

Company Registration No. 00694901 (England and Wales)

CELLMARK CHEMICALS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2019
PAGES FOR FILING WITH REGISTRAR

CELLMARK CHEMICALS LIMITED

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CELLMARK CHEMICALS LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2019

The directors present their report and financial statements for the year ended 31 December 2019.

Principal activities

The principal activity of the company during the year was that of selling speciality chemicals, and other materials.

Directors

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

Mr U Schoumakers	(Resigned 17 June 2020)
Mr H M Perrin	
Mrs P A Jordan	(Appointed 17 June 2020)

Statement of disclosure to auditor

Each of the directors in office at the date of approval of this annual report confirms that:

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

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Mrs P A Jordan
Director

8 July 2020

CELLMARK CHEMICALS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
Fixed assets					
Intangible assets	3		15,389		15,671
Tangible assets	4		-		42,368
			<u>15,389</u>		<u>58,039</u>
Current assets					
Stocks		672,403		1,319,278	
Debtors	7	589,271		1,492,183	
		<u>1,261,674</u>		<u>2,811,461</u>	
Creditors: amounts falling due within one year	6	<u>(1,082,922)</u>		<u>(2,039,872)</u>	
Net current assets			<u>178,752</u>		<u>771,589</u>
Total assets less current liabilities			<u>194,141</u>		<u>829,628</u>
Provisions for liabilities			-		(3,889)
Net assets			<u><u>194,141</u></u>		<u><u>825,739</u></u>
Capital and reserves					
Called up share capital			1,000		1,000
Profit and loss reserves			<u>193,141</u>		<u>824,739</u>
Total equity			<u><u>194,141</u></u>		<u><u>825,739</u></u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 8 July 2020 and are signed on its behalf by:

Mrs P A Jordan
Director

Company Registration No. 00694901

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

CellMark Chemicals Limited is a private company limited by shares incorporated in England and Wales. The registered office is Grenville Court, Britwell Road, Burnham, Buckinghamshire, SL1 8DF.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Cellmark AB. These consolidated financial statements are available from its registered office in Sweden.

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.2 Going concern

Brexit has been planned for by the company since 2018.

The Chemicals business conducted by the company is for a large part an export business to the EU and so the company has taken the necessary steps in terms of regulatory and administrative registrations to allow it to be able to export and to invoice European customers in the EU post Brexit.

The company has also worked with its logistic service providers, who have put in place the necessary contingency plans to allow the transportation of the company's goods in and out of the UK without disruption.

There are still some EU regulations on which the company needs the EU and the UK to reach agreement and we expect these to be resolved in due course.

Despite those uncertainties, the company has put in place contingencies plan in order to serve its customer needs and keep the business and operations up and running.

In respect of Covid19 the company has taken the necessary measures to protect its people and operations. The office of the company in the UK is up and running, and did not experience and does not anticipate any major supply chain disruptions.

In terms of business, there are still uncertainties as of June 2020 on the future evolution of the market demand for UK based business.

The company has not had any major disruption in its supply of products, and so far have been able to serve its UK and EU customers without significant issues.

Given the diversity of the company's markets and its geographies, the company anticipates some business areas will get higher demand while others will be suffering, and consequently we anticipate some slow down of the market demand but to a limited extent. We expect to remain profitable.

The directors believe that preparing the accounts on the going concern basis is appropriate. The company has the continued financial support of the ultimate parent company.

1.3 Turnover

Turnover represents the value of goods supplied to customers during the year, excluding Value Added Tax.

Revenue is recognised at the time when the principal risk and rewards associated with supplied goods are passed to the customer.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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, revenue is recognised only to the extent of the expenses recognised that it is probable will be recovered.

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date if the fair value can be measured reliably.

Intangible fixed assets are licences to import and sell specific restricted chemicals. The licence is valued at cost less accumulated amortisation. Amortisation is calculated to write off the cost in equal annual installments over the length of the licence. The length of the license is five years.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Licence to import chemicals	over the length of the licence
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1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Tangible fixed assets are stated in the balance sheet at their historic purchases cost, less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bring the asset to its working condition for its intended use. Depreciation is provided on tangible fixed assets at rates calculated to write off the cost of each asset less its estimated residual value, in equal annual instalments over its expected useful economic life as follows:

Fixtures, fittings & equipment	3 to 10 years on a straight line basis
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Stocks

Stocks are stated at the lower of cost and net realisable value.

Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 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.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

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.

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instrument to the net carrying amount on initial recognition.

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. The impairment loss is recognised in profit or loss.

Classification of financial liabilities

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

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 payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

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.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs.

Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recognised in profit or loss immediately, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

(Continued)

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and recognised only when, on the basis of all available evidence, it can be regarded as more likely that not that there will be suitable taxable profits against which to recover carried forward tax losses from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

1.14 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss 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 leases asset are consumed.

1.15 Foreign exchange

Monetary assets and liabilities denominated in foreign currencies are translated into £ at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences arising from translation of assets and liabilities and transactions are taken to profit and loss account.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 4 (2018 - 2).

	2019 Number	2018 Number
Total	4	2
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CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

3 Intangible fixed assets

	Other £
Cost	
At 1 January 2019	23,934
Additions	5,406
	<hr/>
At 31 December 2019	29,340
	<hr/>
Amortisation and impairment	
At 1 January 2019	8,263
Amortisation charged for the year	5,688
	<hr/>
At 31 December 2019	13,951
	<hr/>
Carrying amount	
At 31 December 2019	15,389
	<hr/> <hr/>
At 31 December 2018	15,671
	<hr/> <hr/>

4 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 January 2019	46,732
Disposals	(46,732)
	<hr/>
At 31 December 2019	-
	<hr/>
Depreciation and impairment	
At 1 January 2019	4,364
Depreciation charged in the year	6,815
Eliminated in respect of disposals	(11,179)
	<hr/>
At 31 December 2019	-
	<hr/>
Carrying amount	
At 31 December 2019	-
	<hr/> <hr/>
At 31 December 2018	42,368
	<hr/> <hr/>

5 Financial instruments

	2019 £	2018 £
Carrying amount of financial assets		
Debt instruments measured at amortised cost	296,314	1,421,366
	<hr/> <hr/>	<hr/> <hr/>

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

(Continued)

5 Financial instruments

Carrying amount of financial liabilities

Measured at amortised cost	1,082,922	1,940,856
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The group has exposures to two main areas of risk relating to financial instruments - foreign exchange currency exposure and customer credit exposure.

Customer credit exposure

The group may offer credit terms to its customers which allow payment of the debt after delivery of the goods or services. The group is at risk to the extent that a customer may be unable to pay the debt on the specified due date. This risk is mitigated by the strong on-going customer relationships and by credit insurance.

Hedging arrangements

Foreign exchange transactional currency exposure

The company is exposed to currency exchange rate risk due to a significant proportion of its receivables and operating expenses being denominated in non-Sterling currencies. The net exposure of each currency is monitored and managed by the use of forward foreign exchange contracts. The forward foreign exchange contracts all mature within 12 months.

At 31 December 2018, the company had forward foreign exchange contracts open in various currencies as follows:

Contracts to buy USD \$17,129 (2018: \$60,800)
 Contracts to sell USD \$23,449 (2018: \$11,294)
 Contracts to buy GBP £36,385 (2018: £24,552)
 Contracts to sell Euro €37,206 (2018: €71,050)

The above contracts are maturing between January 2020 and February 2020.

There is a bank guarantee to H M Revenue & Customs of £200,000 in the ordinary course of the business.

6 Creditors: amounts falling due within one year

	2019 £	2018 £
Bank loans and overdrafts	597,066	1,536,200
Trade creditors	282,369	354,468
Amounts owed to group undertakings	122,284	(837)
Corporation tax	-	24,112
Other taxation and social security	-	74,904
Other creditors	81,203	51,025
	<u>1,082,922</u>	<u>2,039,872</u>

The company had issued £200,000 guarantee on 18 October 2012 to HM Revenue & Customs.

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

7 Debtors

	2019	2018
	£	£
Amounts falling due within one year:		
Trade debtors	242,924	207,817
Corporation tax recoverable	37,779	-
Amounts due from group undertakings	27,240	1,191,345
Other debtors	275,729	93,021
	<u>583,672</u>	<u>1,492,183</u>
Amounts falling due after one year:		
Deferred tax asset	5,599	-
	<u>589,271</u>	<u>1,492,183</u>
Total debtors	<u>589,271</u>	<u>1,492,183</u>

Trade debtors disclosed above are measured at amortised cost.

8 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Mr Jeffrey Smith FCA.

The auditor was Eacotts International Limited.

9 Operating lease commitments

Lessee

Operating lease payments represent rentals payable by the company for its office space.

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

2019	2018
£	£
<u>38,905</u>	<u>38,606</u>

CELLMARK CHEMICALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

10 Parent company

On 1st January 2018 Andorra Holdings AB sold its subsidiaries to Cellmark AB. Cellmark Investments AB, incorporated in Sweden, remains the ultimate parent company of Cellmark Chemicals Ltd. There is no ultimate controlling party.

Copies of the financial statements for the group are available on request at
<http://www.cellmark.com/about/key-financial-figures> .

11 Related party transactions

Remuneration of key management personnel

No remuneration was paid to key management personnel or directors from this company.

No guarantees have been given or received.

The company has taken advantage of the exemption available in FRS 102 (section 33.1A) whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.