Business review and results

The loss for the Company in the year was £427,252 (2022: result £nil). The directors do not feel it is relevant to use key performance indicators to monitor the business and are therefore satisfied with the results for the year. The net assets at the year end date total £352,368 (2022: £779,620).

Principal risks and uncertainties

The directors review and where possible mitigate against known business risks. The principal risks of the group are detailed in the annual report of Filtronic plc. The directors do not believe there are any significant risks or uncertainties associated with this company.

On behalf of the board



M Tyerman
Director

11 September 2023

Directors' report

The directors present their report and the audited financial statements for the year ended 31 May 2023.

Principal activities

The Company's principal activity during the year was as a holding company for the Filtronic Wireless group.

Future developments

No changes to the Company are expected.

Results and dividends

The (loss)/result for the year are set out in the profit and loss account on page 8. The position at the end of the year is shown in the balance sheet on page 9. The directors do not recommend payment of a dividend for the year (2022: £nil).

Directors and directors' interests

The directors of the company during the year and up to the date of signing this report were those listed on page 1.

Directors' indemnity

The company has in place directors' and officers' liability insurance on behalf of its directors and officers in accordance with the provisions of the Companies Act.

Disclosure of information to auditors

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

At the date of approval of these financial statements the Directors are in the process of conducting an audit tender process for the position of external auditor for the financial year ending 31 May 2024. Once that process is completed a resolution for the appointment of the successful audit firm will be proposed to shareholders for approval at the forthcoming AGM, as well as a resolution authorising the Directors to determine the auditor's remuneration.

On behalf of the board



M Tyerman
Director

11 September 2023

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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 also 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.

Directors' confirmations

In the case of each director in office at the date the directors' report is approved:

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

Independent auditors' report to the members of Isotek (Holdings) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Isotek (Holdings) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 May 2023; the profit and loss account and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent auditors' report to the members of Isotek (Holdings) Limited (continued)

Reporting on other information (continued)

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 May 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Independent auditors' report to the members of Isotek (Holdings) Limited (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the carrying value of investments. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Obtaining management's impairment assessment over the company's investments and testing the key assumptions for reasonableness; and
- Reviewing financial statements disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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 or intentional misrepresentations, or through collusion.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

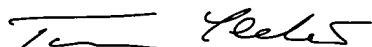
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Tom Yeates (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
11 September 2023

Profit and loss account
for the year ended 31 May 2023

	<i>Note</i>	2023 £	2022 £
Turnover		-	-
Other operating expense		(427,252)	-
Operating (loss)/result	2	(427,252)	-
(Loss)/result before tax		(427,252)	-
Tax on (loss)/result	3	-	-
(Loss)/result for the financial year		(427,252)	-

There were no items in Other Comprehensive Income in the current or prior year.

The notes on pages 11 to 13 form part of the financial statements.

Balance sheet
at 31 May 2023

	<i>Note</i>	2023 £	2022 £
Fixed assets			
Investments	4	346,342	773,531
		<hr/>	<hr/>
Current assets			
Debtors	5	6,026	6,089
		<hr/>	<hr/>
Total assets and net assets		352,368	779,620
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	6	148,891	148,891
Share premium account		2,193,347	2,193,347
Accumulated losses		(1,989,870)	(1,562,618)
		<hr/>	<hr/>
Total shareholders' funds		352,368	779,620
		<hr/>	<hr/>

These financial statements on pages 8 to 13 were approved by the board of directors on 11 September 2023 and were signed on its behalf by:



M Tyerman
Director

Registered number 03398090

Statement of changes in equity

for the year ended 31 May 2023

	Called up Share capital £	Share premium £	(Accumulated Losses) £	Total equity £
Balance at 1 June 2021	148,891	2,193,347	(1,562,618)	779,620
Result for the financial year	-	-	-	-
Balance at 31 May 2022	148,891	2,193,347	(1,562,618)	779,620
Loss for the financial year	-	-	(427,252)	(427,252)
Balance at 31 May 2023	148,891	2,193,347	(1,989,870)	352,368

Notes to the financial statements

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

Isotek (Holdings) Limited is registered in England, UK. The Company is a private company limited by shares. These financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") and also in accordance with the Companies Act 2006. The accounting policies have been applied consistently. The financial statements have been prepared under the historic cost convention.

The Company's business activities together with principal risks and uncertainties are set out in the Strategic report. The directors have a reasonable expectation that the Company has adequate resources to continue in operation for the foreseeable future. Management have performed a going concern assessment of the Filtronic group of companies, of which the Company is part. The assessment included the forecasting of future cash flows of all group entities for a period of at least 12 months from the date of approval of these financial statements and modelling severe and prudent downside scenarios in order to stress-test the assumptions applied in the base case model. The resulting cash flows were then compared against existing cash balances and committed financing facilities to assess headroom available. As a result of this assessment the Directors are comfortable that the group will have sufficient resources in order to continue trading for at least 12 months from the date of approval of these financial statements and, accordingly, continue to adopt the going concern basis in preparing these financial statements.

Cash flow statement

The Company has taken advantage of the exemption allowed by FRS 102 for wholly owned subsidiary undertakings and has not prepared a statement of cash flows.

Investments

Fixed asset investments are included at cost, less any provision for diminution of value.

Impairment charges

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis. An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The directors do not consider there to be any significant account estimates or judgements.

Consolidated financial statements

The Company has taken advantage of section 400 of the Companies Act 2006 not to prepare consolidated financial statements. The largest and smallest group of financial statements for which the group financial statements are drawn up of which the Company is a member is Filtronic plc. Copies of the financial statements of Filtronic plc, which include the Company, can be obtained from Filtronic plc, Plexus 1, Netpark, Thomas Wright Way, Sedgfield, County Durham, TS21 3FD.

Notes to the financial statements *(continued)*

2 Operating (loss)/result

The operating loss for the Company in the period was £427,252 (2022: result £nil).

The directors of Isotek (Holdings) Limited are paid by Filtronic plc. Their remuneration for services to Isotek (Holdings) Limited and its subsidiaries was nil (2022: £nil).

There are nil (2022: nil) employees in this company and audit fees of £4,000 were borne by another group company.

3 Tax on (loss)/result

Reconciliation of effective tax rate

The tax assessed for the year is the same as (2022: higher than) the standard rate of corporation tax in the UK. The differences are explained below:

	2023 £	2022 £
(Loss)/result before taxation	(427,252)	-
	<hr/>	<hr/>
(Loss)/result before taxation multiplied by rate of corporation tax of 19% (2022: 19%)	(81,178)	-
Expenses not deductible	81,178	-
	<hr/>	<hr/>
Tax on (loss)/result	-	-
	<hr/>	<hr/>

The main rate of UK corporation tax for the financial year was 19%, although the corporation tax rate increased to 25% on 1 April 2023 for companies with profits above £250,000. As the company does not generate profits above £250,000 the effective tax rate for the financial year remains at 19% (2022: 19%).

Notes to the financial statements (continued)

4 Investments

	Subsidiaries £
At 1 June 2022	773,531
Impairment in the year	(427,189)
	<hr/>
At 31 May 2023	346,342
	<hr/>

Subsidiaries

<i>Name of company</i>	<i>Country of incorporation or registration</i>	<i>Holdings</i>	<i>Activity</i>
Filtronic Wireless Limited ¹	UK	100%	Wireless infrastructure
Filtronic Wireless Inc. ²	US	100%	Wireless infrastructure
Isotek Telecommunications Suzhou Ltd ³	China	100%	Wireless infrastructure
Isotek Hong Kong Holdings Ltd ⁴	Hong Kong	100%	Holding company

¹ Plexus 1, Netpark, Thomas Wright Way, Sedgefield, County Durham, TS21 3FD.

² 700 Marvel Road, Salisbury, Maryland, 21801, USA

³ Suzhou Industrial Park, 199 Sineganag Street, Oriental Gate Building 2, Room 2201, seat A172

⁴ RM 1501, C1 Grand Millennium Plaza (lower block), 181 Queen's Road Central, Hong Kong

The directors believe that the carrying value of the investments are supported by their future cashflows.

5 Debtors

	2023 £	2022 £
Amounts owed by group undertakings	6,026	6,089
	<hr/>	<hr/>

Amounts owed by group undertakings are unsecured, repayable on demand and interest free.

6 Called up share capital

	Allotted, called up and fully paid	
	2023 £	2022 £
14,889,114 (2022: 14,889,114) ordinary shares of 1p each	148,891	148,891

7 Ultimate parent undertaking

The Company's ultimate parent undertaking is Filtronic plc, a company registered in England and Wales.

The largest and smallest group into which the results of the company are consolidated is that headed by Filtronic plc. Copies of the financial statements of Filtronic plc can be obtained from Filtronic plc, Plexus 1, Netpark, Thomas Wright Way, Sedgefield, County Durham, TS21 3FD.