

Ingemino Finance Limited

Registered number: 07745111

Directors' report and financial statements

For the year ended 31 December 2015

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INGEMINO FINANCE LIMITED

COMPANY INFORMATION

Directors	R Jansen F Begley P Gissel
Registered number	07745111
Registered office	Genesis 3 York Science Park York North Yorkshire YO10 5DQ
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor Mazars House Gelderd Road Gildersome Leeds LS27 7JN

INGEMINO FINANCE LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 4
Statement of comprehensive income	5
Statement of financial position	6
Statement of changes in equity	7
Notes to the financial statements	8 - 15

INGEMINO FINANCE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

Directors' responsibilities statement

The directors are responsible for preparing the directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard 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 for the Company financial statements 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.

Results and dividends

The loss for the year, after taxation, amounted to £4,458,037 (2014 - loss £4,242,466).

No dividends (2014: £Nil) were paid during the year.

Directors

The directors who served during the year were:

R Jansen
A Nelson (resigned 31 March 2016)
J Gronnow (resigned 2 February 2016)
F Begley
A Green (resigned 25 September 2015)

P Gissel was appointed as a director post year end on 31 March 2016.

Future developments

The company will continue acting as a holding company for Yorktest Laboratories Limited.

INGEMINO FINANCE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

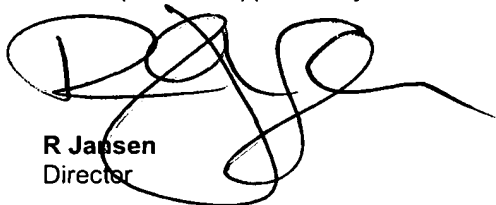
Post balance sheet events

There have been no significant events affecting the Company since the year end.

Auditors

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 30th August 2016 and signed on its behalf.



R Jansen
Director

INGEMINO FINANCE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGEMINO FINANCE LIMITED

We have audited the financial statements of Ingemino Finance Limited for the year ended 31 December 2015 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement set out on page 1, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors. 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its loss for the year 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.

Opinion on the other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INGEMINO FINANCE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF INGEMINO FINANCE LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.



John Holroyd (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

Mazars House
Gelderd Road
Gildersome
Leeds
LS27 7JN

Date: 6th September 2016

INGEMINO FINANCE LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2015

	Note	2015 £	As restated 2014 £
Administrative expenses		(73,634)	(72,892)
Exceptional administrative expenses		(2,933,442)	(2,843,471)
Operating loss		(3,007,076)	(2,916,363)
Income from shares in group companies		54,827	-
Interest payable and expenses	6	(1,505,788)	(1,326,103)
Loss before tax		(4,458,037)	(4,242,466)
Tax on loss		-	-
Loss for the year		(4,458,037)	(4,242,466)

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

There was no other comprehensive income for 2015 (2014:£NIL).

The notes on pages 8 to 15 form part of these financial statements.

INGEMINO FINANCE LIMITED

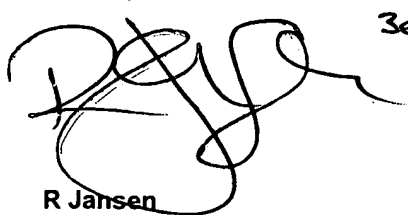
Registered number: 07745111

**STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015**

	Note	2015 £	As restated 2014 £
Investments	8	6,038,410	8,477,081
		<u>6,038,410</u>	<u>8,477,081</u>
Creditors: amounts falling due within one year	9	(7,122,906)	(6,019,856)
Net current liabilities		<u>(7,122,906)</u>	<u>(6,019,856)</u>
Total assets less current liabilities		<u>(1,084,496)</u>	<u>2,457,225</u>
Creditors: amounts falling due after more than one year	10	(10,856,952)	(9,940,636)
		<u>(11,941,448)</u>	<u>(7,483,411)</u>
Net assets		<u><u>(11,941,448)</u></u>	<u><u>(7,483,411)</u></u>
Capital and reserves			
Called up share capital	13	2	2
Profit and loss account	14	(11,941,450)	(7,483,413)
		<u><u>(11,941,448)</u></u>	<u><u>(7,483,411)</u></u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on



R Jansen
Director

30 August 2016

The notes on pages 8 to 15 form part of these financial statements.

INGEMINO FINANCE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2015

	Share capital £	Retained earnings £	Total equity £
At 1 January 2015	2	(7,483,413)	(7,483,411)
Comprehensive income for the year			
Loss for the year	-	(4,458,037)	(4,458,037)
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	(4,458,037)	(4,458,037)
At 31 December 2015	2	(11,941,450)	(11,941,448)

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2014

	Share capital £	As restated Retained earnings £	As restated Total equity £
At 1 January 2014	2	(3,240,947)	(3,240,945)
Comprehensive income for the year			
Loss for the year	-	(4,242,466)	(4,242,466)
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	-	(4,242,466)	(4,242,466)
At 31 December 2014	2	(7,483,413)	(7,483,411)

The notes on pages 8 to 15 form part of these financial statements.

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 102 is given in note 18.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The following principal accounting policies have been applied:

1.2 Transition to FRS102

The financial statements for the year ended 31 December 2015 are Ingemino Finance Limited's first financial statements that comply with FRS102; the Company's date of transition to FRS102 is 1 January 2014.

1.3 General Information

Ingemino Finance Limited ("the Company") is a limited company incorporated in the United Kingdom.

1.4 Going concern

The financial statements have been prepared on the going concern basis. The directors have given due consideration to the performance of the Company's trading subsidiary Yorktest Laboratories Limited which continues to show improvement in results year on year.

The Company's Statement of Financial Position shows significant net liabilities which solely comprises shareholder loan stock and accrued interest. An agreement has been reached with the relevant majority of loan stock holders that repayment of loan stock and accrued interest which has reached maturity shall be deferred for at least 12 months following the date of the audit report, or until alternative finance becomes available to allow the Company to make the necessary repayments.

The directors therefore reasonably believe there are no material uncertainties which would cast doubt over the going concern of the Company. As such they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. Accounting policies (continued)

1.6 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

- i) at fair value with changes recognised in the profit and loss account if the shares are publicly traded or their fair value can otherwise be measured reliably;
- ii) at cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. Accounting policies (continued)

1.7 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

1.8 Finance costs

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.9 Borrowing costs

All borrowing costs are recognised in the profit and loss account in the year in which they are incurred.

1.10 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

2. Judgements in applying accounting policies and key sources of estimation uncertainty

In applying the Company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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.

3. Operating loss

During the year, no director received any emoluments (2014 - £NIL).

4. Auditor's remuneration

Auditors remuneration is borne by the subsidiary undertaking Yorktest Laboratories Limited.

5. Employees

The Company has no employees. The Directors did not receive any remuneration (2014 - £NIL).

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

6. Interest payable and similar charges

	2015 £	2014 £
Other loan interest payable	1,505,788	1,326,103
	<u>1,505,788</u>	<u>1,326,103</u>

7. Exceptional items

	2015 £	2014 £
Impairment to investments in subsidiaries	3,068,442	2,843,471
Release of deferred consideration payable	(75,000)	-
Release of accrued interest	(60,000)	-
	<u>2,933,442</u>	<u>2,843,471</u>

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2015	8,477,081
Additions	629,771
At 31 December 2015	<u>9,106,852</u>
Impairment	
Charge for the period	3,068,442
At 31 December 2015	<u>3,068,442</u>
Net book value	
At 31 December 2015	<u>6,038,410</u>
At 31 December 2014	<u>8,477,081</u>

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

8. Fixed asset investments (continued)

Direct subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Yorktest Laboratories Limited	England	Ordinary	100 %	Foodscan testing
A. B Biomonitoring Limited	England	Ordinary	100 %	Dormant
York Wellbeing Limited	England	Ordinary	100 %	Dormant
Yorktest Group Limited	England	Ordinary	100 %	Dormant

Indirect Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Crossco (1128) Limited	England	Ordinary	100 %	Dormant
IEYT Limited	Ireland	Ordinary	100 %	Dormant

The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves £	Profit/(loss) £
Yorktest Laboratories Limited	3,028,589	320,424
A.B. Biomonitoring Limited	(5,587)	-
York Wellbeing Limited	100	-
Yorktest Group Limited	-	(61,405)
Crossco (1128) Limited	-	(1,799,061)
	<u>3,023,102</u>	<u>(1,539,042)</u>

9. Creditors: Amounts falling due within one year

	2015 £	As restated 2014 £
Other loans	3,000,000	3,000,000
Amounts owed to group undertakings	3,675,998	2,713,856
Other creditors	446,908	306,000
	<u>7,122,906</u>	<u>6,019,856</u>

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

10. Creditors: Amounts falling due after more than one year

	2015 £	As restated 2014 £
Other loans	6,500,000	6,500,000
Deferred consideration payable	-	300,548
Other creditors	4,356,952	3,140,088
	<u>10,856,952</u>	<u>9,940,636</u>

11. Loans

Analysis of the maturity of loans is given below:

	2015 £	2014 £
Amounts falling due within one year		
Other loans	3,000,000	3,000,000
	<u>3,000,000</u>	<u>3,000,000</u>
Amounts falling due after more than 5 years		
Other loans	6,500,000	6,500,000
	<u>6,500,000</u>	<u>6,500,000</u>

12. Financial instruments

	2015 £	2014 £
Financial liabilities		
Financial liabilities measured at amortised cost	(17,979,859)	(15,659,944)
	<u>(17,979,859)</u>	<u>(15,659,944)</u>

Financial Liabilities measured at amortised cost comprise of intercompany balances, shareholder loan stock and other creditors.

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

13. Share capital

	2015 £	2014 £
Authorised, allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2

14. Reserves

Profit & loss account

This reserve represents cumulative profits and losses.

15. Related party transactions

During the year a balance of £629,671 owed to Yorktest Laboratories Limited by Crossco (1128) Limited, both wholly owned subsidiaries of the Ingemino Finance Limited Group, was reassigned to become due from Ingemino Finance Limited "The Company".

Additionally a balance of £54,828 owed by Yorktest Group Limited to Yorktest Laboratories Limited, both wholly owned subsidiaries of The Company, was reassigned to become due to The Company.

In addition to the intercompany balance reassignments described above, during the year The Company was advanced funds totalling £387,299 (2014: £89,366) from Yorktest Laboratories Limited.

During the year The Company was recharged consultancy fees from its subsidiary Yorktest Laboratories Limited totalling £71,897 (2014: £27,938).

CBPE Nominees Limited, a subsidiary of the ultimate controlling party, charged interest on shareholder loan stock during the year totalling £1,127,290 (2014: £1,016,058). No interest was repaid during the year.

Other minority shareholder loan stock holders charged interest totalling £378,498 (2014: £310,045) during the year of which £88,015 (2014: £51,439) was paid during the year.

The balances due from/ (owed to) related parties at the year end were as follows:

	2015 £	2014 £
Yorktest Laboratories Limited	(2,869,057)	(1,906,915)
Ingemino Limited	(806,941)	(806,941)
CBPE Nominees Limited	(10,395,827)	(9,268,537)
Other loan stock holders	(3,903,034)	(3,612,551)
Total	(17,974,859)	(15,594,944)

INGEMINO FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

16. Prior year adjustment

A prior year adjustment has been made which increases interest payable on shareholder loan stock by £18,241. The effect is an increase to creditors due within one year and also to the loss for the period by the same amount.

Additionally, loan set up costs totalling £72,000 which are no longer payable have been released to the Statement of Comprehensive Income. The effect is a reduction in creditors due after more than 1 year and a reduction in the loss for the period by the same amount.

The net effect of the adjustments above is an increase in equity attributable to shareholders of £53,759.

17. Controlling party

The company's immediate and ultimate parent company is Ingemino Limited (In liquidation), a company incorporated in England and Wales.

The directors consider the ultimate controlling party to be CBPE Capital LLP, a private equity manager which controls the company indirectly via CBPE Nominees Limited, as a result of controlling 75% of the issued share capital of Ingemino Limited.

18. First time adoption of FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.