

EMINATE LIMITED

(Registered Number 05852142)

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JULY 2017



EMINATE LIMITED

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EMINATE LIMITED
STRATEGIC REPORT FOR THE YEAR ENDED 31 JULY 2017

The Directors present their strategic report for the year ended 31 July 2017.

Business Review, Principal Activities and Future Developments

The principal activities of Eminate Limited ("the Company") were the development and exploitation of intellectual property in the areas of food and ingredients and engineering powders and coatings. Two licence agreements were successfully entered into and continue to provide the Company with royalty income and will continue to be the primary source of income going forward.

Results for the Year

The Company generated a profit before tax of £67,000 (2016: £23,000) during the year, and its activities were funded by licensing revenues and through loans from its parent, The University of Nottingham.

Principal Risks, Uncertainties and Opportunities

The Directors consider the principal risks and uncertainties facing the Company to be the achievement of expected levels of licensing income, and the achievement of profitability within the expected timescales. Other risks include threats to the Company's business model from direct competitors, and the adverse impact of the current economic climate on its ability to license IP and sell products or services. The Company is dependant on its funding from its parent the University of Nottingham and as noted below confirmation of this support has been received for a further 12 months. The Company's principal financial assets are bank balances, trade receivables and intercompany borrowings.

Company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The director's also believe that liquidity risk is low due to the confirmation received from the ultimate parent company with regard to intergroup debt being made available as required.

Approved by the Board and signed on its behalf by:

R Keyworth
Director



Date: 16 February 2018

Kings Meadow Campus, Lenton Lane, Nottingham, NG7 2NR

EMINATE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2017

The Directors present their annual report together with the audited financial statements for the year ended 31 July 2017.

Directors

The Directors of the Company who served during the year and to the date of approval of this report were as follows:

Mr GC Ward
Prof CJ Roberts
Dr S Huxtable
Mr R Keyworth

Directors' indemnities

Directors and Officers insurance was provided during the year for the Company directors by the University of Nottingham, and remains in force at the date of this report.

Going Concern

The Company is funded by loans and other amounts provided by its parent company and at 31 July 2017 it had net liabilities of £3,671,000 (31 July 2016: £3,738,000).

The Directors believe that the Company will continue with its current business. The Company's parent company, the University of Nottingham, has confirmed that it will provide continued support for the Company to meet its obligations as they fall due for a period of no less than 12 months from the signing of the Company's financial statements. As a result, the Directors believe that the entity will continue to be a going concern into the foreseeable future and have adopted the going concern accounting convention.

Dividends

The Directors do not recommend the payment of a dividend (2016: £nil).

Directors' Responsibilities Statement

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including FRS 102 "The Financial Reporting Standards applicable in the UK and Republic of Ireland". 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 judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for 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.

EMINATE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2017 - CONTINUED

Financial risk management objectives and policies

Details of financial risk management objectives and policies can be found in the principal risks section of the Strategic Report on page 1 and form part of this report by cross-reference.

PROVISION OF INFORMATION TO AUDITOR

In the case of each of the persons who are directors of the company at the date when this report was approved:

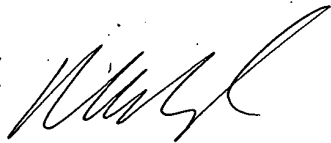
- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditor is unaware; and
- each of the directors has taken all steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board and signed on its behalf by:

Mr R Keyworth
Director



Dated: 16 February 2018

Kings Meadow Campus, Lenton Lane, Nottingham, NG7 2NR

Independent auditor's report to the members of Eminate Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Eminate Limited (the 'company') which comprise:

- the profit and loss account;
- the balance sheet;
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.



Susan Barratt BA ACA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Nottingham, UK

22 February 2018

EMINATE LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 JULY 2017**

	NOTE	2017 £000	2016 £000
TURNOVER	1d	185	151
COST OF SALES		(44)	(30)
GROSS PROFIT		<u>141</u>	<u>121</u>
Administrative expenses		(26)	(52)
Other operating income		-	9
OPERATING PROFIT	3	<u>115</u>	<u>78</u>
Net interest payable	5	(48)	(55)
PROFIT BEFORE TAXATION		<u>67</u>	<u>23</u>
Tax on profit	6	-	-
PROFIT FOR THE FINANCIAL YEAR ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY BEING TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>67</u>	<u>23</u>
RETAINED DEFICIT AT 1 AUGUST		(3,738)	(3,761)
RETAINED DEFICIT AT 31 JULY		<u><u>(3,671)</u></u>	<u><u>(3,738)</u></u>

The above results arose from continuing operations.

EMINATE LIMITED

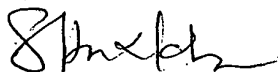
**BALANCE SHEET
AS AT 31 JULY 2017**

	NOTE	2017 £000	£000	2016 £000	£000
CURRENT ASSETS					
Debtors	7	57		85	
Cash at bank and in hand		<u>90</u>		<u>10</u>	
		147		95	
CURRENT LIABILITIES					
Creditors - Amounts falling due within one year	8	<u>(3,818)</u>		<u>(3,833)</u>	
NET CURRENT LIABILITIES			(3,671)		(3,738)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>(3,671)</u>		<u>(3,738)</u>
CAPITAL AND RESERVES					
Called up Share Capital	9	-		-	
Profit and Loss Account	9	(3,671)		(3,738)	
SHAREHOLDER'S DEFICIT			<u>(3,671)</u>		<u>(3,738)</u>

The financial statements of Eminate Limited (registered number 05852142) on pages 6 to 12 were approved by the Board and authorised for issue on: 16 February 2018

They were signed on its behalf by:

S Huxtable, Director



R Keyworth, Director



EMINATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2017

1 ACCOUNTING POLICIES

The Directors consider that the financial statements should be prepared to reflect the Company's aims and to satisfy the different reporting needs of users. Therefore any gift aid donations to the University of Nottingham are separately disclosed.

The principal accounting policies adopted in preparation of the financial statements are set out below and have been applied consistently in both the current and preceding years.

(a) Basis of preparation of financial statements

Eminate Limited is a private company limited by shares registered in England and Wales, incorporated in the United Kingdom under the 2006 Companies Act. The address of the registered office is given on page 1. The nature of the company's operations and its principal activities are set out in the strategic report on page 1.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The functional currency of Eminate Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Amounts have been rounded to the nearest thousand pounds in presenting amounts in the financial statements.

Eminate Limited meets the definition of a qualifying entity under FRS102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Eminate Limited is consolidated in the financial statements of its ultimate parent, the University of Nottingham, which may be obtained at Kings Meadow Campus, Lenton Lane, Nottingham, NG7 2NR, its registered address. Exemptions have been taken in the separate Company financial statements in relation to share-based payments, financial instruments, presentation of a cash flow statement and remuneration of key management personnel.

(b) Going concern

As stated on the balance sheet at 31 July 2017 the Company had net current liabilities of £3,671,000. The Directors believe that the Company will continue with its current business. The Company's parent company, the University of Nottingham, has confirmed that it will provide continued support for the Company to meet its obligations as they fall due for a period no less than 12 months from the signing of the Company's financial statements. As a result, the Directors believe that the entity will continue to be a going concern into the foreseeable future and have adopted the going concern accounting convention.

(c) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

All financial assets and liabilities are measured at transaction price (including transaction costs).

If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

EMINATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JULY 2017

1 ACCOUNTING POLICIES (continued)

(c) Financial instruments (continued)

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

(d) Turnover

Turnover is stated net of VAT and trade discounts. Turnover from the sale of goods is recognised when the goods are physically delivered to the customer. Turnover from Research Grants and Contracts is included on an accruals basis to the extent of the expenditure incurred during the year, together with any related contributions towards overhead costs. Where payments are received from customers in advance of services provided, the amounts are recorded as Deferred Income and included as part of Creditors due within one year.

Depending on the substance of the relevant agreements, royalty and license income is recognised either immediately or on an accrued basis if further contractual obligations exist.

Profit is recognised on long-term contracts, if the final outcome can be assessed with reasonable certainty, by including in the profit and loss account turnover and related costs as contract activity progresses. Turnover is calculated by reference to the value of work performed to date as a proportion of the total contract value.

(e) Cost of sales

Cost of sales includes the cost of goods sold and the directly attributable costs of licensing revenue recognised in the year.

(f) Research and development

Research and development expenditure is written off as incurred.

(g) Investments

Fixed asset investments are shown at cost less provision for impairment. The Company's subsidiary companies are all dormant. Current asset investments are stated at the lower of cost and net realisable value.

(h) Taxation

Current UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell these assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets are not discounted.

EMINATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JULY 2017

1 ACCOUNTING POLICIES (continued)

(h) Taxation (continued)

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell these assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets are not discounted.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to the sale of the asset.

The tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: a) the company has a legally enforceable right to set off current tax assets against current tax liabilities; and b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2 CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Company's accounting policies, which are described in note 1, the directors are 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 associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

There are not considered to be any key sources of estimation uncertainty.

Critical judgements in applying the Company's accounting policies

There are no critical judgements in applying accounting policies.

3 OPERATING PROFIT IS STATED AFTER CHARGING:

	2017 £000	2016 £000
Audit fee - audit of the Company's financial statements	4	4
Operating lease rentals	-	7

There were no fees payable to the Company's auditor for non audit services in the current year (2016: £nil).

There were no employees during either financial year.

The directors received no remuneration for their services to the Company during either financial year.

EMINATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JULY 2017

4 STAFF COSTS

There are no staff and the Directors receive no remuneration for their services to the Company.

5 NET INTEREST PAYABLE

	2017 £000	2016 £000
Group loan interest	<u>48</u>	<u>55</u>

6 TAX ON PROFIT

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The tax charge comprises:

	2017 £000	2016 £000
Current tax		
UK corporation tax at 19.67% (2016: 20%)	-	-
Deferred tax		
Origination and reversal of timing differences	-	-
Total current tax and tax on profit	<u>-</u>	<u>-</u>

Per current UK corporation tax law, the UK corporation tax rate was reduced from 20% to 19% from 1 April 2017, resulting in a blended rate of corporation tax applied to reported profit of 19.67% (2016: 20%). The Finance (No. 2) Act 2016, which received Royal Assent on 15 September 2016, states that the UK corporation tax rate will be further reduced to 17% effective from 1 April 2020. The reduction to the tax rate included in the Finance (No. 2) Act 2016 was enacted at the balance sheet date and the effect thereof is therefore included in these financial statements.

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as shown:

	2017 £000	2016 £000
Profit before tax	<u>67</u>	<u>23</u>
Tax on profit at standard UK corporation tax rate of 19.67% (2016: 20%)	13	5
Effects of:		
Unutilised losses brought forward	(13)	(5)
Total tax charge for the year	<u>-</u>	<u>-</u>

The tax charge in future periods may be affected by the capacity to surrender tax losses to other group companies.

A deferred tax asset amounting to £438,000 in respect of carry forward trading losses has not been recognised because in the opinion of the Directors there is uncertainty as to the timing of profits available in the foreseeable future.

EMINATE LIMITED**NOTES TO THE FINANCIAL STATEMENTS (Continued)
FOR THE YEAR ENDED 31 JULY 2017**

7 DEBTORS	2017 £000	2016 £000
Trade debtors	-	34
Prepayments and accrued income	52	51
VAT receivable	5	-
All due within one year	<u>57</u>	<u>85</u>

8 CREDITORS - amounts falling due within one year	2017 £000	2016 £000
Loan from parent company	2,750	2,750
Amounts owed to group undertakings	1,008	1,035
UK Corporation tax payable	-	7
VAT payable	-	3
Accruals and deferred income	60	38
	<u>3,818</u>	<u>3,833</u>

The loan from the parent company is repayable on demand and attracts interest at 1.5% above the Bank of England Base rate.

9 CALLED UP SHARE CAPITAL AND RESERVES	2017 £	2016 £
Allotted, called up and fully paid: 1 ordinary shares of £1 each	<u>1</u>	<u>1</u>

The Company has one class of ordinary shares which carry no right to fixed income.

The profit and loss reserve represents cumulative profits and losses, net of dividends paid and other adjustments.

10 RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemptions in FRS 102 Section 33 Paragraph 1a not to disclose transactions with wholly owned group companies.

There are no other Related Party Transactions.

11 SUBSIDIARY COMPANIES

Eminate Limited owns 100% of the share capital of Vitanat Limited, Thixate Limited (formerly Eminate 2 Limited) and Eminate 3 Limited. None of these companies have traded in the current year. All are incorporated in the UK, and their registered address is the same as the Company's which is given on page 1.

12 ULTIMATE CONTROLLING PARTY

The immediate and ultimate parent undertaking is the University of Nottingham. The smallest and largest group in which the results of this Company are included is that headed by the University of Nottingham. Copies of the consolidated financial statements of the University of Nottingham can be obtained from the address disclosed in note 1(a) above.