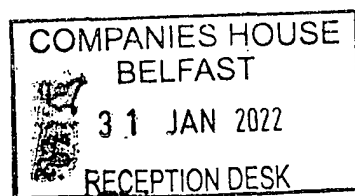


Registered number: NI070926

BANAH UK LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2021



BANAH UK LIMITED

COMPANY INFORMATION

| | |
|-----------------------------|--|
| Directors | John Blackstock David Henderson Andrew Corley Michael Fitch |
| Company secretary | David Henderson |
| Registered number | NI070926 |
| Registered office | 2 Lisnamuck Road C/O Tobermore Concrete Products Ltd Tobermore BT45 5QF |
| Independent auditors | BDO Northern Ireland Chartered Accountants and Statutory Auditors Lindsay House 10 Callender Street Belfast BT1 5BN |
| Bankers | Danske Bank Donegall Square West Belfast BT1 6JS |

BANAH UK LIMITED

CONTENTS

| | Page |
|--|---------------|
| Directors' Report | 1 - 2 |
| Audit Report | 3-6 |
| Profit and Loss Account | 7 |
| Balance Sheet | 8 |
| Notes to the Financial Statements | 9 - 16 |

BANAH UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2021

The directors present their report and the financial statements for the year ended 30 April 2021.

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 the Companies Act 2006 and FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102), applying Section 1A of that Standard, issued by the Financial Reporting Council ("relevant financial reporting framework"). 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 assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2006.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for ensuring that the company keeps or causes to be kept adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Principal activity

The principal activity of the company was that of research and development of alternative building materials. The company is in the process of winding up its trading activities at the point of the signing of the financial statements

Business review

As the company are in the process of winding up its trading activities the directors consider it inappropriate to prepare the financial statements on the going concern basis and therefore have adopted the break up basis for preparation of the financial statements.

Directors

The directors who served during the year were:

John Blackstock
David Henderson
Andrew Corley
Michael Fitch

BANAH UK LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2021**

Disclosure of information to auditors

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the 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 auditors are aware of that information.

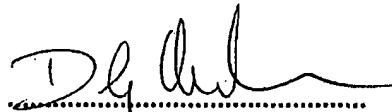
Auditors

The auditors, BDO Northern Ireland, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on ~~23-01~~ 22 and signed on its behalf.



David Henderson
Director

BANAH UK LIMITED

AUDIT REPORT FOR THE YEAR ENDED 30 APRIL 2021

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 30 April 2021 and of its result 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.

We have audited the financial statements of Banah UK Limited ("the company") for the year ended 30 April 2021 which comprise the profit and loss account, balance sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

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

Emphasis of matter – basis of preparation / financial statements prepared on a basis other than going concern

We draw attention to Note 1.2 to the financial statements which explains that the directors intend to wind up the company and therefore do not consider the company to be a going concern. Accordingly, the financial statements have been prepared on a basis other than that of going concern as described in Note 1.2. Our opinion is not modified in this respect of this matter.

BANAH UK LIMITED

AUDIT REPORT FOR THE YEAR ENDED 30 APRIL 2021

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

BANAH UK LIMITED

AUDIT REPORT FOR THE YEAR ENDED 30 APRIL 2021

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

Extent to which the audit was capable of detecting irregularities, including fraud

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:

We gained an understanding of the legal and the regulatory framework applicable to the company and the industry in which it operates and considered the risk of acts by the company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to compliance with Companies Act 2006 and FRS 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

We focused on laws and regulations that could give rise to material misstatement in the financial statements. Our tests included but were not limited to:

- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of management; and
- considering the effectiveness of the control environment and monitoring compliance with laws and regulations.

BANAH UK LIMITED

AUDIT REPORT FOR THE YEAR ENDED 30 APRIL 2021

We also communicated relevant identified laws and regulations and potential fraud risk to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it. As in all of our audits we addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>.

This description forms part of our auditor's report.

Use of our report

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

BDO Northern Ireland

Laura S V Jackson, senior statutory auditor
For and on behalf of BDO Northern Ireland, statutory auditor
Lindsay House
10 Callender Street
Belfast
BT1 5BN

28 January 2022

BANAH UK LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 2021

| | Note | 2021 £ | 2020 £ |
|---|------|-------------------------|-------------------------|
| Turnover | | 140 | 23,546 |
| Cost of sales | | (6,637) | (159,852) |
| Gross loss | | (6,497) | (136,306) |
| Administrative expenses | | (35,871) | (1,286,642) |
| Operating loss | | (42,368) | (1,422,948) |
| Intercompany loan debit/(credit) | | (66,830) | 4,731,499 |
| Interest receivable and similar income | | - | 27 |
| Interest payable and similar expenses | | - | (60,676) |
| (Loss)/profit before tax | | (109,198) | 3,247,902 |
| Tax on (loss)/profit | | - | 66,868 |
| (Loss)/profit for the financial year | | <u>(109,198)</u> | <u>3,314,770</u> |

The notes on pages 9 to 16 form part of these financial statements.

All the activities of the company are from discontinued operations.

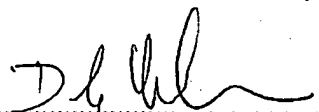
BANAH UK LIMITED
REGISTERED NUMBER: NI070926

BALANCE SHEET
AS AT 30 APRIL 2021

| | Note | 2021 £ | 2020 £ |
|--|------|------------------|------------------|
| Current assets | | | |
| Fixed assets held for sale | | - | 81,611 |
| Debtors: amounts falling due within one year | 6 | 432 | 147,659 |
| Cash at bank and in hand | | 158 | 337,853 |
| | | <u>590</u> | <u>567,123</u> |
| Creditors: amounts falling due within one year | 7 | (418,184) | (875,519) |
| Net current liabilities | | <u>(417,594)</u> | <u>(308,396)</u> |
| Total assets less current liabilities | | <u>(417,594)</u> | <u>(308,396)</u> |
| Net liabilities | | <u>(417,594)</u> | <u>(308,396)</u> |
| Capital and reserves | | | |
| Called up share capital | 9 | 150,872 | 150,872 |
| Share premium account | 10 | 4,907,236 | 4,907,236 |
| Profit and loss account | 10 | (5,475,702) | (5,366,504) |
| | | <u>(417,594)</u> | <u>(308,396)</u> |

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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


.....
David Henderson
Director

Date: 28-01-2022

The notes on pages 9 to 16 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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.

The following principal accounting policies have been applied:

1.2 Going concern

The company is in the process of winding up its trading activities at the point of the signing of the financial statements. Therefore the financial statements have been prepared on a break up basis.

1.3 Revenue recognition

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.4 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

Amortisation is provided on the following bases:

| | |
|---------|---------------------|
| Patents | - 10% straight line |
|---------|---------------------|

BANAH UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2021

1. Accounting policies (continued)

1.5 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

| | |
|---------------------------|--------------------------|
| S/Term Leasehold Property | - 25% straight line |
| Plant & machinery | - 4% - 20% straight line |
| Office equipment | - 25% straight line |

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

1.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2021**

1. Accounting policies (continued)

1.8 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and Loss Account within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

1.9 Finance costs

Finance costs are charged to profit or loss 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.

1.10 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

1.11 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

BANAH UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2021

1. Accounting policies (continued)

1.12 Interest income

Interest income is recognised in profit or loss using the effective interest method.

1.13 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

1.14 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2. General information

Banah UK Limited is a private company limited by shares and is incorporated and registered in Northern Ireland under Company Registration Number NI070926.

The company's registered office is 2 Lisnamuck Road, C/O Tobermore Concrete Products Ltd, Tobermore, Northern Ireland, BT45 5QF.

The principal activity of the company was that of research and development of alternative building materials.

3. Employees

The average monthly number of employees, during the year was as follows:

| | 2021 No. | 2020 No. |
|-------|-------------|-------------|
| Staff | <u>4</u> | <u>6</u> |

BANAH UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2021

4. Intangible assets

| | Patents £ |
|-----------------------|----------------------|
| Cost | |
| At 1 May 2020 | 72,371 |
| At 30 April 2021 | <u>72,371</u> |
| Amortisation | |
| At 1 May 2020 | 72,371 |
| At 30 April 2021 | <u>72,371</u> |
| Net book value | |
| At 30 April 2021 | <u>-</u> |
| At 30 April 2020 | <u>-</u> |

5. Tangible fixed assets

| | S/Term Leasehold Property £ | Plant & machinery £ | Office equipment £ | Total £ |
|-----------------------|--|--|-----------------------------------|--------------------|
| At 1 May 2020 | 189,508 | 1,843,250 | 103,842 | 2,136,600 |
| Disposals | (189,508) | (1,843,250) | (103,842) | (2,136,600) |
| At 30 April 2021 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| At 1 May 2020 | 189,508 | 1,843,250 | 103,842 | 2,136,600 |
| Disposals | (189,508) | (1,843,250) | (103,842) | (2,136,600) |
| At 30 April 2021 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| Net book value | | | | |
| At 30 April 2021 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |
| At 30 April 2020 | <u>-</u> | <u>-</u> | <u>-</u> | <u>-</u> |

BANAH UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2021

6. Debtors

| | 2021 £ | 2020 £ |
|--------------------------------|------------|----------------|
| Trade debtors | - | 139,562 |
| Other debtors | 432 | 1,071 |
| Prepayments and accrued income | - | 7,026 |
| | <u>432</u> | <u>147,659</u> |

All debts fall due within one year.

7. Creditors: Amounts falling due within one year

| | 2021 £ | 2020 £ |
|------------------------------------|----------------|----------------|
| Trade creditors | - | 18,269 |
| Amounts owed to group undertakings | - | 351,052 |
| Other taxation and social security | - | 80,340 |
| Other creditors | 397,984 | 398,051 |
| Accruals and deferred income | 20,200 | 27,807 |
| | <u>418,184</u> | <u>875,519</u> |

Amounts owed to group undertakings and related parties are interest free, unsecured and repayable on demand.

The following liabilities were secured:

| | 2021 £ | 2020 £ |
|------------------------------------|-----------|----------------|
| Amounts owed to group undertakings | - | 351,052 |
| | <u>-</u> | <u>351,052</u> |

Details of security provided:

Loans from Tobermore Holdings Limited are secured by an all monies debenture over all the property, assets and undertakings of the company.

BANAH UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2021

8. Financial instruments

| | 2021 £ | 2020 £ |
|--|------------|----------------|
| Financial assets | | |
| Financial assets measured at fair value through profit or loss | <u>158</u> | <u>337,853</u> |

Financial assets measured at fair value through profit or loss comprise cash in hand held at the balance sheet date.

9. Share capital

| | 2021 £ | 2020 £ |
|--|----------------|----------------|
| Allotted, called up and fully paid | | |
| 8,297,972 (2020 - 8,297,972) Ordinary shares of £0.01 each | 82,980 | 82,980 |
| 6,789,245 (2020 - 6,789,245) Ordinary B shares of £0.01 each | 67,892 | 67,892 |
| | <u>150,872</u> | <u>150,872</u> |

10. Reserves

Share premium account

The share premium account includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit & loss account

The profit and loss account is a fully distributable reserve and includes all current and prior year retained profits and losses.

11. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £nil (2020 - £3,104). Contributions totaling £nil (2020 - £nil) were payable to the fund at the balance sheet date.

12. Directors' personal guarantees

A guarantee from one of the directors to the trustees of a family pension fund was in place in relation to a loan from the pension fund.

BANAH UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2021

13. Related party transactions

During the year the company entered into transactions, in the ordinary course of business with other related parties. Transactions entered into and trading balances outstanding at 30 April 2021 are as follows:

| | 2021 £ | 2020 £ |
|---|----------------|----------------|
| Creditor balance brought forward | 749,103 | 6,658,779 |
| Accountancy & consultancy services | (2,102) | 40,295 |
| Rent due to related parties | 23,865 | 290,000 |
| Loans advanced by related parties | - | 2,349,363 |
| Payments to related parties | (439,647) | (173,117) |
| Intercompany loan debit/(credit) | 66,830 | (4,731,499) |
| Cash received on behalf of Banah UK Limited | - | (3,689,454) |
| Interest charged by related parties | - | 4,736 |
| Directors loan adjustment | (65) | - |
| Creditor balance carried forward | 397,984 | 749,103 |

Terms and conditions of transactions with related parties:

Sales and purchases between related parties are made at normal market prices. Outstanding balances with related parties are repayable on demand.

14. Post balance sheet events

At the point of the signing of the financial statements the company is in the process of winding up its trading activities. In the post Balance Sheet period the company:

- vacated the premises at 1b, Letterloan Road, Macosquin, Coleraine, BT51 4PP.
- concluded negotiations with a related party surrounding the property lease. The company has agreed for a surrender of any property interests at its former business premises.
- was released from the debt due to the related party.

15. Controlling party

At the date of signing these accounts the company is under the ultimate control of David Henderson.