

Breathing Buildings Limited

Report and Financial Statements

Year Ended

31 July 2023

Company Number 05676785

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Breathing Buildings Limited

**Report and financial statements
for the year ended 31 July 2023**

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Directors

R A George
A O'Brien

Secretary and registered office

Fiona Smith, Fleming Way, Crawley, West Sussex, RH10 9YX

Company number

05676785

Breathing Buildings Limited

Strategic report for the year ended 31 July 2023

The directors of Breathing Buildings Limited ('the Company') present their strategic report for the year ended 31 July 2023.

Principal activity and review of the business

The Company is dormant and did not trade.

Principal risks and uncertainties (including those arising from the use of financial instruments)

Due to the Company being dormant, the directors do not consider that there are any principal risks or uncertainties facing this Company at 31 July 2023.

On behalf of the Board



Andy O'Brien
Director
11 January 2024

Breathing Buildings Limited

Directors' report for the year ended 31 July 2023

The directors of Breathing Buildings Limited ('the Company') present their report and financial statements for the year ended 31 July 2023.

Directors

The directors of the Company throughout the year were:

R A George
A O'Brien

Results and dividends

The Company did not trade during the current or prior year and therefore generated nil profit or loss.

Donations

During the year, the Company did not make any political or charitable donations.

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 support from its ultimate parent company, Volution Group plc, to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. The directors' responsibilities are set out on page 4 and should be read in conjunction with this statement.

On behalf of the Board



Andy O'Brien
Director
11 January 2024

Breathing Buildings Limited

Directors' responsibilities statement for the year ended 31 July 2023

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 year.

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.

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

Breathing Buildings Limited

Statement of comprehensive income for the year ended 31 July 2023

	Note	2023 £	2022 £
Revenue from contracts with customers		—	—
Cost of sales		—	—
Gross profit		—	—
Distribution and Administrative expenses		—	—
Operating profit		—	—
Interest payable and similar charges		—	—
Profit on ordinary activities before taxation		—	—
Taxation on profit on ordinary activities		—	—
Profit for the financial year		—	—
Other comprehensive income		—	—
Total comprehensive income		—	—

The notes on pages 8 to 10 form part of these financial statements.

Breathing Buildings Limited

Statement of financial position at 31 July 2023

Company number 05676785

	Note	2023 £	2023 £	2022 £	2022 £
Current assets					
Amounts owed by group undertakings		<u>493</u>		<u>493</u>	
Net assets			<u>493</u>		<u>493</u>
Capital and reserves					
Called up share capital	4		<u>493</u>		<u>493</u>
Profit and loss account			<u>—</u>		<u>—</u>
Equity attributable to owners of the parent company			<u>493</u>		<u>493</u>

For the year ending 31 July 2023, the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 ('the Act').

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 of Breathing Buildings Limited (registered number 05676785) were approved by the Board of Directors and authorised for issue on 11 January 2024.

On behalf of the board



Andy O'Brien
Director

The notes on pages 8 to 10 form part of these financial statements.

Breathing Buildings Limited

Statement of changes in equity at 31 July 2023

	Share capital £	Profit and loss account £	Total equity £
1 August 2021	493	—	493
Profit for the year	—	—	—
31 July 2022	493	—	493
Profit for the year	—	—	—
31 July 2023	493	—	493

The notes on pages 8 to 10 form part of these financial statements.

Breathing Buildings Limited

Notes forming part of the financial statements for the year ended 31 July 2023

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 year ended 31 July 2023. 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 11 January 2024 and the statement of financial position was signed on the board's behalf by Andy O'Brien.

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 pound (£) except when otherwise indicated.

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 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.'
- 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'

Breathing Buildings Limited

Notes forming part of the financial statements for the year ended 31 July 2023 (*continued*)

2 Accounting policies (*continued*)

Going concern

The directors confirm that after making appropriate enquiries, they have a reasonable expectation that the Company has adequate support from its ultimate parent company, Volusion Group plc, to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. The directors' responsibilities are set out on page 4 and should be read in conjunction with this statement.

Financial assets

Initial recognition and measurement

Financial assets are recognised when the Company becomes party to the contractual provisions of the instrument.

All financial assets are recognised initially at fair value plus, in the case of investments not at fair value through profit or loss, 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 trade and other receivables.

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.

New standards and interpretations

New standards effective for accounting periods beginning 1 January 2022 were adopted by the Company on 1 August 2022. The new standards did not have material impact to the Financial Statements.

Other new standards or interpretations in issue, but not yet effective, are not expected to have a material impact on the Company's net assets or results.

Breathing Buildings Limited

Notes forming part of the financial statements for the year ended 31 July 2023 (continued)

3 Directors' remuneration

No remuneration was paid or is payable to the directors in their capacity as directors of the Company (2022: £nil). The directors receive remuneration from a fellow group undertaking, Volution Group Plc, in respect of services to the group of which the Company is a member. Total remuneration paid by the enlarged group to directors of the Company (including pension scheme contributions) was £3,807,000 (2022: £3,569,000). It is not possible to identify the proportion of this remuneration that relates to services to the Company.

4 Share capital

	2023 £	2022 £
<i>Allotted, called up and fully paid</i>		
146,689 (2022: 146,689) ordinary shares of £0.001 each	147	147
54,000 (2022: 54,000) A ordinary shares of £0.001 each	54	54
291,923 (2022: 291,923) B ordinary shares of £0.001 each	292	292
	<u>493</u>	<u>493</u>

5 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.

6 Controlling parties

The Company's immediate parent undertaking is 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 for the year ended 31 July 2023 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.