

# **RF2M Ltd**

## **Report and Financial Statements**

For the 13-month period ended 31 December 2016

Registered Number: 06599432

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COMPANIES HOUSE

## **Directors and Advisors**

### **Directors**

R J Farrington

R E Tavares

### **Independent Auditors**

PricewaterhouseCoopers LLP

3, St James Court

Whitefriars

Norwich

NR3 1RJ

### **Bankers**

Royal Bank of Scotland

1 Broadland Business Park

Peachman Way

Norwich

NR7 0WF

### **Registered Office**

Fenner Road

South Denes

Great Yarmouth

Norfolk

NR30 3PX

Registered No. 06599432

## **Strategic report**

### **Principal activity and review of the business**

The company is a holding company whose subsidiaries are engaged in the design, manufacture and sale of electronic microcircuits. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

There was a profit after tax for the period of £3,223k (2015: loss of £637k).

The balance sheet on page 9 of the financial statements shows the company's net assets at the end of the period were £19k (2015: net liabilities of £2,204k).

The API Group headed by its ultimate parent company, API Technologies Corp., was purchased by JF Lehman & Co. on 22<sup>nd</sup> April, 2016, and was de-listed from the New York Stock Exchange. In order to align the financial year-end with that of its owners, the company has changed its financial year-end to 31 December, giving rise to a 13-month period ending 31 December, 2016.

### **Development and performance of the business**

The future of the business is dependent on the fortunes of the subsidiaries. In the past year, moves have been made to develop clear roadmaps for research and development programmes to enhance product offerings and broaden the sectors which the businesses serve. This has involved development of a structured review process to appraise projects and their potential markets, risks and rewards and recruitment for particular skills consistent with those future targeted areas.

The profits of the underlying subsidiaries ensure that funding and liquidity is in place for meeting all liabilities and management fees. The subsidiaries' performance in 2016 was stronger than in prior years, and further strengthening is anticipated in 2017, and the longer term.

Given the nature of the company's activities, being an investment holding company, the directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

### **Principal risks and uncertainties**

RF2M Ltd is a holding company and as such reliant on the trading performance of its subsidiaries.

The key business risk and uncertainty affecting the company's subsidiaries is considered to relate to budgetary restrictions in the aerospace and defence market particularly within Europe and to a lesser extent the United States. Work continues on expanding existing capabilities to broaden product offerings, research the application of existing product and technical knowledge to new sectors and develop our own Intellectual Property (IP).

### **Financial risk management objectives and policies**

The company makes use of various financial instruments including loans and cash, as necessary. Management of these financial instruments is directed to providing adequate liquidity for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below. The main risks arising from the company's financial instruments are currency risk and interest rate risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous periods.

### **Currency risk**

Currently the company has no exposure to translation and transaction foreign exchange risk. It would be the directors' decision not to formally hedge against currency risk and wherever possible natural hedging is used, however the directors will continue to monitor the company's exposure to currency fluctuations.

## Strategic report (continued)

### Cash flow and liquidity risk

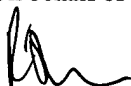
Interest bearing assets include cash balances which earn interest at a floating rate. In order to ensure stability of cash out flows and hence manage interest rate risk, the company has access to fixed interest rate loans from its ultimate parent undertaking, and regularly forecasts cash flows several months forward to monitor peak and troughs in balances. The company currently holds minimal funds in bank accounts where monies are immediately available, and utilises its relationship with its subsidiary companies to manage its cash needs through inter-company funding. There is no liquidity risk.

### Interest rate risk

During the period, debt has existed on a fixed rate basis. The company's policy is to actively manage interest rate risk on long-term and short-term borrowings while ensuring that the exposure to fixed rates remains within an acceptable range.

The company does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is applied.

On behalf of the Board



**RJ Farrington**

19 December 2017

## Directors' report

The directors present their report and the audited financial statements for the 13-month period ended 31 December 2016.

### Future developments

The sub-group, of which RF2M Ltd is the holding company, will continue to be involved with the design, development and manufacture of microelectronic technologies and componentry, supplying a diverse range of customers in aerospace, defence, oil & gas and other industrial markets..

### Results and dividends

The results for the period are shown in the statement of income and retained earnings on page 8.

The directors paid and proposed a dividend in the period of £1,000,000 (2015: Nil).

### Directors

The directors who served the company during the period and up to the date of the report were as follows:

R J Farrington

M T Richards (resigned 1 April 2016)

R E Tavares

### Going concern

RF2M Ltd is a holding company and as such reliant on the trading performance of its subsidiaries. In determining that the company's financial statements should be prepared on a going concern basis, the directors considered all the factors likely to affect the future development, performance and financial position of its subsidiaries, including funding and the risks and uncertainties applicable to their business activities. The company has received confirmation from API Technologies Corp., the company's intermediate parent company, that financial support will be provided for a period of at least twelve months from the date of approval of these financial statements such as to enable the company to meet its obligations as they fall due.

Having regard to the above and after making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

### Financial instruments

Details of the financial risk management objectives and exposure to risk are included within the strategic report.

### Indemnity cover

Indemnity cover was provided for the Directors, through an insurance policy taken out by the US parent company.

### Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

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

## Directors' report (continued)

- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for 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.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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

### Disclosure of information to the auditors

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 they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### Independent auditors

PricewaterhouseCoopers LLP were appointed as auditors during the period ended 31 December 2016. They have indicated their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board



**RJ Farrington**

Director

19 December 2017

## **Independent auditors' report**

to the members of RF2M Ltd

### **Report on the financial statements**

#### **Our opinion**

In our opinion, RF2M Ltd's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its profit for the 13 month period (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.

#### **What we have audited**

The financial statements, included within the Report and financial statements (the "Annual Report"), comprise:

- the balance sheet as at 31 December 2016;
- the statement of income and retained earnings for the period then ended;
- the statement of changes in equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

### **Other matters on which we are required to report by exception**

#### **Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

## Independent auditors' report (continued)

### Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

### Responsibilities for the financial statements and the audit

#### Our responsibilities and those of the directors

As explained more fully in the Statement of directors' responsibilities set out on pages 4-5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

#### What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

  
**Bree Sherwood**

Senior Statutory Auditor  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Norwich

20 December 2017



## Statement of income and retained earnings

for the period ended 31 December 2016

		<i>13 months to 31 December 2016</i>	<i>12 months to 30 November 2015</i>
	<i>Notes</i>	<i>£000</i>	<i>£000</i>
Administrative expenses		(891)	(742)
<b>Operating loss</b>	5	(891)	(742)
Income from shares in group undertakings		4,000	-
<b>Profit before interest and taxation</b>		3,109	(742)
Interest receivable and similar income	6	18	50
Interest payable and similar charges	7	(97)	(112)
Net interest expense		(79)	(62)
<b>Profit/(Loss) on ordinary activities before taxation</b>		3,030	(804)
Tax on profit/ (loss)	8	193	167
<b>Profit/(loss) for the financial period</b>		3,223	(637)
<b>Retained earnings brought forward</b>		(2,215)	(1,578)
Dividends		(1,000)	-
<b>Retained earnings carried forward</b>		8	(2,215)

All amounts were derived from continuing operations.

The company has no other comprehensive income other than the results above and therefore no separate statement of comprehensive income has been prepared.

## Balance sheet

at 31 December 2016

		31 December 2016	30 November 2015
	Notes	£000	£000
<b>Fixed assets</b>			
Intangible assets	9	-	32
Investments	10	2,746	2,746
		<u>2,746</u>	<u>2,778</u>
<b>Current assets</b>			
Debtors	11	1,565	1,053
Cash at bank and in hand		7	7
		<u>1,572</u>	<u>1,060</u>
<b>Creditors:</b> amounts falling due within one year	12	(4,299)	(6,042)
<b>Net current liabilities</b>		<u>(2,727)</u>	<u>(4,982)</u>
<b>Total assets less current liabilities</b>		19	(2,204)
<b>Net assets/(liabilities)</b>		<u>19</u>	<u>(2,204)</u>
<b>Capital and reserves</b>			
Share capital	13	1	1
Share premium account		10	10
Profit and loss account		8	(2,215)
<b>Total Shareholders' funds/deficit</b>		<u>19</u>	<u>(2,204)</u>

The notes on pages 10 to 17 are an integral part of these financial statements.

The financial statements on pages 8 to 17 were approved by the board of directors, signed and authorised for issue on 19<sup>th</sup> December 2017

On behalf of the Board of RF2M Ltd:

Registered No. 06599432



**RJ Farrington**

Director

## Statement of changes in equity

	Share capital £'000	Share premium account £'000	Profit & loss account £'000	Total shareholders funds £'000
At 1 December 2014	1	10	(1,578)	(1,567)
Loss for the period	-	-	(637)	(637)
At 1 December 2015	1	10	(2,215)	(2,204)
Loss for the period	-	-	3,223	3,223
Dividends	-	-	(1,000)	(1,000)
At 31 December 2016	<u>1</u>	<u>10</u>	<u>8</u>	<u>19</u>

# Notes to the financial statements

at 31 December 2016

## 1. General information

RF2M Ltd is an intermediate holding company, owning investments in entities designing, manufacturing and producing RF (radio frequency) and microwave products and providing engineering design consultancy. Its fortunes are dependent on the success of these subsidiaries.

The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is shown on page 1.

## 2. Statement of compliance

The individual financial statements of RF2M Ltd, have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS102") and the Companies Act 2006.

## 3. Accounting policies

### *Basis of preparation*

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all the periods presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements for the first time. Details of the transition to FRS 102 are disclosed in note 14.

These financial statements are prepared on a going concern basis, under the historical cost convention. The preparation of financial statements in conformity with FRS 102 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 4.

During the period the company extended its period end to 31 December for this and future periods to remain consistent with that of its Parent Company in the US. For this reason the 13-month results for the period to 31 December 2016 are not directly comparable with the comparative amounts presented.

### *Going concern*

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the business review on page 2. In addition the company's objectives, policies and processes for managing its capital, its financial risk management objectives and its exposure to credit risk and liquidity risk are also shown in the Directors' Report.

The company and its subsidiaries have considerable financial resources together with long-term contracts with a number of customers and suppliers across different geographic areas and industries. The company's forecasts and projections and those of its subsidiaries show that the company should be able to repay its long-term debt as required. The company has received confirmation from API Technologies Corp., the company's intermediate parent company, that financial support will be provided for a period of at least twelve months from the date of approval of these financial statements such as to enable the company to meet its obligations as they fall due.

As a consequence, the directors believe that the company is well placed to manage its business risk successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing these financial statements.

### *Exemptions for qualifying entities under FRS 102*

The company has taken advantage of certain disclosure exemptions under FRS 102, as it believes the conditions for the exemptions have been complied with. As such the company has taken advantage of the following exemptions:-

- i) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its intermediate parent company, API Technologies (UK) Ltd, includes the company's cash flows in its consolidated financial statements.

## Notes to the financial statements

at 31 December 2016

### 3. Accounting policies (continued)

- ii) Financial the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statements.
- iii) from disclosing transactions with other wholly-owned members of the Group under Section 33.7 of FRS 102.
- iv) from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7.

#### **Consolidated Results**

The company is a wholly owned subsidiary of API Technologies (UK) Ltd. It is included in the consolidated financial statements of API Technologies (UK) Ltd. which are publicly available. Therefore the company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The consolidated financial statements are available from the address on page 1.

#### **Foreign currency**

The company's functional and presentational currency is Pounds Sterling (GB£).

Foreign currency transactions are translated into the functional currency using the spot exchange rate on the date of the transaction.

At each period end foreign currency monetary items are translated using a closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Foreign exchange gain and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

#### **Taxation**

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent it relates to items recognised in other comprehensive income or directly in equity.

- i) **Current tax**  
Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.
- ii) **Deferred tax**  
Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.  
Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits.  
Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

#### **Investments**

Investments in subsidiary companies are held at cost less accumulated impairment losses.

#### **Intangible fixed assets**

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimated useful lives, as follows:

- i) Computer licences - 3 to 5 years

Amortisation is charged to administrative expenses in the profit and loss account. Assets would be reviewed for impairment if any factors indicated that the carrying amount may be impaired.

## Notes to the financial statements

at 31 December 2016

### 3. Accounting policies (continued)

#### *Related party transactions*

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

#### *Provisions and contingencies*

##### i) Provisions

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

##### ii) Contingencies

Contingent liabilities are not recognised. These arise as a result of past events when 1) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or 2) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised, but are disclosed in the financial statements when an inflow of economic benefits is probable.

#### *Financial instruments*

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### i) Financial assets

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

Such assets are subsequently carried at amortised cost using the effective interest method.)

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired, the impairment loss is recognised in the profit or loss account.

##### ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost using the effective interest method. Preference shares, which result in fixed returns to the holder, or are mandatorily redeemable on a specific date, or event, are classified as liabilities.

##### iii) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or earlier. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

If there is a decrease in an impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

## Notes to the financial statements

at 31 December 2016

### 3. Accounting policies (continued)

#### *Share capital*

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

#### *Distributions to equity holders*

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

### 4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and reviewed based on historical experience and other factors, including expectations of future events that are believed to be reasonably foreseen from current circumstances.

#### *Estimates and assumptions*

The company makes estimates and assumptions concerning future events. The resulting accounting estimates can, by definition, only be our best assessment of likely out-turns and will seldom equal the corresponding results.

#### i) Impairment of investments

The company reviews the recoverable value of its investments in subsidiaries, when there is reason to believe, whether through market, economic or other factors, that the value of an investment might be impaired. When considering the valuation of the investment, management considers the future prospects of the underlying entities, sector risks, investment needs and likely results.

### 5. Operating loss

This is stated after charging:

	<i>13 months to 31 December 2016 £000</i>	<i>12 months to 30 November 2015 £000</i>
Auditors' remuneration – audit fees	4	4
Amortisation of intangible assets	32	34
Management fees	852	675

The directors receive no remuneration for their services to RF2M Ltd (2015: Nil).

## Notes to the financial statements

at 31 December 2016

### 6. Interest receivable and similar income

	<i>13 months to 30 December 2016 £000</i>	<i>12 months to 30 November 2015 £000</i>
Interest receivable from group undertakings	<u>18</u>	<u>50</u>

### 7. Interest payable and similar charges

	<i>13 months to 31 December 2016 £000</i>	<i>12 months to 30 November 2015 £000</i>
Interest payable to group undertakings	<u>97</u>	<u>112</u>

### 8. Taxation

(a) Tax on profit/(loss) on ordinary activities

The tax credit is made up as follows:

	<i>13 months to 30 December 2016 £000</i>	<i>12 months to 30 November 2015 £000</i>
<b>Current tax:</b>		
UK corporation tax (credit) on the result for the period	(190)	(160)
Adjustments in respect of previous periods	-	-
Total current tax credit	<u>(190)</u>	<u>(160)</u>
<b>Deferred tax (note 8(c))</b>		
Origination and reversal of timing differences	(3)	(3)
Adjustment in respect of previous periods	-	(4)
Total deferred tax	<u>(3)</u>	<u>(7)</u>
<b>Tax on profit/(loss) (note 8(b))</b>	<u><u>(193)</u></u>	<u><u>(167)</u></u>

## Notes to the financial statements

at 31 December 2016

### 8. Taxation (continued)

(b) Factors affecting the current tax credit for the period

The tax assessed for the period is lower (2015: lower) than the standard rate of corporation tax in the UK of 20.0% (2015 – 20.33%). The differences are explained below:

	<i>13 months to 31 December 2016 £000</i>	<i>12 months to 30 November 2015 £000</i>
Profit/(loss) on ordinary activities before tax	3,030	(804)
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.0% (2015 – 20.33%)	606	(163)
<i>Effects of:</i>		
Income not subject to tax	(800)	-
Adjustments to tax charge in respect of previous periods	-	(4)
Difference between current and deferred tax rates	1	-
Tax credit for the period (note 8(a))	(193)	(167)

(c) Deferred tax

The movement in the deferred tax account during the period was as follows

	<i>2016 £000</i>
At 1 December 2015	(7)
Profit and loss account movement arising during the period (note 8(a))	(3)
At 31 December 2016	(10)

The amounts provided for deferred taxation are set out below

	<i>2016 £000</i>	<i>2015 £000</i>
Depreciation in excess of capital allowances	10	7
Deferred tax asset	10	7

There are no amounts of unprovided deferred tax.

(d) Factors that may affect future tax charges

In Finance Act 2015, on the 26 October 2015, the rate of corporation tax was reduced to 20% from 1 April 2015. Further rate changes announced in Finance Bill 2016 (on 7 September 2016) reduced the main rate of corporation tax to 19% from 1 April 2017 and 17% from 1 April 2020. Deferred tax has been provided at the future rates enacted at the balance sheet date, where applicable.



## Notes to the financial statements

at 31 December 2016

### 9. Intangible assets

	<i>Computer Licences £'000</i>
Cost	
At 30 November 2015 and 31 December 2016	<u>168</u>
Accumulated amortisation	
At 30 November 2015	136
Charge for the period	<u>32</u>
At 31 December 2016	<u><u>168</u></u>
Net book amount	
At 31 December 2016	<u>-</u>
At 30 November 2015	<u>32</u>

### 10. Investments

	<i>Shares in subsidiaries £000</i>
Cost	
At 31 December 2016 and 30 November 2015	<u>2,746</u>
Net book amount	
At 31 December 2016 and 30 November 2015	<u><u>2,746</u></u>

Subsidiaries	Country of incorporation	Class of capital	Proportion of shares and voting rights
API Microelectronics Limited	United Kingdom	Ordinary shares of £1 each	100%
API Microwave Limited	United Kingdom	Ordinary shares of £1 each	100%
RF2M Microelectronics Limited *	United Kingdom	Ordinary shares of £1 each	100%
RF2M Microwave Limited *	United Kingdom	Ordinary shares of £1 each	100%

\* Dormant entities

### 11. Debtors

	<i>2016 £000</i>	<i>2015 £000</i>
Amounts owed by group undertakings	1,365	886
Corporation tax	190	160
Deferred tax asset	<u>10</u>	<u>7</u>
	<u><u>1,565</u></u>	<u><u>1,053</u></u>

Amounts owed by group undertakings are unsecured, have no fixed repayment date and are repayable on demand. Interest is paid by group undertakings at 4.5% pa.

The movement and constituent elements of the deferred tax asset are described in Note 8.

## Notes to the financial statements

at 31 December 2016

### 12. Creditors: amounts falling due within one year

	2016 £000	2015 £000
Amounts owed to group undertakings	1,260	3,003
Preference shares held by parent undertaking	3,001	3,001
Accruals and deferred income	38	38
	<u>4,299</u>	<u>6,042</u>

The company issued 3,000,000 £1 redeemable preference shares on 6 January 2002, in addition to the 1,000 £1 preference shares already in issue at that date.

The preference shares are redeemable upon the sale, listing or winding up of the company and therefore have been recognised as a liability in line with FRS 102.

Amounts owed to group undertakings are unsecured, have no fixed repayment date and are repayable on demand. Interest is paid to group undertakings at 4.5% pa.

### 13. Share capital

	No.	2016 £000	No.	2015 £000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	1,000	<u>1</u>	1,000	<u>1</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

The company paid a dividend of £1,000 per share during the period (in total £1,000,000 – 2015: Nil).

	No.	2016 £000	No.	2015 £000
<i>Allotted and fully paid</i>				
Preference shares of £1 each	3,001,000	<u>3,001</u>	3,001,000	<u>3,001</u>

The preference shares are classified as liabilities in the balance sheet.

### 14. Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under the UK GAAP were for the year ended 30 November 2015. The date of transition to FRS102 was 1 December 2014. The change in accounting standards and policies did not result in any changes in valuations and estimates, and the profit for the financial year ended 30 November 2015 and the total equity as at 1 December 2014 and 30 November 2015 did not require restatement.

### 15. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking at 31 December 2016 was API Technologies (UK) Limited, which owns 100% of the issued share capital of RF2M Ltd.

The ultimate parent undertaking and controlling party is considered to be RF1 Holding Company, a company incorporated in Delaware, USA. This is the largest group into which the results of RF2M Ltd are consolidated.

RF2M Ltd results are incorporated into the consolidated financial statements of API Technologies (UK) Ltd, the ultimate UK-domiciled entity; this is the smallest group to consolidate these financial statements. Copies of these are available from the registered address on page 1.