

Breathing Buildings Limited

Report and Financial Statements

Period Ended

31 July 2017

Company Number 05676785

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Breathing Buildings Limited

**Report and financial statements
for the period ended 31 July 2017**

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Directors

R A George
I Dew
S Fitzgerald

Secretary and registered office

Michael Anscombe, Fleming Way, Crawley, West Sussex, RH10 9YX

Company number

05676785

Auditor

Ernst & Young LLP, 1 More London Place, London, SE1 2AF

Breathing Buildings Limited

Strategic report for the period ended 31 July 2017

The directors of Breathing Buildings Limited ('the Company') present their strategic report for the period ended 31 July 2017.

Principal activity and review of the business

The principal activity of the Company continues to be the design, manufacture and supply of low energy ventilation systems.

The profit for the period, after taxation, is £557,000 (2016: profit £1,090,000). The Company's key financial and other performance indicators during the period were as follows:

	16 months ended 2017 £000	Pro Rata 2017 £000	2016 £000	Pro Rata Change %
Turnover	10,953	8,215	7,800	5.3
Operating profit	682	512	596	(14.1)
EBITDA	805	604	681	(11.3)
Average number of employees	51	51	44	15.9

During the period the Company's turnover increased by 5.3% pro rata to £10,953,000. Gross margin reduced slightly to 35.7% (2016: 37.3%) due to an increasingly competitive market. EBITDA also decreased by 11.3% pro rata as the company invested in the team and factory in order to meet expected increases in future demand. During the period the Company was acquired by Volution Ventilation Group Limited on the 16 December 2016.

Principal risks and uncertainties

The directors consider the principal risks and uncertainties facing the Company to be broadly grouped as economic, exchange rate and financial instrument related. These risks are explained further below:

Economic risk

In the UK, demand for the Company's products is influenced by both public and privately funded new and refurbishment construction projects. The UK construction market is in turn heavily influenced by prevailing macro-economic conditions and relevant UK and European legislation particularly with regards to air quality and energy efficiency. The Company reviews its cost base and organisational structure on a regular basis.

Financial instrument risk

The Company principally engages in short term working capital (trade debtors, trade creditors and cash). The directors' understanding of and the Company's exposure to risk as a result of using financial instruments is as follows:

- **Price risk**

Risk that the value of a financial instrument will fluctuate as a result of changes in market prices. The directors consider this risk to relate to foreign exchange. The risk to derivative financial instruments is minimal as the transacted rate and quantity of currency are fixed in advance by the Group. Risk arising on non-derivative financial instruments is mitigated by utilisation of surplus foreign currency within the group of which the Company is a member.

Breathing Buildings Limited

Strategic report for the period ended 31 July 2017 (*continued*)

Principal risks and uncertainties (*continued*)

Financial instrument risk (*continued*)

- **Credit risk**

Risk that one party to a financial instrument will fail to discharge their obligation and cause the other party to incur a financial loss. The directors believe credit risk principally relates to trade debtors. To mitigate against exposure to credit risk arising from third party debtors, the Company has developed strong credit control procedures, internal control mechanisms and has entered into a credit insurance policy. The company also carries intra-group debtors. To mitigate against exposure to credit risk from intra-group debtors, the Company only lends to companies in the group of which it is a member and regularly reviews the performance and cash flow forecasts of the entities to which it has lent.

- **Liquidity risk**

Risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. To the best of the directors' knowledge there are no foreseeable constraints in discharging obligations under financial instruments. Cash flow is regularly monitored using weekly and monthly reporting. In addition the Company undertakes quarterly reforecast updates against the annual budget.

On behalf of the Board



Ian Dew
Director
14 December 2017

Breathing Buildings Limited

Directors' report for the period ended 31 July 2017

The directors of Breathing Buildings Limited ('the Company') present their report and financial statements for the period ended 31 July 2017.

Directors

The directors of the Company throughout the period were:

R A George (appointed 16 December 2016)
I Dew (appointed 16 December 2016)
M Hoskins (appointed 16 December 2016 and resigned 12 May 2017)
S Furlong (appointed 10 January 2017 and resigned 13 April 2017)
S Fitzgerald
D Wilkinson (resigned 31 August 2017)
R Sorrell (resigned 16 December 2016)
K Sargeant (resigned 16 December 2016)
C Kirkness (resigned 16 December 2016)

Dividends

The Company paid no interim dividend (2016: £nil). The directors do not recommend the payment of a final dividend (2016: £nil).

Donations

During the period the Company did not make any political or charitable donations (2016: £nil).

Future developments

The Company will continue to develop its existing activities and seek expansion opportunities to increase profitability. Further details of this are set out in the strategic report.

Financial instruments

The directors' understanding of, and the Company's exposure to risk as a result of using financial instruments is set out in the strategic report.

Research and development

The Company carries out research and development programmes to suit its particular market, product and customer needs. The Company is taking advantage of working alongside sister group companies in order to enhance its capability to bring products to market.

Disabled employees and employee involvement

A skilled workforce is key to the future of the Company. Health and Safety matters are reviewed regularly by the directors and it is our policy to ensure that:

- Full and fair consideration is given to all applications for employment made by disabled persons, having regard to their capabilities;
- If an existing employee becomes disabled (whether from illness or accident) every reasonable effort is made to continue to provide employment either in the same job, or by training for a suitable alternative job; and
- Disabled persons are given equal consideration for training, career development and opportunities for promotion within the Company.

Management are regularly provided with a range of information concerning the performance of the business by means of meetings and similar briefings that allows employees' views and opinions to be taken into consideration. Other means of communication are used to ensure employees are systematically provided with information on matters of concern to them.

Breathing Buildings Limited

Directors' report for the period ended 31 July 2017 (*continued*)

Directors' liabilities

The enlarged Group of which the Company is a member has granted an indemnity to certain directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force at the date of approving the directors' report.

Going concern

The directors confirm that after making appropriate enquiries they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The directors have considered the forecast cashflows for a period of no less than 12 months from the date of approving the financial statements. The directors consider that the continuing focus on new product development as well as leveraging the synergies of being part of a large group will ensure that the Company is able to perform in line with forecast trading. For this reason they continue to adopt the going concern basis in preparing the financial statements. The directors' responsibilities are set out on page 6 and should be read in conjunction with this statement.

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Re-appointment of auditor

Ernst & Young LLP were appointed as auditor in the year in accordance with Section 485 of the Companies Act 2006. Ernst & Young LLP will be proposed for re-appointment and have expressed willingness to remain in office.

On behalf of the Board



Ian Dew
Director
14 December 2017

Breathing Buildings Limited

Directors' responsibilities statement for the period ended 31 July 2017

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Members of Breathing Buildings Limited

Opinion

We have audited the financial statements of Breathing Buildings Limited for the period ended 31 July 2017, which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the related notes 1 to 23, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 July 2017 and of its profit for the period 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 below. 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.

Other information

The other information comprises the information included in the annual report set out on pages 2 to 6, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report to the Members of Breathing Buildings Limited (continued)

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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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 directors' report.

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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, 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.

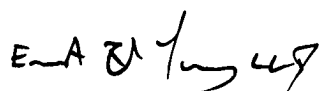
In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company 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.

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.

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



Zishan Nurmohamed (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
London
Date 14/12/17

Breathing Buildings Limited

Statement of comprehensive income for the period ended 31 July 2017

	Note	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 (Restated) £'000
Turnover	4	10,953	7,800
Cost of sales		<u>(7,042)</u>	<u>(4,894)</u>
Gross profit		3,911	2,906
Administrative expenses		(3,257)	(2,310)
Other Income		<u>28</u>	<u>-</u>
Operating profit	5	682	596
Interest payable and similar charges	8	<u>(10)</u>	<u>(7)</u>
Profit on ordinary activities before taxation		672	589
Taxation on (loss)/profit on ordinary activities	9	<u>(115)</u>	<u>501</u>
Profit for the financial period/year		557	1,090
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive income		<u>557</u>	<u>1,090</u>

Certain amounts shown here do not correspond to the 2016 financial statements and reflect adjustments made, refer to note 1.

The results for the current period and prior years arise solely from continuing operations.

The notes on pages 12 to 27 form part of these financial statements.

Breathing Buildings Limited

Statement of financial position at 31 July 2017

Company number 05676785

	Note	2017 £'000	2017 £'000	2016 (Restated) £'000	2016 (Restated) £'000
Fixed assets					
Intangible assets	10		43		45
Tangible assets	11		230		127
Deferred tax	17		332		444
			<u>605</u>		<u>616</u>
Current assets					
Stocks	12	634		325	
Debtors	13	1,654		1,674	
Cash at bank and in hand		<u>712</u>		<u>215</u>	
		<u>3,000</u>		<u>2,214</u>	
Creditors: amounts falling due within one period	14	<u>(1,502)</u>		<u>(1,614)</u>	
Net current assets			<u>1,498</u>		<u>600</u>
Total assets less current liabilities			<u>2,103</u>		<u>1,216</u>
Creditors: amounts falling due after more than one period	15		(14)		(60)
Provisions for liabilities	16		<u>(47)</u>		<u>(30)</u>
Net assets			<u>2,042</u>		<u>1,126</u>
Capital and reserves					
Called up share capital	18		-		-
Share premium			3,247		2,888
Share based payment reserve			-		-
Profit and loss account			<u>(1,205)</u>		<u>(1,762)</u>
Equity attributable to owners of the parent company			<u>2,042</u>		<u>1,126</u>

Certain amounts shown here do not correspond to the 2016 financial statements and reflect adjustments made, refer to note 1.

The financial statements were approved by the Board of Directors and authorised for issue on 14 December 2017.



Ian Dew
Director

The notes on pages 12 to 27 form part of these financial statements.

Breathing Buildings Limited

Statement of changes in equity at 31 July 2017

	Share capital £'000	Share premium £'000	Profit and loss account £'000	Total equity £'000
1 April 2015	-	2,888	(2,852)	36
Profit for the year	-	-	1,090	1,090
31 March 2016	-	2,888	(1,762)	1,126
Issue of shares	-	359	-	359
Profit for the period	-	-	557	557
31 July 2017	-	3,247	(1,205)	2,042

The notes on pages 12 to 27 form part of these financial statements.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements present the results and financial position of Breathing Buildings Limited ("the Company") for the 16 months period ended 31 July 2017. The Company is a private limited company and is incorporated and domiciled in England and Wales. The address of the Company's registered office is Fleming Way, Crawley, West Sussex RH10 9YX.

The financial statements were authorised for issue by the board of directors on 14 December 2017 and the statement of financial position was signed on the board's behalf by Ian Dew.

The financial statements have been prepared in accordance with FRS 101, under the historical cost convention and in accordance with the Companies Act 2006.

The financial statements are presented in Sterling and all values are rounded to the nearest thousand except when otherwise indicated.

The following reclassifications of prior year comparatives were identified, neither of which impacted profit for the year:

- A restatement of software from tangible assets to intangible assets totalling net book value of £45,000
- Management has revisited the classification of expenses in the current year and reallocated £454,000 of expenses from administrative expenses to cost of sales and restated prior year comparatives accordingly.

The principal accounting policies adopted by the Company are set out in note 2.

2 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 the years presented, unless otherwise stated.

Basis of preparation

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The preparation of the financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's 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 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- The requirements of IFRS 7 'Financial Instruments: Disclosures'
- The requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 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
- The requirements of paragraph 17 of IAS 24 Related Party Disclosures

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (*continued*)

2 Accounting policies (*continued*)

Basis of preparation (continued)

- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- The requirements of paragraph 17 of IAS 24 Related Party Disclosures
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group
- The requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets.

Going concern

The directors confirm that after making appropriate enquiries they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The directors have considered the forecast cashflows for a period of no less than 12 months from the date of approving the financial statements. The directors consider that the continuing focus on new product development as well as leveraging the synergies of being part of a large group will ensure that the Company is able to perform in line with forecast trading. For this reason they continue to adopt the going concern basis in preparing the financial statements. The directors' responsibilities are set out on page 6 and should be read in conjunction with this statement.

Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable. Turnover is reduced for estimated customer returns, rebates and other similar allowances that are calculated based upon the price of goods, volumes and product mix purchased by the customer. Turnover is stated net of settlement discounts, VAT, other sales taxes and duties.

Consultancy

Turnover from consultancy is recognised when the services have been provided to the customer.

Sale of goods

Turnover from the sale of goods is recognised when all the following conditions are satisfied:

- the Company has transferred ownership of the goods when the significant risks and rewards have passed to the buyer, usually on the delivery of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the entity; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Foreign currencies

The financial statements are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The results and financial position are expressed in GBP ('£'), which is also the functional currency of the Company. In preparing the financial statements transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rate of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rate prevailing at the end of the reporting period. Foreign exchange gains and losses resulting from the settlement of such transactions are recognised in the statement of comprehensive income. Non-monetary items that are measured in historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date the fair value was determined.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (continued)

2 Accounting policies (continued)

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from, or payable to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements with the following exceptions

- Where the temporary differences arise from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised only to the extent that the directors consider it is probable that there will be taxable profits from which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates enacted or substantively enacted by the reporting date.

The carrying amount of deferred income tax assets is reviewed at each reporting date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities.

Deferred income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, deferred tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity.

Tangible assets

Tangible assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the tangible asset; when significant parts of tangible assets are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All other repair and maintenance costs are recognised in the statement of comprehensive income as incurred.

Plant & machinery	-	20% – 33% per annum
Fixtures, fittings, tools, and equipment	-	25% – 33% per annum
Computer equipment	-	33% - 50% per annum
Vehicles	-	20% per annum
Leasehold improvements	-	20% per annum

The gain or loss arising on the disposal or retirement of an item of tangible assets is determined as the difference between the disposal proceeds and the carrying amount of the asset and is recognised in the statement of comprehensive income as part of administrative expenses.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (*continued*)

2 Accounting policies (*continued*)

Intangible assets

Intangible assets with a definite life are amortised on a straight-line basis over their estimated useful lives as follows:

Software costs	- 20% per annum
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The estimated useful life and amortisation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Impairment of tangible and intangible assets

At each reporting date, the Company reviews the carrying amounts of its tangible and intangible assets with definite lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. Impairment losses are immediately recognised in the statement of comprehensive income.

Inventories

Stocks are stated at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- Raw materials: purchase cost on a first in, first out basis
- Work in progress and finished goods: cost of direct materials and labour and an appropriate portion of fixed and variable overhead expenses based on normal operating capacity, but excluding borrowing costs.

Net realisable value represents the estimated selling price for stocks less all estimated costs of completion and costs necessary to make the sale.

Trade and other debtors

Trade and other debtors are recognised when it is probable that a future economic benefit will flow to the Company. Trade and other debtors are carried at original invoice or contract amount less any provisions for discounts and doubtful debts. Provisions are made where there is evidence of a risk of non-payment taking into account ageing, previous experience and general economic conditions.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (*continued*)

2 Accounting policies (*continued*)

Cash and cash equivalents

Cash and short-term deposits comprise cash at banks and in hand and short-term deposits with an original maturity of three months or less.

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions for the expected costs of maintenance guarantees are charged against profits when products have been invoiced.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

The timing of cash outflows are by their nature uncertain and are therefore best estimates. Provisions are not discounted as the time value of money is not considered material.

Financial assets

Initial recognition and measurement

Financial assets within scope are classified as loans and receivables.

All financial assets are recognised initially at fair value plus directly attributable transaction costs. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. The Company's financial assets include cash and short-term deposits, trade and other receivables and group balances.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period, which are classified as tangible assets. The company's loans and receivables comprise receivables and cash in the balance sheet.

Derecognition of financial assets

A financial asset is derecognised when (i) the rights to receive cash flows from the asset have expired or (ii) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (*continued*)

2 Accounting policies (*continued*)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as loans and borrowings. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Company becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in interest receivable and similar income and interest payable and similar expenses.

Derecognition of financial liabilities

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

Creditors

Creditors are obliged to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

Leasing commitments

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. Lease payments are analysed between capital and interest. The interest element is charged to the statement of comprehensive income over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor. All other leases are classified as operating leases.

Payments under operating leases are charged to the statement of comprehensive income on a straight line basis over the term of the lease.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (*continued*)

2 Accounting policies (*continued*)

Pensions

Contributions to defined contribution schemes are recognised in the statement of comprehensive income in the period they become payable. The cost charged to the statement of comprehensive income of providing retirement pensions for employees represents the amounts paid by the Company to various defined contribution pension schemes operated by the Group in the financial period.

Dividends

Dividends are recognised when they meet the criteria for recognition as a liability. In relation to final dividends, this is when the dividend is approved by the directors in the general meeting, and in relation to interim dividends, when paid.

New standards and interpretations

The following standards and interpretations have an effective date after the date of these financial statements. The Company plans to adopt them from the effective dates adopted by EU and is currently completing an impact assessment to be able to quantify the effect the new standards will have on the company financial statements.

<i>Standard or interpretation</i>	<i>Title</i>	<i>Effective for accounting periods beginning on or after</i>
IAS 7	Disclosure Initiative - Amendments to IAS 7	1 January 2017
IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses	1 January 2017
IFRS 15	Revenue from Contracts with Customers	1 January 2018
IFRS 9	Financial Instruments: Classification and Measurement	1 January 2018
IFRS 16	Leases	1 January 2019

3 Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

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

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when these financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (continued)

3 Judgements in applying accounting policies and key sources of estimation uncertainty (continued)

Estimates and assumptions (continued)

Provisions against receivables

Using information available at the balance sheet date, the Directors make assumptions on the estimated debt recovery rates, based on experience, regarding the level of provision required to account for potentially uncollectible receivables. The total provision against receivables for the year ended 31 July 2017 totalled £31,670 (2016: £26,710) and have been netted against the receivable balance included in note 13.

Provisions against inventory

Inventory provisions include obsolescence and write-downs which take into account historical information related to sales trends and stock counts and represent the expected write-down between the estimated net realisable value and the original cost. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. The total provision against inventories for the year ended 31 July 2017 totalled £70,000 (2016: £50,000) and have been netted against the inventory balance included in note 12.

4 Analysis of Turnover

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
Analysis by class of business:		
Supply of goods	10,882	7,762
Consultancy	71	38
	<u>10,953</u>	<u>7,800</u>
Analysis of turnover by country of destination:		
United Kingdom	10,919	7,796
Rest of the world	34	4
	<u>10,953</u>	<u>7,800</u>

5 Operating profit

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
This is arrived at after charging		
Research and development		
- current period's expenditure	258	45
Inventory recognised as an expense	5,400	4,158
Depreciation of tangible fixed assets	86	85
Amortisation of intangible assets	37	-
Operating lease expense	252	130
Fees payable to the company's auditor for the audit of the company's annual accounts	15	8
Defined contribution pension cost	13	-
	<u></u>	<u></u>

Breathing Buildings Limited

Notes forming part of the financial statements
for the period ended 31 July 2017 (*continued*)

6 Employees

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
Staff costs (including directors) consist of:		
Wages and salaries	2,539	1,704
Social security costs	257	120
Cost of defined contribution scheme	13	-
	<u>2,809</u>	<u>1,824</u>

The average number of employees (including directors) during the period was as follows:

	16 months ended 31 July 2017 Number	Year ended 31 March 2016 Number
Production	13	11
Sales and Administration	38	33
	<u>51</u>	<u>44</u>

7 Directors' remuneration

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
Directors' emoluments	400	228
Company contributions to money purchase pension schemes	1	-
Amounts paid to third parties in respect of directors' services	24	24
	<u>425</u>	<u>252</u>

There were 2 directors in the Company's defined contribution pension scheme (2016: nil).

Emoluments of the highest paid director were £201,646 (2016: £117,000). Company pension contributions of £456 (2016: £nil) were made to a money purchase scheme on his behalf. During the period 2 directors exercised share options (2016: nil), see note 22 for further details. Subsequent to acquisition by Volution Ventilation Group a management recharge is charged by the Group to the Company. It is not possible to identify the proportion of this recharge that relates to directors services to this Company.

Breathing Buildings Limited

Notes forming part of the financial statements
for the period ended 31 July 2017 (*continued*)

8 Interest payable and similar charges

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
Bank loans and overdrafts	6	3
Invoice discounting	4	4
	<u>10</u>	<u>7</u>

9 Taxation on profit on ordinary activities

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
<i>UK corporation tax</i>		
Current tax on profits of the period	3	(57)
Total current tax	<u>3</u>	<u>(57)</u>
<i>Deferred tax</i>		
Adjustment in respect of previous periods	(21)	-
Current year charge	133	(444)
Total deferred tax	<u>3</u>	<u>(57)</u>
Taxation on profit on ordinary activities	<u>115</u>	<u>(501)</u>

The tax assessed for the period is higher than the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

	16 months ended 31 July 2017 £'000	Year ended 31 March 2016 £'000
Profit on ordinary activities before tax	672	589
Tax on ordinary activities at the standard rate of corporation tax in the UK of 19.75% (2016: 20.00%)	133	118
Effects of:		
Adjustments in respect of the prior year	(21)	-
Expenses not deductible for tax purposes	16	24
Tax rate changes	59	-
Amounts not recognised	76	(587)
R&D tax credit	-	(56)
Share options	(148)	-
Total tax charge for period	<u>115</u>	<u>(501)</u>

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (*continued*)

9 Taxation on profit on ordinary activities (*continued*)

The Finance Act 2016, enacted on 15 September 2016, included a further rate change. The 18% rate enacted in the Finance (No. 2) Act 2015 will reduce by 1%, so that from 1 April 2020, the mainstream corporation tax rate will become 17%. These changes were reflected in the figures in these financial statements.

For further information on deferred tax balances see note 17.

10 Intangible assets

	Software Costs £'000
<i>Cost or valuation</i>	
Restated at 1 April 2016	59
Additions in the period	35
At 31 July 2017	<u>94</u>
<i>Amortisation</i>	
Restated at 1 April 2016	14
Provision for the period	37
At 31 July 2017	<u>51</u>
<i>Net book value</i>	
At 31 July 2017	<u>43</u>
Restated at 31 March 2016	<u>45</u>

Certain amounts shown here do not correspond to the 2016 financial statements and reflect adjustments made, refer to note 1.

Breathing Buildings Limited

Notes forming part of the financial statements
for the period ended 31 July 2017 (*continued*)

11 Tangible assets

	Plant & machinery £'000	Fixtures, fittings, tools and Equipment £'000	Computer equipment £'000	Vehicles £'000	Leasehold Improvements £'000	Total £'000
<i>Cost or valuation</i>						
Restated at 1 April 2016	194	10	49	-	-	253
Additions	50	14	30	82	12	188
Disposals	(22)	-	-	-	-	(22)
At 31 July 2017	<u>222</u>	<u>24</u>	<u>79</u>	<u>82</u>	<u>12</u>	<u>419</u>
<i>Depreciation</i>						
Restated at 1 April 2016	92	6	28	-	-	126
Provision for period	58	6	18	1	2	85
Disposals	(22)	-	-	-	-	(22)
At 31 July 2017	<u>128</u>	<u>12</u>	<u>46</u>	<u>1</u>	<u>2</u>	<u>189</u>
<i>Net book value</i>						
At 31 July 2017	<u>94</u>	<u>12</u>	<u>33</u>	<u>81</u>	<u>10</u>	<u>230</u>
Restated at 31 July 2016	<u>102</u>	<u>4</u>	<u>21</u>	<u>-</u>	<u>-</u>	<u>127</u>

Finance Leases

The net book value of plant, machinery and vehicles for the company includes an amount of £34,000 (2016: £49,000) in respect of assets held under finance leases and hire purchase contracts.

Certain amounts shown here do not correspond to the 2016 financial statements and reflect adjustments made, refer to note 1.

Breathing Buildings Limited

Notes forming part of the financial statements
for the period ended 31 July 2017 (*continued*)

12 Stocks

	2017 £'000	2016 £'000
Raw materials and consumables	398	96
Finished goods and goods for resale	236	229
	<u>634</u>	<u>325</u>

13 Debtors

	2017 £'000	2016 £'000
Trade debtors	988	1,511
Amounts owed by group undertakings	473	-
Other debtors	-	14
Tax	12	57
Prepayments and accrued income	181	92
	<u>1,654</u>	<u>1,674</u>

14 Creditors: amounts falling due within one year

	2017 £'000	2016 £'000
Bank loan	-	31
Trade creditors	1,250	1,073
Taxation and social security	67	44
Obligations under finance lease and hire purchase contracts	16	17
Other creditors	-	187
Accruals and deferred income	169	262
	<u>1,502</u>	<u>1,614</u>

Trade creditors are non interest bearing and are normally settled on 60 day terms.

Breathing Buildings Limited

Notes forming part of the financial statements
for the period ended 31 July 2017 (*continued*)

15 Creditors: amounts falling due after more than one year

	2017 £'000	2016 £'000
Bank loans	-	41
Obligations under finance lease and hire purchase contracts	14	19
	<u>14</u>	<u>60</u>

Total future minimum lease payments under finance leases:

	2017 £'000	2016 £'000
Not later than 1 year	16	17
Later than 1 year and not later than 5 years	14	19
Total	<u>30</u>	<u>36</u>

16 Provisions for liabilities

	Dilapidations £'000	Warranty £'000	Total £'000
At 1 April 2016	-	30	30
Charged to profit or loss	-	29	29
Capitalised to fixed assets	12	-	12
Utilised in period	-	(24)	(24)
At 31 July 2017	<u>12</u>	<u>35</u>	<u>47</u>

The dilapidations provision is for the costs associated with making good the office in Cambridge and factory in Soham. It has been estimated based on the assumed costs of equipment and furnishing removal, painting and making good both locations.

The warranty provision is for the estimated costs of rectifying any customer claims in the period that are applicable under the existing warranty policy. This has been based upon historical costs incurred in respect of warranty claims and applying them to sales in the current period.

Breathing Buildings Limited

Notes forming part of the financial statements
for the period ended 31 July 2017 (*continued*)

17 Deferred taxation

Deferred tax asset	1 April 2016 £'000	Charged to income £'000	31 July 2017 £'000
Unused tax losses	444	(112)	332

At the balance sheet date the company had unused tax losses available for offset against future profits. A deferred tax asset of £332,000 (2016: £444,000) has been recognised in respect of such losses. At 31 July 2017 the Company had an unrecognised deferred tax asset of £65,000 (2016: £nil) in relation to remaining losses carried forward as it is not considered probable that there will be future taxable profits available.

18 Share capital

	2017 £'000	2016 £'000
<i>Allotted, called up and fully paid</i>		
146,689 (2016: 100,000) ordinary shares of £0.001 each	-	-
54,000 (2016: 54,000) A ordinary shares of £0.001 each	-	-
291,923 (2016: 274,015) B ordinary shares of £0.001 each	-	-
	-	-

On 16 December 2016, 7,283 ordinary shares were issued on the exercise of share options held by employees at an exercise price of 700p per share and a further 39,406 shares issued on the exercise of share options held by employees at an exercise price of 785p per share. In addition, 17,908 B Ordinary shares were issued at par. Details on share based payments to directors and employees can be seen in note 22.

19 Commitments under operating leases

Lessee

The company had minimum lease payments under non-cancellable operating leases as set out below:

	2017 £'000	2016 £'000
Not later than 1 year	169	169
Later than 1 year and not later than 5 years	443	583
Later than 5 years	-	28
Total	612	780

Breathing Buildings Limited

Notes forming part of the financial statements for the period ended 31 July 2017 (continued)

20 Related party disclosures

The Company has taken advantage of the exemption available under FRS 101 from the requirements in IAS 24 Related Party Disclosures not to disclose transactions with other wholly owned members of the Volution Group plc group ('the Group'), as 100% of the Company's voting rights are controlled within the Group and Group financial statements in which the Company is included are publicly available.

During the period Breathing Buildings Limited paid KS Advisory Limited for the professional directorship services of Kevin Sargeant. Kevin Sargeant was a director of both companies. The transactions during the period totalled £24,000 (2016: £24,000) of which nil is outstanding at period end.

As consideration on disposal of shares to Volution Ventilation Group Limited the directors received £1,515,000.

21 Controlling parties

As described in the strategic report the Company was acquired by Volution Ventilation Group Limited on the 16 December 2016 following on from which the Company's immediate parent undertaking was Volution Ventilation Group Limited.

The parent undertaking of the largest and smallest group for which consolidated financial statements are drawn up that include the results of the Company is Volution Group plc, a public company incorporated in England and Wales. Copies of the group financial statements of Volution Group plc are available from Fleming Way, Crawley, West Sussex RH10 9YX.

The directors consider the ultimate parent and controlling party of the Company to be Volution Group plc.

22 Share based payments

The Company operated an EMI approved share options scheme to incentivise members of the management team. At the start of the period 5 employees held options over a total of 46,689 ordinary shares. Of these 7,283 were granted between October 2009 and October 2011 at an exercise price of 700p and 39,406 were granted between December 2012 and July 2015 at an exercise price of 785p. The options were not subject to performance criteria and vesting was conditional on a defined exit event. As a result the fair value of options at the grant date was nil. All share options vested and were exercised prior to acquisition by Volution Ventilation Group Limited during the period on 16 December 2016.

	Number of options			Exercise price
	At start of year	Exercised	At end of year	Pence/share
Directors	6,933	(6,933)	-	700.00
Directors	23,133	(23,133)	-	785.00
Other employees	350	(350)	-	700.00
Other employees	16,273	(16,273)	-	785.00

23 First time adoption of FRS 101

In the current period the company has applied FRS101 for the first time which has resulted in no material effects on the information contained in the balance sheet at 31 March 2016 or 31 March 2015. Consequently no reconciliation of the balance sheet as at 31 March 2016 or 31 March 2015, together with the profit and loss account for the year to 31 March 2016 is required.