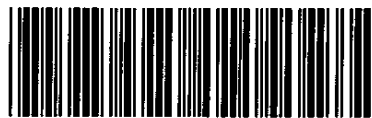


Hollingsworth & Vose Air Filtration Limited

Annual Report and Financial Statements for the year ended 31 December 2022

Registered Number: 03926749

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Strategic report for the year ended 31 December 2022

The directors of Hollingsworth & Vose Company Air Filtration Limited present their Strategic report on the Company for the year ended 31 December 2022.

Principal activities

The principal activities of the Company continue to be the manufacture and sale of synthetic nonwovens for use in air filtration systems.

Business review and future developments

2022 Sales were lower than prior year; driven by softening demand in the Healthcare and Appliance markets. Customers in these segments across the globe reported high inventory levels coupled with low consumer demand. Energy and raw material costs increased significantly due to the war in Ukraine, driving the cost of both our manufacturing products and the manufacturing processes of our suppliers. Implementation of temporary surcharges offset some of this cost. Some automotive volume was transferred to a new production line in Germany during the year, and operations and costs were restructured accordingly. Backfilling the transferred volumes continues to be a strategic objective of the Parent Company throughout the year.

Raw material and energy costs show no signs of softening. Validation of PAN fibre, a key raw material, continues from the prior year. Due to softening volumes and high inventory levels of legacy fibres, the urgency to switch to the new source has eased.

Net assets decreased to £16,085,000 from £18,580,000 resulting from a decrease in current assets and an increase in the pension liability.

Results

The profit for the financial year attributable to shareholders amounted to £4,468,000 (2021: profit £4,671,000).

Risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks. Risks and uncertainties for the Company that would affect the delivery of a well defined strategy include ongoing supply chain issues exacerbated by the Ukraine conflict, unforeseen competitive pressure from emerging market providers, unforeseen technical production problems, significant changes to sales and major input prices (although these are usually agreed in advance for periods of 6-24 months), significant energy price increases (although these are agreed on a rolling two to three year basis), aligned product development in relation to market requirements and the ability to hire and retain qualified staff in Technical Functions.

The Company maintains a mixture of short and long-term debt with banks and Company companies to fund its operations. This is designed to ensure that the business has sufficient resource to fund working capital requirements and capital investment plans. As a result of Parent and Company funding commitments and undertakings, it is not considered that the Company is subject to any liquidity risk presently or in the future.

Failure to comply with legal obligations or regulatory frameworks in the markets in which the Company operates could result in financial penalties, the inability to fulfil contracts and/or reputational damage. The Company's legal and tax functions work closely with the business to identify and mitigate legal and regulatory risk using both internal resources and external advisors where specialist advice is needed.

The board of directors and management developed a strategy to mitigate the ongoing risks of Brexit, which at this point in time has proven effective. Increased inventory levels have been approved and continue to protect the company from potentially extended supply chain times. We work closely with European customers and supply chain partners in order to ensure the business continues to develop as strategy requires. Due to the nature of our products and the pandemic we have yet to see any reductions in volumes as a result of Brexit.

Strategic report for the year ended 31 December 2022 (continued)

Key performance indicators

The Company assesses its performance using a number of measures, the key measures being gross profit to sales, and operating profit to sales.

	2022	2021
Gross profit to sales	42%	46%
Operating profit to sales	39%	33%
Number of headcount (includes employed and agency staff)	61	74
Male	90%	90%
Female	10%	10%
UK citizen by birth	92%	92%
Non-UK citizen by birth	8%	8%
Number of lost time health & safety incidents	Nil incidents	Nil incidents

The movement in gross profit to sales is mainly due to the decrease in sales, offset by a slight decrease in cost of sales. The movement in operating profit to sales is mainly due to the decrease in sales, offset by a decrease in operating costs. Headcount has fallen due to the restructuring during Q4, although KPI's are stable. Health & safety incidents are stable.

Shareholder engagement

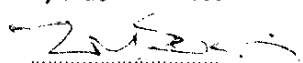
The directors believe that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 December 2022. The Company maintains an extensive range of policies to underpin and support its Code of Ethics and Core Values Statement, both of which all employees and officers are expected to comply with and decisions are taken in the context of this framework of control. These policies are set, reviewed and maintained in order to promote the long terms success of the business and also to protect the interests of all stakeholders.

That is particularly the case for important strategic decisions such as the approvals of (1) our budget for the year 2023 and the strategic plan for subsequent years, (2) appropriate investments confirming the Company's commitment to meet our customer needs as they develop over time, as well as (3) the Company's re-affirmed commitment to the environment, by a comprehensive sustainable approach to making business and particularly with the setting of ambitious sustainability strategy and carbon reduction targets. The directors make decisions based on a framework of long term goals set by its Parent Company and decisions are taken in observance of our core values in order to ensure that stakeholder interests are protected and value is added to the business.

The board of directors generally meet approximately 4 times a year, out of which one meeting focuses mostly on the approval of the Annual Report of the preceding year while another meeting, held in the last quarter of the year, discusses the Company's strategic plan as well as the Company's budget for the coming year.

Ad-hoc informal meetings involving some of the directors also take place. Directors of the Company in principle meet at least once a month either physically or via teleconference. In addition to the approval of the Annual Report as well as the budget for the following year, all major decisions having a potential impact on the long-term strategy of the Company are discussed at board meetings where these are finally decided upon. Directors ensure that decisions made are in line with their legal obligations and account for the long term interests of all stakeholders and partners. The Company's positioning as a responsible and environment-friendly organisation is central to its long-term strategy and the impact that it has on all our stakeholders (employees, customers, suppliers and shareholders). Further, the Company's headline logo and tagline - "Advanced Materials for a Cleaner World" - is integral to everything the Company represents to stakeholders, both internal and external.

By order of the board



E Swain

Company Secretary

Date: 24/8/23

Directors' report for the year ended 31 December 2022

The directors present their report and the Financial statements of the Company for the year ended 31 December 2022.

Directors

The directors who served during the year ended 31 December 2022, and up to the date of signing the Financial statements are as follows:

J Hofstetter

J Kaiser

K Schmidt - appointed 22 April 2022

None of the directors have qualifying third party indemnity insurance (2021: None).

Dividends

A dividend of £6,500,000 (2021: £5,000,000) was paid during the year, and the directors recommend a final dividend of £Nil (2021: £Nil).

Research & development

The research & development expenditure incurred during the year amounted to £118,000 (2021: £117,000). The expenditure includes new product development, technical improvements and support for speciality technical paper and synthetic nonwovens.

Financial risk management objectives and policies

In carrying out its activities, the Company has limited the use of financial instruments to a minimal level. Short term funding is by overdraft and excess cash balances are invested in short term deposit accounts with group undertaking companies until required.

The Company use commodities in its manufacturing process and is significantly affected by fluctuations in raw material prices. The risk of increases in these prices affecting margins is minimised by an active purchasing organisation that secures the best available prices for raw materials and products for resale.

Credit risk is minimised by a structured central credit activity that assesses customers for ability to pay, sets suitable credit limits and oversee the entire debtors' ledger as well as using credit insurance arranged by group undertaking companies. Day to day management of debtors is carried out by specialised staff to maintain regular contact with the customer from the point of ordering to the receipt of payment.

The liquidity and cash flow impact of management decisions are regulated at the highest level within the Company and form an integral part of the planning process.

Future developments

An indication of the likely future developments of the business is included in the Strategic report on page 1.

Stakeholder engagement

The Company promotes active engagement with all stakeholders, both internal and external. When it comes to the interests of the Company's employees, we aim to be a socially responsible employer in our approach to remuneration and benefits.

Likewise, the health, safety and well-being of our employees is one of our primary considerations in the way we do business.

Another important aspect in the overall Corporate Governance framework in the Company consists of local lead teams who are specifically responsible for maintenance of the Company's core values, ethics and policies throughout our locations. New and modified policies are communicated and re-validated with all employees and the directors place great importance upon employee engagement and involvement at all levels of decision making. The Company also provides in-depth training with regards to whistle-blower protection, along with Anti-Bribery and Corruption.

Finally, with the assistance of our centralised corporate department, we continue to place emphasis on developing stronger ties with our supplier base and making sure that we have multi-sourcing possibilities for our strategic materials. This continues to enhance our capacity to optimise manufacturing and delivery times to our customers.

As the Company's directors, our intention is to behave responsibly towards all stakeholders and ensure that management operate the business in a responsible manner, operating within the high standards of business conduct and good governance expected for a business such as ours and in doing so, will contribute to the delivery of our budget and long term strategic goals and stakeholder requirements.

Streamlined energy and carbon reporting ("SECR")

The Company does not meet the reporting threshold for this disclosure.

Directors' report for the year ended 31 December 2022 (continued)

Compliance laws and regulations

(i) Taxation

The Company regularly reviews its compliance with tax regulation and has processes in place which highlight any errors or omissions, as well as ensuring all deadlines are met for filing and payment of tax liabilities. The Company employs a specialist firm to ensure commitments are fully met and these advisors frequently audit our processes to ensure that they would be judged as legal and reasonable by the tax authorities. In addition, the Company's payroll and accounting staff are formally trained as and when regulations are modified or expanded.

(ii) Human Resources

The Company has processes and policies which ensure compliance with employment laws and regulations. This includes, but is not limited to, *equal opportunities, anti-discrimination legislation, data security, bullying and harassment, as well as national minimum wage regulations* - in order to ensure the fair treatment of all our stakeholders. National minimum wage checks are undertaken for all employee's starting salaries and monitored thereafter. Any issues or conflicts which arise or represent a potential risk are subject to review and consultation with our legal specialists. In addition, human resources staff regularly attend legal update courses to further ensure compliance.

(iii) Health, Safety and Environment

The safety of all stakeholders is of paramount importance to all Hollingsworth & Vose group companies. We employ an external third party to maintain our legal register of health, safety and environment regulations and obligations. In addition we have achieved accreditation for ISO 45001 and 14001 and we are subject to external audit. External agencies undertake yearly inspections to ensure that we are compliant with engineering and electrical regulations.

Post Balance Sheet Events

There are no Post Balance Sheet Events.

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 regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the directors are required to:

- (a) select suitable accounting policies and then apply them consistently;
- (b) state whether applicable United Kingdom Accounting Standards, comprising FRS102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- (c) make judgements and accounting estimates that are reasonable and prudent; and
- (d) 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 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 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

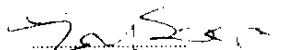
In the case of each director in office at the date the Directors' Report is approved:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) 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

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning the re-appointment will be proposed.

By order of the board



E Swain

Company Secretary

Date: 24/8/23

Audit exemption report for the year ended 31 December 2022

As a 100% subsidiary of Hollingsworth and Vose Company (U.K.) Limited, company registered number 01664523, who have taken advantage of the exemption under Section 479A of the Companies Act 2006, this company is entitled to exemption from audit.

Financial statements for the year ended 31 December 2022

Profit and loss account for the year ended 31 December 2022

	Note	2022 £000	2021 £000
Turnover	5	14,277	17,920
Cost of sales		(8,295)	(9,698)
Gross profit		<u>5,982</u>	<u>8,222</u>
Distribution costs		(265)	(315)
Administrative expenses		(1,243)	(1,265)
Other operating income/(expenses)		1,043	(707)
Operating profit	6	<u>5,517</u>	<u>5,935</u>
Interest payable and similar charges	8	(12)	(18)
Profit before taxation		<u>5,505</u>	<u>5,917</u>
Tax on profit	9	(1,037)	(1,246)
Profit for the financial year		<u><u>4,468</u></u>	<u><u>4,671</u></u>

Statement of comprehensive income for the year ended 31 December 2022

	Note	2022 £000	2021 £000
Profit for the financial year		<u>4,468</u>	<u>4,671</u>
Other comprehensive (expense)/income:			
Remeasurements of net defined benefit obligation	17	(604)	412
Movement on current tax relating to pension scheme	9	32	-
Movement on deferred tax relating to pension scheme	9,18	109	(17)
Total tax on other comprehensive (expense)/income	9	<u>141</u>	<u>(17)</u>
Other comprehensive (expense)/income for the year, net of tax		<u>(463)</u>	<u>395</u>
Total comprehensive income for the year		<u><u>4,005</u></u>	<u><u>5,066</u></u>

Hollingsworth & Vose Air Filtration Limited

Financial statements for the year ended 31 December 2022

Balance sheet as at 31 December 2022

	Note	2022 £000	2021 £000
Fixed assets			
Intangible assets	10	898	863
Tangible assets	11	<u>2,617</u>	<u>2,457</u>
		3,515	3,320
Current assets			
Inventories	13	2,358	4,075
Debtors	14	<u>11,596</u>	<u>12,563</u>
		13,954	16,638
Creditors: amounts falling due within one year	15	(104)	(407)
Net current assets		<u>13,850</u>	<u>16,231</u>
Total assets less current liabilities		17,365	19,551
Creditors: amounts falling due after more than one year	16	-	-
Post-employment benefits	17	(1,200)	(765)
Provisions for liabilities	18	(80)	(206)
NET ASSETS		<u><u>16,085</u></u>	<u><u>18,580</u></u>
CAPITAL AND RESERVES			
Called up share capital	20	3,400	3,400
Dividends		(6,500)	(5,000)
Retained earnings		<u>19,185</u>	<u>20,180</u>
TOTAL EQUITY		<u><u>16,085</u></u>	<u><u>18,580</u></u>

For the year ending 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The Financial statements on pages 6 to 33 were authorised for issue by the board of directors and were signed on its behalf.



Director : J Hofstetter

Hollingsworth & Vose Air Filtration Limited

Registered no. 3926749

Date: 24/8/23

Financial statements for the year ended 31 December 2022

Statement of changes in equity for the year ended 31 December 2022

	Called up share capital £000	Retained earnings £000	Total equity £000
Balance as at 1 January 2021	3,400	15,114	18,514
Profit for the year	-	4,671	4,671
Other comprehensive income for the year	-	395	395
Total comprehensive income for the year	-	5,066	5,066
Dividends		(5,000)	(5,000)
Total transactions	-	(5,000)	(5,000)
Balance as at 31 December 2021	3,400	15,180	18,580
Balance as at 1 January 2022	3,400	15,180	18,580
Profit for the year	-	4,468	4,468
Other comprehensive expense for the year	-	(463)	(463)
Total comprehensive income for the year	-	4,005	4,005
Dividends	-	(6,500)	(6,500)
Total transactions	-	(6,500)	(6,500)
Balance as at 31 December 2022	3,400	12,685	16,085

Notes to the financial statements

1. General information

Hollingsworth & Vose Company Air Filtration Limited ('the Company') manufactures, converts and sells speciality technical papers and synthetic nonwovens for use in engine filtration systems and air filtration media. The Company is incorporated and domiciled in England, in the United Kingdom. The address of its registered office is Waterford Bridge, Kentmere, Nr Kendal, Cumbria, LA8 9JJ.

2. Statement of compliance

The individual financial statements of Hollingsworth & Vose Company Air Filtration Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Summary of significant accounting policies

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

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group and Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

(b) Going concern

The Company meets its day-to-day working capital requirements through its bank facilities which are in place through a centralised cash pooling arrangement operated by the ultimate parent company, Hollingsworth and Vose Company. The current economic conditions continue to create uncertainty over (i) the level of demand for the Company's products; and (ii) the cost of bank financing for the foreseeable future. The Company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Company should be able to operate within the level of its current facilities. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its Financial statements.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(c) Exemptions for qualifying entities under FRS102

FRS102 allows a qualifying entity certain disclosure exemptions.

The Company has taken advantage of the exemption from preparing a company statement of cash flows, under FRS102 paragraph 1.12(b), on the basis that it is a qualifying entity and the consolidated cash flows, included in these financial statements, includes the Company's cash flows.

(d) Consolidated financial statements

The company is a wholly owned subsidiary of Hollingsworth and Vose Company (UK) Limited and of its ultimate parent, Hollingsworth & Vose Company. It is included in the consolidated financial statements of Hollingsworth and Vose Company (UK) Limited which are publically available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

(e) Foreign currency

(i) Functional and presentation currency

The Company's functional and presentation currency is the pound sterling.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rate at the dates of the transactions.

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 Profit and loss account except when deferred in Other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and loss account within 'Finance (expense)/income'. All other foreign exchange gains and losses are presented in the Profit and loss account within 'Turnover', 'Cost of sales' or 'Other operating (losses)/gains'.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(f) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the Company and value added taxes.

The Company bases its estimate of returns on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Where the consideration receivable in cash or cash equivalents is deferred, and the arrangement constitutes a financial transaction, the fair value of the consideration is measured as the present value of all future receipts using the imputed rate of interest.

The Company recognises revenue when (i) the significant risks and rewards of ownership have been transferred to the buyer; (ii) the Company retains no continuing involvement or control over the goods; (iii) the amount of revenue can be measured reliably; (iv) it is probable that future economic benefits will flow to the entity; and (v) when a specific criteria relating to each of the Company's sales channels have been met.

(g) Exceptional items

The Company classifies charges or credits that have material impact on the Company's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the Company.

(h) Employee benefits

The Company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements, and defined benefit and defined contribution pension plans.

(i) Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

(ii) Annual bonus plan

The Company operates an annual bonus plan for employees. An expense is recognised in the Profit and loss account when the company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(h) Employee benefits (continued)

(iii) Defined benefit pension plan

The Group operates a defined benefit pension plan, which was closed to all members on 31 July 2016. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the Balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting date less the fair value of the plan assets at the reporting date.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating the estimated period of the future payments (discount rate).

The fair value of plan assets is measured in accordance with the FRS102 fair value hierarchy and in accordance with the Company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to Other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit liability'.

The cost of the defined benefit plan, recognised in the Profit and loss account as employee costs, except where included in the cost of an asset, comprises:

- (a) the increase in pension benefit liability arising from employee service during the period; and
- (b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in the Profit and loss account as 'Finance expense'.

(iv) Defined contribution pension plan

The Company operates a defined contribution plan for the benefit of 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 when they are due. Amounts not paid are shown in accruals in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(i) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Profit and loss account, except to the extent that it relates to items recognised in Other comprehensive income or directly in equity. In this case tax is also recognised in Other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

(i) Current taxation

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred taxation

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the Financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(j) Intangible assets

Computer software is stated at cost less accumulated amortisation and accumulated impairment losses. Software is amortised over its estimated useful life, of between three and five years on a straight line basis.

Where factors such as technological advancement or changes in market price, indicate that residual value or useful life have changed, the residual value, useful life, or amortisation rate are amended prospectively to reflect the new circumstances.

The assets are reviewed for impairment if the above factors indicate that the carrying amount may be impaired.

(k) Tangible assets

Tangible assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset into its working condition for its intended use, dismantling and restoration costs and borrowing costs capitalised.

(i) Land and buildings

Land and buildings include freehold assets. Land and buildings are stated at cost (or deemed cost for and land buildings held at valuation at the date of transition to FRS102) less accumulated depreciation and accumulated impairment losses.

The Company has adopted the transition exemption under FRS102 paragraph 35.10(d) and has elected to use the previous valuation as deemed cost.

(ii) Plant and machinery and fixtures, fittings, tools and equipment

Plant and machinery and fixtures, fittings, tools and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

(iii) Depreciation and residual values

Land is not depreciated. Depreciation on other assets is calculated, using the straight-line method, to allocate the cost to their residual values over their estimated useful lives, as follows:

- Freehold buildings - over periods up to 40 years
- Plant and machinery - over periods up to 20 years
- Fixtures, fittings, tools and equipment - over periods up to 5 years

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period. The effect of any change is accounted for prospectively.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(k) Tangible assets (continued)

(iv) Subsequent additions and major components

Subsequent costs, including major inspections, are included in the assets carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the company and the cost can be measured reliably.

The carrying amount of any replaced component is derecognised. Major components are treated as a separate asset where they have significantly different patterns of consumption of economic benefits and are depreciated separately over its useful life.

Repairs, maintenance and minor inspection costs are expensed as incurred.

(v) Assets in the course of construction

Assets in the course of construction are stated at cost. These assets are not depreciated until it is available for use.

(vi) Derecognition

Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the Profit and loss account and included in 'Other operating (losses)/gains'.

(l) Borrowing costs

All borrowing costs are recognised in the Profit and loss account in the period in which they are incurred.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(m) Leased assets

At inception the company assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

(i) Finance leased assets

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases.

Finance leases are capitalised at commencement of the lease as assets at the fair value of the leased asset, or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Where the implicit rate cannot be determined the Company's incremental borrowing rate is used. Incremental direct costs, incurred in negotiating and arranging the lease, are included in the cost of the asset.

Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. Assets are assessed for impairment at each reporting date.

The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding.

(ii) Operating leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the Profit and loss account on a straight-line basis over the period of the lease.

(iii) Lease incentives

Incentives received to enter into a finance lease reduce the fair value of the asset and are included in the calculation of present value of minimum lease payments.

Incentives received to enter into an operating lease are credited to the Profit and loss account, to reduce the lease expense, on a straight-line basis over the period of the lease.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(n) Impairment of non-financial assets

At each Balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset may be impaired. If there is such an indication, the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future pre-tax and interest cash flows obtainable as a result of the asset's continued use. The pre-tax and interest cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the Profit and loss account, unless the assets has been revalue when the amount is recognised in Other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the Profit or loss account.

If an impairment loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the Profit and loss account.

(o) Investments

Investment in subsidiary company is held at historical cost less accumulated impairment losses.

(p) Inventories

Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Inventories are recognised as an expense in the period in which the related revenue is recognised. In respect of work in progress and finished goods, cost includes a relevant proportion of overheads according to the stage of manufacture or completion.

(q) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(r) Provisions and contingencies

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one items included in the same class of obligations may be small.

(i) Restructuring provisions are recognised when the company has a detailed, formal plan for the restructuring and has raised a valid expectation in those affected by wither starting to implement the plan or announcing its main features to those affected and therefore has a legal or constructive obligation to carry out the restructuring;

(ii) Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as a finance cost.

(iii) Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote. Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an outflow of economic benefits is probable.

(s) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS102 in respect of financial instruments.

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Basic financial liabilities, including trade and other payables, bank loans, and loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financial transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Notes to the financial statements (continued)

3. Summary of significant accounting policies (continued)

(t) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(u) Distribution to equity holders

Dividends and other distributions to company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the company's shareholders. These amounts are recognised in the statement of changes in equity.

(v) Related party transactions

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

Notes to the financial statements (continued)

4. Critical accounting judgements and estimation uncertainty

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

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

(i) Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimates useful economic lives and residual values of the assets. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 11 for the carrying amount of the property plant and equipment, and note 3(k) for the useful economic lives for each class of assets.

(ii) Defined benefit pension scheme

The Group has an obligation to pay pension benefits to certain employees. The costs of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, salary increases, asset valuations and the discount rate on corporate bonds. Management estimates these factors in determining the net pension obligation in the balance sheet. The assumptions reflect historical experience and current trends. The scheme was closed to all member on 31 July 2016. See note 17 for the disclosures relating to the defined benefit pension scheme.

Notes to the financial statements (continued)

5. Turnover

Analysis of turnover by geographical area:

	2022	2021
	£000	£000
United Kingdom	990	1,989
Europe	7,068	9,213
USA	3,391	3,644
Rest of world	2,828	3,074
	<u>14,277</u>	<u>17,920</u>

6. Operating profit

Operating profit is stated after charging/(crediting):

	2022	2021
	£000	£000
Wages and salaries	2,511	2,739
Social security costs	232	244
Other pension costs	296	350
Staff costs	<u>3,039</u>	<u>3,333</u>
Profit on disposal of tangible fixed assets	-	-
Depreciation of owned tangible assets	334	290
Amortisation of intangible assets	110	61
Operating lease charges	28	25
Research and development	117	117
Foreign exchange (gains)/loss on trade	(200)	69
Audit fees payable to the company's auditors	53	39
Taxation advisory and compliance fees	46	60
Inventories recognised as an expense	8,575	9,776
Impairment of inventories	-	-

Notes to the financial statements (continued)

7. Employees and directors

Employees

The average monthly number of persons (including executive directors) employed by the company during the year was:

	2022	2021
By activity		
Production	45	54
Administration	15	15
	<u>60</u>	<u>69</u>

Directors

The directors' emoluments were as follows:

	2022	2021
	£000	£000
Aggregate emoluments	<u>-</u>	<u>-</u>

There are Nil (2021: Nil) UK based directors. The number of directors serving at the year end was 3 (2021: 2).

No director received remuneration for his services to this company (2021: Nil). All directors emoluments are paid by fellow group undertakings; Hollingsworth & Vose Company, based in USA, and Hollingsworth & Vose GmbH, based in Germany, who make no recharge for their services to other Group companies, to this company.

Key management compensation

Key management includes the directors. There are no key management compensation during the year (2021: Nil).

Notes to the financial statements (continued)

8. Interest payable and similar charges

	2022 £000	2021 £000
Interest payable to group undertakings	-	-
Net interest expense on post-employment benefits	12	18
Total interest payable and similar charges	<u>12</u>	<u>18</u>

9. Tax on profit

(a) Tax expense included in profit

	2022 £000	2021 £000
Current tax:		
UK corporation tax on profits for the year	1,053	1,029
Adjustment in respect of prior periods	1	-
Total current tax	<u>1,054</u>	<u>1,029</u>
Deferred tax:		
Origination and reversal of timing differences	(13)	107
Effect of changes in tax rates	(4)	110
Total deferred tax	<u>(17)</u>	<u>217</u>
Tax on profit	<u>1,037</u>	<u>1,246</u>

Notes to the financial statements (continued)

9. Tax on profit (continued)

(b) Tax (income)/expense included in other comprehensive (expense)/income

	2022	2021
	£000	£000
Current tax	(32)	-
Deferred tax:		
Origination and reversal of timing differences	(109)	17
Total tax (income)/expense included in other comprehensive (expense)/income	<u>(141)</u>	<u>17</u>

(c) Tax (income)/expense included in equity

	2022	2021
	£000	£000
Current tax	(32)	-
Deferred tax	(109)	17
Total tax (income)/expense included in equity	<u>(141)</u>	<u>17</u>

(d) Reconciliation of tax charge

Tax assessed for the year is lower (2021: higher) than the standard rate of corporation tax in the UK for the year ended 31 December 2022 of 19.00% (2021: 19.00%). The differences are explained below:

	2022	2021
	£000	£000
Profit before taxation	<u>5,505</u>	<u>5,917</u>
Profit before taxation multiplied by the standard rate of tax in the UK of 19.00% (2021: 19.00%)	1,046	1,124
Effects of:		
Expenses not deductible	5	12
Income not taxable	(11)	-
Adjustment from previous years	1	-
Tax rate changes	(4)	110
Tax charge for the year	<u>1,037</u>	<u>1,246</u>

Notes to the financial statements (continued)

9. Tax on profit (continued)

(e) Tax rate changes

In May 2021 the Finance Act 2021 was substantively enacted, which included a corporation tax rate increase from 19% to 25% from 1 April 2023. The deferred tax carry forward has been calculated based on any amounts expected to reverse pre-April 2023 at 19% and post-April 2023 at 25%.

In September 2022, under the Government's 'Growth Plan', it was announced that the increase in the main corporation tax rate to 25% would be cancelled, however this was never enacted and in October 2022 they reversed the decision and announced that the corporation tax rate rise to 25% would go ahead as previously planned from 1 April 2023.

In the Spring Budget 2023, the UK Government confirmed it would proceed with the setting the main rate of corporation tax at 25%.

10. Intangible assets

	Goodwill	Software	Assets in the course of construction	Total
	£000	£000	£000	£000
At 1 January 2022				
Cost	3,398	942	-	4,340
Amortisation charge	(3,398)	(79)	-	(3,477)
Net book amount	-	863	-	863
Year ended 31 December 2022				
Opening net book amount	-	863	-	863
Additions	-	-	145	145
Reclassification	-	145	(145)	-
Amortisation charge	-	(110)	-	(110)
Closing net book amount	-	898	-	898
At 31 December 2022				
Cost	3,398	1,087	-	4,485
Amortisation charge	(3,398)	(189)	-	(3,587)
Net book amount	-	898	-	898

Notes to the financial statements (continued)

11. Tangible assets

	Land and buildings £000	Plant and equipment £000	Motor vehicles £000	Assets in the course of construction £000	Total £000
At 1 January 2022					
Cost	1,898	5,343	41	-	7,282
Depreciation charge	(753)	(4,033)	(39)	-	(4,825)
Net book amount	1,145	1,310	2	-	2,457
Year ended 31 December 2022					
Opening net book amount	1,145	1,310	2	-	2,457
Additions	-	-	-	494	494
Reclassification	387	72	-	(459)	-
Depreciation charge	(62)	(271)	(1)	-	(334)
Closing net book amount	1,470	1,111	1	35	2,617
At 31 December 2022					
Cost	2,285	5,415	41	35	7,776
Depreciation charge	(815)	(4,304)	(40)	0	(5,159)
Net book amount	1,470	1,111	1	35	2,617

Notes to the financial statements (continued)

12. Fixed asset investments

	2022 £000	2021 £000
At 1 January and 31 December	-	-

13. Inventories

	2022 £000	2021 £000
Raw materials and consumables	2,105	3,715
Work in progress	-	-
Finished goods and goods for resale	253	360
	<u>2,358</u>	<u>4,075</u>

14. Debtors

	2022 £000	2021 £000
Trade debtors	1,075	2,262
Amounts owed by group undertakings	10,104	10,096
Other debtors	41	63
Corporation tax	40	28
Prepayments and accrued income	336	114
	<u>11,596</u>	<u>12,563</u>

Trade debtors includes £Nil (2021: £Nil) falling due after more than one year.

Amounts owed by group undertakings are traded under standard customer terms.

Notes to the financial statements (continued)

15. Creditors: amounts falling due within one year

	2022	2021
	£000	£000
Trade creditors	194	441
Amounts owed to group undertakings	1,060	886
Other taxation and social security	31	49
Accruals and deferred income	(1,181)	(969)
	<u>104</u>	<u>407</u>

The amounts owed to group undertakings are traded under standard supplier terms.

16. Creditors: amounts falling due after more than one year

	2022	2021
	£000	£000
Amounts falling due between one and five years		
Amounts owed to group undertakings	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
Amounts falling due after more than five years		
Amounts owed to group undertakings	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

Notes to the financial statements (continued)

17. Post-employment benefits

The company operates a number of pension schemes for its employees. The amount recognised in the balance sheet is as follows:

	2022 £000	2021 £000
Defined benefit scheme liability	1,200	765

The amount recognised in the profit and loss account is as follows:

	2022 £000	2021 £000
Defined benefit scheme:		
Current service cost	8	21
Define contribution scheme	288	329
Total charge in operating profit (Note 6)	296	350
Defined benefit scheme:		
Net interest expense (Note 8)	12	18
Total charge	308	368

(a) Defined benefit scheme

For certain employees, the company operates a defined benefit scheme with assets held in a separately administered fund. The scheme provides retirement benefits on the basis of members' final salary. The plan is administered by an independent trustee, who is responsible for ensuring that the plan is sufficiently funded to meet current and future obligations. The company has agreed a funding plan with the trustee, whereby ordinary contributions are made into the scheme based on a percentage of active employees' salary. Additional contributions are agreed with the trustee to reduce the funding deficit where necessary.

On 31 July 2016, the defined benefit pension scheme was closed to all members. At the same time, the company established a defined contribution scheme to provide benefits to these employees.

A comprehensive actuarial valuation of the company pension scheme, using the projected unit credit method, was carried out at 31 March 2020 by Mercer Limited, independent consulting actuaries, and updated at 31 December 2021. Adjustments to the valuation at that date have been made based on the following assumptions:

	2022	2021
Expected rate of salary increases	N/A	N/A
Expected rate of increase of pensions in payment	2.90%	3.10%
Discount rate	5.00%	1.80%
Rate of inflation	3.10%	3.25%

Notes to the financial statements (continued)

17. Post-employment benefits (continued)

The mortality assumptions used were as follows:

	2022	2021
Longevity at age 65 for current pensioners:		
Men	21.80	21.70
Women	24.50	24.50

Longevity at age 65 for future pensioners (retiring in 25 years):

Men	23.60	23.50
Women	26.40	26.30

Reconciliation of scheme assets and liabilities:

	Assets £000	Liability £000	Total £000
At 1 January 2022	11,677	(12,442)	(765)
Benefits paid	(210)	210	-
Employer contributions	189	-	189
Current service cost	-	(8)	(8)
Interest income/(expense)	210	(222)	(12)
Remeasurement (losses)/gains:			
Actuarial (loss)/gains	(5,357)	4,753	(604)
At 31 December 2022	<u>6,509</u>	<u>(7,709)</u>	<u>(1,200)</u>

Total cost recognised as an expense:

	2022 £000	2021 £000
Current service cost	(8)	(21)
Interest cost	(222)	(178)
	<u>(230)</u>	<u>(199)</u>

The fair value of the plan assets was:

	2022 £000	2021 £000
Cash and cash equivalents	342	161
Equity instruments	1,279	3,251
Debt instruments	4,718	7,907
Other	170	358
	<u>6,509</u>	<u>11,677</u>

Notes to the financial statements (continued)

17. Post-employment benefits (continued)

The return on the plan assets was:	2022	2021
	£000	£000
Interest income	210	160
Return on plan assets	(5,357)	559
Total return on plan assets	<u>(5,147)</u>	<u>719</u>

(b) Defined contribution scheme

Following the closure of the defined benefit scheme to new entrants, the company provides a defined contribution scheme for its employees.

The amount recognised as an expense for the defined contribution scheme was:

	2022	2021
	£000	£000
Current period contributions	<u>288</u>	<u>329</u>

18. Provisions for liabilities

Deferred tax

The movement in net provision for deferred tax liability is as follows:

	2022	2021
	£000	£000
At 1 January	206	(29)
Deferred tax (credit)/charge in profit and loss account	(13)	83
Deferred tax (credit)/charge relating to rate change	(4)	96
Deferred tax charge relating to pension in profit and loss account	-	39
Deferred tax (credit)/charge relating to pension in OCI	(109)	17
At 31 December *	<u>80</u>	<u>206</u>

The net provision for deferred tax liability comprises of the following deferred tax liabilities/(assets):

	2022	2021
	£000	£000
Fixed assets realised through use	376	395
Pensions - actuarial loss	(416)	(307)
Others	120	118
	<u>80</u>	<u>206</u>

Notes to the financial statements (continued)

19. Financial instruments

The company has the following financial instruments:

	2022 £000	2021 £000
Financial assets that are debt instruments measured at amortised cost:		
Trade debtors	1,075	2,262
Amounts owed by group undertakings	10,104	10,096
Other debtors	41	-
	<u>11,220</u>	<u>12,421</u>
Financial liabilities measured at amortised cost:		
Trade creditors	194	441
Amounts owed to group undertakings	1,060	886
Other creditors	-	-
Accruals	(1,181)	(969)
	<u>73</u>	<u>358</u>

20. Called up share capital

	2022 £000	2021 £000
<i>Authorised</i>		
Equity shares:		
5,000,000 (2021: 5,000,000) Ordinary shares of £1 each	5,000	5,000
<i>Allotted, called up and fully paid</i>		
Equity shares:		
3,400,000 (2021: 3,400,000) Ordinary shares of £1 each	3,400	3,400

Notes to the financial statements (continued)

21. Capital and other commitments

At 31 December, the company had the following capital commitments:

	2022	2021
	£000	£000
Contract for future capital expenditure not provided in the financial statements	<u>155</u>	<u>43</u>

The company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2022	2021
	£000	£000
Payments due:		
Not later than one year	22	28
Later than one year and not later than five years	40	48
Later than five years	-	-
	<u>62</u>	<u>76</u>

The company had no other off-balance sheet arrangements.

22. Related party transactions

See note 7 for the disclosure of the directors' remuneration and key management compensation.

The company is exempt from disclosing related party transactions with other companies that are wholly owned within the Group.

23. Controlling parties

The immediate parent undertaking is Hollingsworth and Vose Company (U.K.) Limited, which prepares group financial statements available from its registered office: Postlip Mills, Winchcombe, Gloucestershire, GL54 5BB, UK.

The ultimate parent undertaking and controlling party of the largest group of undertakings of which the company is a member and for which group financial statements are drawn up is Hollingsworth & Vose Company, incorporated in the USA. Copies of its group financial statements, which include the company, are available from 112 Washington Street, East Walpole, Massachusetts, 02032, USA.

24. Events after the end of the reporting period

There are no events after the end of the reporting period.