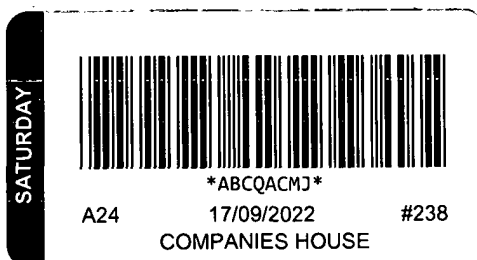


COMPANY REGISTRATION NUMBER: 10253125

**WHP Investments UK Ltd**  
**Annual Report and Financial Statements**  
**For the year ended 31 December 2021**



# **WHP Investments UK Ltd**

## **Financial Statements**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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# WHP Investments UK Ltd

## Officers and Professional Advisers

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<b>The board of directors</b>	Mr T Murch Mr I Lichfield Mrs C Farquhar Mr N Hall Mr G Arnold Mr R Noble (appointed 27 <sup>th</sup> September 2021) Mr D Walker (appointed 27 <sup>th</sup> September 2021) Mr N Ward (appointed 27 <sup>th</sup> September 2021) Mr P Denvers (appointed 11 <sup>th</sup> January 2022)
<b>Registered number</b>	10253125
<b>Registered office</b>	Riverside House Delta Bank Road Metro Riverside Park Gateshead NE11 9DJ
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered accountant & statutory auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ

# **WHP Investments UK Ltd**

## **Strategic Report**

### **FOR THE YEAR ENDED 31 DECEMBER 2021**

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The directors present the strategic report for the year ended 31 December 2021.

#### **Overview**

WHP Investments UK Ltd, a holding company, acquired the shares of WHP Facilities Ltd and its subsidiary company in September 2016 following investment from Enact.

WHP Facilities Ltd is a business founded in 2009 which provides staff and management services to its subsidiary company WHP Engineering Ltd.

WHP Engineering Ltd (known as 'WHP') is a world class leader in design and build services for clean manufacturing solutions and complex process systems across diverse market sectors.

WHP's fully integrated Tier 1 design and build service covers concept development, design, build, fabrication, commissioning and validation. Specialising in modular design and turnkey projects for cleanroom construction, laboratories, R&D, containment/evaluation facilities and suites.

The team at our Technical Centre are experts in the manufacture and installation of hygienic, sterile processing plant for manufacturing facilities. During the year WHP completed the design, modular build and installation of a state of the art Enzyme Manufacturing Facility and are delighted to have since been awarded a contract for the design of further expansion to the facility.

Completing a range of highly complex projects for a variety of clients ranging from blue-chip to start-ups, WHP is an industry leader in the design and build of large scale Good Manufacturing Practice (GMP) Manufacturing Facilities. During the year WHP was appointed to design and build a GMP facility for the manufacture of synthetic DNA. As part of the overall project, WHP will refurbish and convert landmark Victorian Grade II listed buildings to accommodate the new facility.

This breadth of skill, together with our unrivalled technical know-how and commitment to safety first, quality always, combined with a solutions-focused approach, enables us to drive the ambitions of SME's to global brands.

Safety remains paramount to WHP and the team were delighted to retain the maximum five stars in the British Safety Council's Health and Safety Management Audit. The success reflects WHP's 'Zero Harm' policy that sees every employee trained to fulfil their role in a safe manner.

Managing our environmental impact is a priority and an important part of our overall commitment to responsible business. WHP promote corporate sustainability not only within our own operations, but also with our partners and supply chain. WHP are accredited with ISO 14001:2015 and as such have a mature Environmental Management System in place. Over the past 12 months WHP have recycled 98% of all waste produced and reduced our energy consumption by nearly 20%.

WHP were awarded the EcoVadis (the international sustainability and CSR rating firm) Gold rating. The Gold rating not only puts WHP within the top 5% of companies measured by EcoVadis, but also places them in the top 7% within the Engineering and Construction sectors.

The Covid-19 pandemic presented unprecedented challenges to WHP with increased costs, travel restrictions in the UK and Europe and supply chain delays.

In addition, the Covid-19 pandemic adversely impacted new business with large capital projects put on hold due to market uncertainty from early 2020 until late 2021. These impacts caused a significant reduction to WHP's 2021 turnover.

However, with market confidence improving WHP saw a significant increase in new business in the second half of the year resulting in the second highest order intake in its history. With a significant open order book at the end of the year providing the platform for recovery in excess of pre-Covid-19 levels and further growth in later years.

# **WHP Investments UK Ltd**

## **Strategic Report (continued)**

### **FOR THE YEAR ENDED 31 DECEMBER 2021**

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#### **Financial performance**

The turnover for the group for the year ended 31 December 2021, as shown in the income statement on page 12, shows a 51% decrease from prior year at £17 million, significantly lower than prior years and reflecting the impact of Covid-19 on new business opportunities.

Group operating losses before exceptional items for the year ended 31 December 2021 of £0.11 million was behind prior year result of profits of £1.1 million. This is due to a combination of factors including significantly reduced revenue and inefficient working as a result of Covid-19.

Exceptional costs for the group in the year were £0.42 million, which was primarily one-off costs associated to the Covid-19 pandemic.

The net liabilities of the group at 31<sup>st</sup> December 2021 were £8.9m (2020: £7.9m) due to the losses incurred in the year.

Operating losses of the company for the year ended 31 December 2021 of £0.1m was in line with prior year, with net liabilities at 31 December 2021 of £2.8m (2020: £2.4m)

#### **Business strategy and future developments**

WHP has maintained its enviable reputation for delivering quality in complex environments and highly regulated sectors. The business continues to secure contracts with its existing customer base (which includes some of the biggest names in the pharmaceutical and biotech sectors) it has also been successful in securing contracts with new customers, further enhancing its reputation in the market place.

WHP strategy involves early engagement with the client and as a result has been awarded a number of concept design and feasibility study contracts which are expected to convert to Design and Build projects late 2022 and into 2023, securing further growth.

In 2016, following the investment from Endless, WHP set itself a target to deliver turnover in excess of £50m by 2021. With consistent year on year growth, WHP were on track to achieve this target but Covid-19 has inevitably pushed the timing of achieving this milestone back. However, with the orders won in 2021 and the current buoyant sales pipeline, WHP is confident of returning on its growth trajectory through 2022 and beyond.

#### **Key performance indicators**

The company's directors use several indicators (financial and non-financial) to monitor the business, however the level of turnover, operating profit and cash flow remain the key indicators of the Group's performance.

- Turnover in 2021 was 51% lower than 2020 which was largely due to the impact of Covid-19, however with the increased order book at the end of the year WHP is set to return to growth in 2022.
- Operating losses before exceptional items were £1.2 million behind 2020 due to a combination of lower turnover and inefficient working due to Covid-19.
- Cash at the end of the year of £2.2 million was higher than 2020 by £0.8 million, due to working capital positive project delivery. The non-utilised overdraft facility expired in October 2020 which has been replaced with a £1m recovery loan which has not been utilised.

# WHP Investments UK Ltd

## Strategic Report (continued)

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### Principal risks and uncertainties

The principal risks and uncertainties to which the company is exposed are identified and formally reviewed by the directors and the appropriate controls and mitigations are identified to manage these risks. The principal risks include:

- **Contract timing** - The timing of new contracts continues to be a risk. The directors have a number of actions in place to mitigate risk of new contract placement including daily meetings with focused action plans for order conversion and additional pipeline opportunities to mitigate delay.
- **Covid-19 risk** - The directors continue to monitor the effects of the pandemic and the impact to the business of key personnel falling ill. A number of mitigating actions are in place to reduce the risk including enhanced social distancing and PPE policies and remote working.
- **Global economy risk (including Brexit & Ukraine war)** - The directors continue to monitor the effects of is to the global economy, which has resulted in supply chain delays and significant cost increases. Mitigating actions include the increased use of cost reimbursable contracts, stage gate process on fixed price contracts, agreeing contracts with suppliers ahead of a fixed price contract, risk contingencies and the use of indices for inflationary increases in fixed price contracts.
- **Resources** -The combined impact of increased demand following the pandemic has resulted in pressure on the labour market resulting in limited availability of resource and significant salary increases. The directors are managing the risk through a combination of actions including a new recruitment strategy, internal staff development and improved employee benefits.

This report was approved by the board of directors on 26 August 2022 and signed on behalf of the board by:

On behalf of the board

**C Farquhar**

Digitally signed by C Farquhar  
Date: 2022.08.26 14:34:55 +01'00'

Mrs C Farquhar  
Director

# WHP Investments UK Ltd

## Directors' Report

### FOR THE YEAR ENDED 31 DECEMBER 2021

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The directors present their annual report and audited consolidated financial statements for the year ended 31 December 2021.

#### Principal activities

The principal activity of the company is a holding company. The principal activity of the group is that of engineering design consultancy and project management.

#### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr T Murch  
Mr I Lichfield  
Mrs C Farquhar  
Mr N Hall  
Mr G Arnold  
Mr R Noble (appointed 27<sup>th</sup> September 2021)  
Mr D Walker (appointed 27<sup>th</sup> September 2021)  
Mr N Ward (appointed 27<sup>th</sup> September 2021)  
Mr P Denvers (appointed 11<sup>th</sup> January 2022)

#### Results and dividends

The results for the group show a profit before taxation, interest and exceptional items of £0.11m (2020: profit of £1.08m) for the year and turnover of £17.0m (2020: £35.0m). Losses before taxation were £0.975m (2020: loss of £0.14m).

No ordinary dividends were paid during the year. The directors do not recommend payment of a final dividend.

#### Independent auditors

PricewaterhouseCoopers LLP were re-appointed during the year. The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and their re-appointment will be proposed to the Board.

#### Financial risk management

The company's subsidiary, WHP Engineering Ltd, operations expose them to a number of financial risks that include the effects of foreign exchange risk, credit risk and interest rate cash flow risk. The group has in place a risk management program that seeks to limit the adverse effects on the financial performance of the company.

##### *Foreign exchange risk*

The company is exposed to foreign currency exchange rate fluctuations, primarily between Sterling and Euro, as foreign currency transactions are not hedged. Management review net foreign currency cash flow exposure periodically to satisfy themselves that there is no material risk.

##### *Credit risk*

The company has implemented policies that require appropriate credit checks on potential customers and suppliers before sales and purchases are made. Deposits with financial institutions are made after consideration as to the counterparty's credit rating.

##### *Interest rate cash flow risk*

Exposure to interest rate risk is limited to movements in the United Kingdom base rates.

##### *Liquidity risk*

The company aims to mitigate liquidity risk by managing cash generated by its operations.

#### Future developments

Future developments are highlighted in the strategic report.

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# **WHP Investments UK Ltd**

## **Directors' Report**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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### **Director's indemnity insurance**

A qualifying third-party management liability indemnity insurance policy was in place in the year and at the point of signing the financial statements.

### **Going concern**

The directors are of the opinion that the financial statements should be prepared on a going concern basis. In forming this opinion, the Board has considered forecasts prepared, with downside scenarios, taking account of the information currently known about the Covid-19 pandemic. With a strong pipeline, the Directors are satisfied that there is no reason to believe that the group's current funding and liquidity position is not sufficient for at least 12 months from the signing of these financial statements.

### **Statement of directors' responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and the company 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, 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 group and company and of the profit or loss of the group 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;
- 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 group and company will continue in business.

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

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.



# WHP Investments UK Ltd

## Directors' Report

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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### Directors' confirmations

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 group's and 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 group's and company's auditors are aware of that information.

This report was approved by the board of directors on 26 August 2022 and signed on behalf of the board by:

Caroline Farquhar  
Director

C Farquhar

Digitally signed by C  
Farquhar  
Date: 2022.08.26  
14:35:34 +01'00'

## Report on the audit of the financial statements

### Opinion

In our opinion, WHP Investments UK Ltd's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2021 and of the group's loss and the group's cash flows for the year then ended;
- have been properly prepared 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); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Consolidated statement of financial position and Company statement of financial position as at 31 December 2021; the Consolidated income statement, the Consolidated statement of cash flows, the Consolidated statement of changes in equity and Company statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

# **WHP Investments UK Ltd**

## **Independent Auditor's Report to the Members of WHP Investments UK Ltd**

**FOR THE YEAR ENDED 31 DECEMBER 2021**

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### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

### **Strategic report and Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 December 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

### **Responsibilities for the financial statements and the audit**

#### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditors' 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 auditors' 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.

# **WHP Investments UK Ltd**

## **Independent Auditor's Report to the Members of WHP Investments UK Ltd**

### **FOR THE YEAR ENDED 31 DECEMBER 2021**

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#### **Auditors' responsibilities for the audit of the financial statements**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment law and health and safety legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and UK tax law. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and/ or management bias within accounting estimates with the aim of increasing profitability. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of fraud or non-compliance with laws and regulations;
- Identifying and testing journal entries, in particular any journal entries posted with unusual account combinations increasing revenues and testing for any journals with unusual account entries manipulating Earnings Before Interest Tax Depreciation and Amortisation (EBITDA);
- Obtaining supporting audit evidence for the significant assumptions and judgements made by management;
- Review of board minutes;
- Reviewing financial statement disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### **Use of this report**

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.

# **WHP Investments UK Ltd**

## **Independent Auditor's Report to the Members of WHP Investments UK Ltd FOR THE YEAR ENDED 31 DECEMBER 2021**

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### **Other required reporting**

#### **Companies Act 2006 exception reporting**

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Mark Dawson (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
26 August 2022

# WHP Investments UK Ltd

## Consolidated Income Statement

FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 £	2020 £
Turnover	3	17,041,705	35,001,645
Cost of sales before exceptional items		(11,716,245)	(27,223,962)
Exceptional cost of sales	4	(420,645)	(647,379)
Total cost of sales		(12,136,890)	(27,871,341)
<b>Gross profit before exceptional items</b>		<b>5,325,460</b>	<b>7,777,683</b>
<b>Gross profit after exceptional items</b>		<b>4,904,815</b>	<b>7,130,304</b>
Administrative expenses before exceptional items		(5,435,512)	(6,695,083)
Exceptional administrative expenses	4	(40,147)	(189,082)
Total administrative expenses		(5,475,659)	(6,884,165)
<b>Operating (loss)/profit before exceptional items</b>		<b>(110,052)</b>	<b>1,082,600</b>
<b>Operating (loss)/profit after exceptional items</b>	4	<b>(570,844)</b>	<b>246,139</b>
Interest receivable and similar income	7	95	5,853
Interest payable and similar expenses	7	(404,917)	(390,917)
<b>Loss before taxation</b>		<b>(975,666)</b>	<b>(138,925)</b>
Tax on loss	8	-	-
<b>Loss for the financial year</b>		<b>(975,666)</b>	<b>(138,925)</b>

All the activities of the group are from continuing operations.

The group has no other recognised items of income and expenses other than the results for the year as set out above.

The notes on pages 18 to 27 form part of these financial statements.

# WHP Investments UK Ltd

## Consolidated Statement of Financial Position

As at 31 DECEMBER 2021

	Notes	2021 £	2020 £
<b>Fixed assets</b>			
Tangible assets	9	33,269	71,565
		<u>33,269</u>	<u>71,565</u>
<b>Current assets</b>			
Debtors	11	3,259,205	3,799,283
Cash at bank and in hand		2,160,137	1,345,757
		<u>5,419,342</u>	<u>5,145,040</u>
<b>Creditors: amounts falling due within one year</b>	12	(14,310,329)	(13,098,657)
<b>Net current liabilities</b>		<u>(8,890,987)</u>	<u>(7,953,617)</u>
<b>Total assets less current liabilities</b>		<u>(8,857,718)</u>	<u>(7,882,052)</u>
<b>Net liabilities</b>		<u>(8,857,718)</u>	<u>(7,882,052)</u>
<b>Capital and reserves</b>			
Called up share capital	13	1,228	1,228
Share premium account		25,572	25,572
Profit and loss account		(8,884,518)	(7,908,852)
<b>Total shareholders' deficit</b>		<u>(8,857,718)</u>	<u>(7,882,052)</u>

These financial statements on pages 12 to 27 were approved by the board of directors and authorised for issue on 26 August 2022 and are signed on behalf of the board by:

**C Farquhar**

Digitally signed by C Farquhar  
Date: 2022.08.26 14:36:00  
+01'00'

Caroline Farquhar  
Director

Company registration number: 10253125

The notes on pages 18 to 27 form part of these financial statements.

# WHP Investments UK Ltd

## Company Statement of Financial Position

As at 31 DECEMBER 2021

	Notes	2021 £	2020 £
<b>Fixed assets</b>			
Investments	10	-	-
<b>Current assets</b>			
Debtors	11	4,405,085	4,405,085
			-
<b>Creditors: amounts falling due within one year</b>	12	(7,230,369)	(6,766,208)
<b>Net current liabilities</b>		(2,825,284)	(2,361,123)
<b>Total assets less current liabilities</b>		(2,825,284)	(2,361,123)
<b>Net liabilities</b>		(2,825,284)	(2,361,123)
<b>Capital and reserves</b>			
Called up share capital	13	1,228	1,228
Share premium account		25,572	25,572
Profit and loss account		(2,852,084)	(2,387,923)
<b>Total shareholders' deficit</b>		(2,825,284)	(2,361,123)

The loss for the financial year of the parent company was £464,161 (2020: £474,348).

These financial statements on pages 12 to 27 were approved by the board of directors and authorised for issue on 26 August 2022, and are signed on behalf of the board by:

**C Farquhar**

Digitally signed by C Farquhar  
Date: 2022.08.26 14:36:17 +01'00'

Caroline Farquhar  
Director

**Company registration number: 10253125**

The notes on pages 18 to 27 form part of these financial statements.



# WHP Investments UK Ltd

## Consolidated Statement of Changes in Equity

FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2020	1,228	25,572	(7,769,927)	(7,743,127)
Loss for the financial year	-	-	(138,925)	(138,925)
Total comprehensive expense for the year	-	-	(138,925)	(138,925)
At 31 December 2020	1,228	25,572	(7,908,852)	(7,882,052)
Loss for the financial year	-	-	(975,666)	(975,666)
Total comprehensive expense for the year	-	-	(975,666)	(975,666)
At 31 December 2021	1,228	25,572	(8,884,518)	(8,857,718)

The notes on pages 18 to 27 form part of these financial statements.

# WHP Investments UK Ltd

## Company Statement of Changes in Equity

### FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Share premium £	Profit and loss account £	Total £
At 1 January 2020	1,228	25,572	(1,913,575)	(1,886,775)
Loss for the financial year	-	-	(474,348)	(474,348)
Total comprehensive expense for the year	-	-	(474,348)	(474,348)
At 31 December 2020	1,228	25,572	(2,387,923)	(2,361,123)
Loss for the financial year	-	-	(464,161)	(464,161)
Total comprehensive expense for the year	-	-	(464,161)	(464,161)
At 31 December 2021	1,228	25,572	(2,852,084)	(2,825,284)

The notes on pages 18 to 27 form part of these financial statements.

# WHP Investments UK Ltd

## Consolidated Statement of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2021

	2021 £	2020 £
<b>Cash flows from operating activities</b>		
Loss for the financial year	(975,666)	(138,925)
<i>Adjustments for:</i>		
Depreciation of tangible assets	40,226	162,081
Bank Interest received	(95)	(5,853)
Interest payable and similar expenses	404,917	390,917
<i>Changes in:</i>		
Trade and other debtors	540,077	7,297,587
Trade and other creditors	1,211,673	(7,095,314)
Cash generated from/(used in) operations	1,221,132	610,493
Tax received	-	97,487
Net cash generated from/(used in) operating activities	1,221,132	707,980
<b>Cash flows from investing activities</b>		
Purchase of tangible assets	(1,930)	(5,821)
Bank Interest received	95	5,853
Net cash generated from/(used in) investing activities	(1,835)	32
<b>Cash flows from financing activities</b>		
Interest paid and similar expenses	(404,917)	(390,917)
Net cash used in financing activities	(404,917)	(390,917)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>814,380</b>	<b>317,095</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>1,345,757</b>	<b>1,028,662</b>
<b>Cash and cash equivalents at end of year</b>	<b>2,160,137</b>	<b>1,345,757</b>

The notes on pages 18 to 27 form part of these financial statements.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 1. General information

The company is a private company limited by shares, registered in England, United Kingdom. The address of the registered office is Riverside House Delta Bank Road, Metro Riverside Park, Gateshead, England, NE11 9DJ.

The principal activity of the company is a holding company. The principal activity of the group is the design and build of clean manufacturing solutions and complex process systems.

#### 2. Accounting policies

##### Basis of preparation

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

The financial statements have been prepared on the historical cost basis. The financial statements are prepared in sterling, which is the functional currency of the entity.

The accounting policies have been applied consistently, other than where new policies have been adopted.

##### Consolidation

The financial statements consolidate the financial statements of WHP Facilities Ltd and all of its subsidiary undertakings.

The parent company has applied the exemption contained in section 408 of the Companies Act 2006 and has not presented its individual profit and loss account.

The group has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48 (a) (iii), 11.48 (a) (iv), 11.48 (b) and 11.48 (c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29 (a), 12.29 (b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18 (b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

##### Going concern

The directors are of the opinion that the financial statements should be prepared on a going concern basis. In forming this opinion, the Board has considered forecasts prepared, with multiple downside scenarios, taking account of the information currently known about the Covid-19 pandemic. With a large order book and a strong pipeline, the Directors are satisfied that there is no reason to believe that the group's current funding and liquidity position is not sufficient for a period of at least 12 months from the date of signing the financial statements.

##### Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 2. Accounting policies (continued)

##### Judgements and key sources of estimation uncertainty (continued)

###### Stage of completion of revenue from contracts (estimate):

Revenue from contracts is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs.

The directors do not believe that there are any judgements relevant to the preparation of the financial statements.

###### Revenue recognition

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from contracts for the provision of professional services is recognised by reference to the stage of completion when the stage of completion, costs incurred and costs to complete can be estimated reliably. The stage of completion is calculated by comparing costs incurred, mainly in relation to contractual hourly staff rates and materials, as a proportion of total costs. Where the outcome cannot be estimated reliably, it is recognised only to the extent of the expenses recognised that are recoverable.

###### Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

###### Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 2. Accounting policies (continued)

##### **Depreciation**

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Leasehold improvements	Straight line over length of related lease
Plant and equipment	20% straight line
Fixtures and fittings	20% straight line
Computers	33% straight line

##### **Investments**

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

##### **Exceptional Costs**

Exceptional costs are transactions that fall within the ordinary activities of the company but are unusual and substantial. Due to their size and nature, exceptional costs are presented separately on the face of income statement.

##### **Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

##### **Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

##### **Defined contribution plans**

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

##### **Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

##### **Basic financial assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method 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. Financial assets classified as receivable within one year are not amortised.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 2. Accounting policies *(continued)*

##### **Basic financial liabilities**

Basic financial liabilities, including creditors, 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 receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

#### 3. Turnover

An analysis of the group's turnover is as follows:

	2021 £	2020 £
<b>Turnover</b>		
Design engineering consultancy	<b>17,041,705</b>	35,001,645

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Turnover is recognised on a percentage of completion basis.

	2021 £	2020 £
<b>Turnover analysed by geographical market</b>		
United Kingdom	<b>12,752,777</b>	15,515,311
Europe	<b>4,288,928</b>	19,486,334
	<b>17,041,705</b>	35,001,645

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#### 4. Operating profit after exceptional items

Operating (loss)/profit is stated after charging:

	2021 £	2020 £
Depreciation of tangible assets	<b>40,226</b>	162,081
Fees payable to the company's auditors for audit of the group and company's financial statements	<b>54,750</b>	33,950
Fees payable to the company's auditors for tax compliance services	<b>42,148</b>	59,000
Exceptional cost of sales	<b>460,792</b>	836,461

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# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

Exceptional items reflect the one-off impact to the business during the year of £540,278 (2020: £836,461) the costs are associated with the Covid-19 pandemic and are summarised below:

	2021 £	2020 £
<b>Exceptional costs included within Cost of Sales</b>		
Onerous contracts caused from Covid-19 restrictions	333,512	95,176
One-off costs due to delays due to Covid-19 restrictions	-	367,990
Redundancy costs	16,345	-
Exceptional professional fees	-	121,073
Non-productive staff costs due to Covid restrictions	-	9,661
One-off site costs incurred as a result of Covid-19 restrictions	70,788	53,479
<b>Exceptional cost of sales</b>	<b>420,645</b>	<b>647,379</b>
<b>Exceptional costs included within Administration expenses</b>		
Exceptional professional fees	40,147	136,082
Financing costs required due to Covid-19 impact on business	-	53,000
<b>Exceptional administration costs</b>	<b>40,147</b>	<b>189,082</b>

#### 5. Staff costs

The average monthly number of persons employed by the group during the year, including the directors, amounted to:

	2021 Number	2020 Number
Direct	51	60
Sales and Administration	20	21
Employees	<b>71</b>	<b>81</b>

The company has no employees in current or prior year. Staff are remunerated through the groups subsidiary company, WHP Facilities Ltd. The aggregate payroll costs incurred during the year were:

	2021 £	2020 £
Wages and salaries	3,649,786	4,159,098
Social security costs	413,166	473,497
Other pension costs	132,046	142,837
	<b>4,194,998</b>	<b>4,775,432</b>



# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### 6. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services was:

	2021 £	2020 £
Remuneration	599,250	540,447
Company contributions to defined contribution pension plans	30,862	30,924
	<u>630,112</u>	<u>571,371</u>

There is 6 (2020:4) directors accruing benefits under defined contribution scheme.

#### Highest Paid Director

	2021 £	2020 £
Remuneration	164,000	164,000
Company contributions to defined contribution pension plans	11,480	11,480
	<u>175,480</u>	<u>175,480</u>

#### 7. Interest receivable and payable and similar expenses

	2021 £	2020 £
Bank interest received	95	5,853
Financing costs	(40,130)	-
Interest paid on loans	<u>(364,787)</u>	<u>(390,917)</u>

#### 8. Tax on loss

	2021 £	2020 £
<b>Current tax:</b>		
UK current tax		
Adjustments in respect of prior periods	-	-
<b>Current tax on profit</b>	<u>-</u>	<u>-</u>
<b>Deferred tax</b>		
Timing differences	-	-
Adjustments in respect of prior periods	-	-
<b>Total tax (credit)/charge</b>	<u>-</u>	<u>-</u>

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### Reconciliation of tax expense

The tax assessed on the loss for the year is lower (2020: lower) than the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	2021 £	2020 £
Profit/ (loss) before taxation	(975,666)	(138,925)
Profit by rate of tax of 19% (2019: 19%)	(185,377)	(26,395)
Expenses not deductible for tax	4,477	2,115
Income not taxable	-	(189)
Deferred tax not provided	180,900	24,469
Adjustments in respect of prior periods	-	-
Losses not recognised	-	-
Tax on Profit	-	-

#### Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining reducing at 19%, as previously enacted). The new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

#### 9. Tangible assets

Group	Leasehold improvements £	Plant and equipment £	Fixtures and fittings £	Computers £	Total £
<b>Cost</b>					
At 1 January 2021	9,179	333,677	73,394	339,986	756,236
Additions	-	-	-	1,930	1,930
<b>At 31 December 2021</b>	<b>9,179</b>	<b>333,677</b>	<b>73,394</b>	<b>341,916</b>	<b>758,166</b>
<b>Accumulated depreciation</b>					
At 1 January 2021	9,179	311,418	61,730	302,344	684,671
Charge for the year	-	6,708	4,017	29,501	40,226
<b>At 31 December 2021</b>	<b>9,179</b>	<b>318,126</b>	<b>65,747</b>	<b>331,845</b>	<b>724,897</b>
<b>Carrying amount</b>					
At 31 December 2021	-	15,551	7,647	10,071	33,269
At 31 December 2020	-	22,259	11,664	37,642	71,565

The company has no tangible assets.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### 10. Investments

The group has no investments.

	Country of incorporation	Class of share	Percentage of shares held
<b>Subsidiary undertakings</b>			
WHP Engineering Ltd (Indirect)	England	Ordinary	100
WHP Facilities Ltd (Direct)	England	Ordinary	100
Sextant Southern Ltd (Indirect)	England	Ordinary	100

The registered addresses of the undertakings are the same as that of WHP Investments UK Ltd.

#### 11. Debtors

	Group 2021 £	Company 2021 £	Group 2020 £	Company 2020 £
Trade debtors	2,827,069	-	2,017,256	-
Gross amounts due from contract customers	189,618	-	344,544	-
Amounts owed by group undertakings	-	4,405,085	-	4,405,085
Corporation tax	-	-	35,829	-
Other debtors	28,604	-	1,151,456	-
Prepayments and accrued income	213,914	-	250,198	-
	<u>3,259,205</u>	<u>4,405,085</u>	<u>3,799,283</u>	<u>4,405,085</u>

Amounts owed from group undertakings are unsecured, repayable on demand and bear no interest.

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

	Group 2021 £	Company 2021 £	Group 2020 £	Company 2020 £
Payments received on account	4,654,507	-	1,286,790	-
Amounts owed to group undertakings	5,416,484	7,057,932	5,021,445	6,628,419
Trade creditors	2,615,078	-	4,203,785	-
Other taxation and social security	796,204	172,437	1,476,752	137,789
Other creditors	322,534	-	699,777	-
Corporation tax	5,230	-	-	-
Accruals and deferred income	500,292	-	410,108	-
	<u>14,310,329</u>	<u>7,230,369</u>	<u>13,098,657</u>	<u>6,766,208</u>

Included within amounts owed to group undertakings are amounts of £4,300,000 (2020: £4,300,000) which are unsecured, and bear interest at 8% and as at 31 December 2021 were due within one year. Subsequent to the year-end date, the facility has been extended to 31 December 2023.

Other amounts owed from group undertakings are unsecured, repayable on demand and bear no interest.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

#### 13. Called up share capital

##### Issued, called up and fully paid Group and company

	No.	2021 £	No.	2020 £
Ordinary A shares of £0.01 each	100,000	1,000	100,000	1,000
Ordinary B Shares of £0.01 each	22,783	228	22,783	228

##### Share movements

	No.	£
<b>Ordinary</b>		
At 01 January 2021	122,783	1,228
At 31 December 2021	122,783	1,228

#### 14. Financial instruments

The carrying amount for each category of financial instrument is as follows:

##### Financial assets measured at amortised cost

	Group 2021 £	Company 2021 £	Group 2020 £	Company 2020 £
Financial assets measured at amortised cost	4,987,206	4,405,085	Restated 3,314,431	4,405,085

##### Financial liabilities measured at amortised cost

	Group 2021 £	Company 2021 £	Group 2020 £	Company 2020 £
Financial liabilities measured at amortised cost	8,832,996	7,230,412	Restated 10,701,892	6,766,208

2020 adjusted to correctly reflect all financial assets and liabilities. The amounts as previously disclosed were Financial assets of £1,968,674 and Financial liabilities of £11,148,667, there has been no impact on the Consolidated statement of changes in equity of this change.

# WHP Investments UK Ltd

## Notes to the Financial Statements *(continued)*

### FOR THE YEAR ENDED 31 DECEMBER 2021

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#### 15. Operating lease commitments

##### Leases

At the reporting end date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2021 £	2020 £
Less than one year	156,820	157,458
Between one and two years	150,000	152,772
Between two and five years	450,000	450,000
In more than five years	87,500	237,500
	<u>844,320</u>	<u>997,730</u>

The company had no lease commitments.

#### 16. Related party transactions

The group and company have taken advantage under paragraph 33.1A of FRS 102, of not disclosing transactions with other group companies. There are no other transactions which are required to be disclosed under the terms of FRS 102.

There are no other related party transactions.

Description	Opening balance £	Amounts advanced £	Interest charged £	Amounts repaid £	Closing balance £
Directors loan accounts	<u>25,469</u>	<u>-</u>	<u>-</u>	<u>6,000</u>	<u>19,469</u>

#### 17. Controlling party

The company's immediate and parent company is Endless LLP. The company's ultimate controlling party is Endless LLP, a limited liability partnership registered in England.

WHP Investments UK Ltd are the smallest and largest undertaking to consolidate these financial statements.