

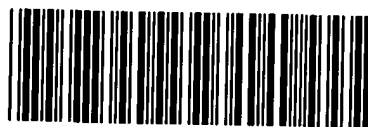
# **Carbolite Gero Limited**

**Annual report and financial statements**

**Registered number 01371507**

**For the year ended 31 December 2022**

WEDNESDAY



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<b>Contents</b>	<b>Page</b>
Strategic report	1
Directors' report	3
Statement of directors' responsibilities	4
Independent Auditor's Report to the Members of Carbolite Gero Limited	5
Profit and loss account and Other comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11

## Strategic report

### Business Objectives and Strategy

The principal activities of the company are the manufacture and distribution of furnaces and ovens for laboratory pilot plant and industrial applications. Stock held for sale consists of raw materials purchased from third parties, and products manufactured.

Key areas of strategic development and performance of the business include:

- Sales and Marketing – A unified marketing strategy has been implemented across the Verder Scientific Group aimed at winning new business, whilst also maintaining key customer relationships, by building on the overlapping markets and applications in which the Company's products are used.
- Manufacturing - products continue to be enhanced and new products developed both in our laboratory and bespoke industrial business, whilst also seeking to benefit from identified production efficiencies.

### Business model

Carbolite Gero Limited aligns itself to the needs of our customers, whilst still considering our own profitability targets and business continuity. Our customers are treated in a fair, trustworthy and personal business relationship. Long term relationships are essential to us.

The company always looks to create added value for our customers by selling high quality products at competitive prices.

It is also of great importance that the company has a well-trained and motivated workforce.

### Development and Performance during the year

Carbolite Gero saw an improved performance in a year of consolidation and investment following measures to mitigate impacts of the global pandemic and the United Kingdom's exit from the European Union. During this period the business continued to be supported by its varied industry and geographical customer portfolio with continued development of Carbolite Gero's worldwide distribution network enhanced by the Verder Group and combined marketing activity. Sales continue to develop well and brings future benefits through increased market presence in some key growth markets.

The results of the company are set out on page 8. The company generated an operating profit of £1.86m (2021: £0.99m) in the year from turnover of £17.66m (2021: £15.57m).

The business continues to be part of a group wide cash pooling facility in which all local cash is swept to nil at the end of each day. As a result the cash position continues at a low balance, being replaced by intercompany debtors.

### Position at year end and future prospects

The Company plans to continue with its existing strategy of sales growth and product development to meet customer requirements. The Company has made a positive start to the new financial year, with a healthy orderbook and is well positioned to mitigate uncertainties in the global economy and focussed future market growth. New products continue to be developed during the year to add to the current product portfolio together with further focus on manufacturing effectiveness.

### The Principal Risks and Uncertainties facing the Business

The principal risks and uncertainties affecting the business include the following:

- Foreign exchange risk. The company does not hedge foreign exchange risk with many intergroup sales being made in Euros or US Dollars, whilst purchases and financial statements are reported in Pound Sterling, meaning fluctuations in exchange rates can have an impact on financial results.
- Covid-19 – we continue to face uncertainty regarding the global pandemic and whilst this has affected the global economy we will be continuing to operate to negate and manage any temporary downturn effects.

## Strategic report *(continued)*

- With a significant proportion of revenue coming from outside the UK, a global recession would impact the business's growth prospects for the future, although the business's global market spread both geographically and by industry continues to give some protection from possible economic downturns in isolated markets.
- United Kingdom's exit from the European Union, 32% of our Turnover is realised in the countries of the European Union and therefore the operations of Carbolite Gero Limited going forward will depend on the outcome of future negotiations in the years ahead. We continue to monitor these changes very carefully to determine any difficulties which could be encountered as a result of this economic shift. We have already observed that trade continues without significant disruption, however tighter restrictions and more barriers to trade could be implemented making operations more difficult.

Possible negative effects may be:

1. Increased material and energy costs.
2. Longer lead times to the customers in Europe due to customs, and with that a loss of business.
3. More restrictions associated with selling into European countries.
4. Loss of business due to the customers wanting to keep trade within the European Union.
5. Limitations to access to European Personnel.
6. Conformity of Products to European Standards continue to be assessed.
7. Legal changes.
8. Devaluation of the pound may lead to purchase cost rises which will reduce the Gross Margin.

Possible Positive effects could be:

1. Easier business with the rest of the world if free trade agreements are reached.
2. Devaluation of the Pound leads to higher revenue when repatriating Euros to GBP.

## Key Performance Indicators

Key financial performance indicators include the monitoring and management of profitability and working capital

The following Key Performance Indicators are monitored monthly:

	2022	2021	Measure
Financial current ratio	1.47	1.59	Current assets/ current liabilities
Stock turnover	5.58	6.19	Turnover/stock
Debtor days	28.57	20.18	Trade debtors/ turnover x 365

These together with a range of traditional financial indicators generated monthly ensure that deviations to plan are spotted early and appropriate corrective actions are implemented.

Dr J Pankratz  
Director



Parsons Lane  
Hope  
Hope Valley  
S33 6RB

31<sup>st</sup> March 2023

## Director's report

The director presents the annual report and the financial statements for the year ended 31 December 2022.

### Principal activities

The principal activities of the company are the manufacture and distribution of furnaces and ovens for laboratory pilot plant and industrial applications.

### Director

The names of those who have been Director's during the year and till the date of this report are as follows:-

Dr J Pankratz

### Director indemnity

The director confirms that no third party indemnity provisions for his benefit have been in place, neither at the time this report was signed nor at any time during the financial year.

### Dividends

The director confirmed a dividend of £1,479,872 to be paid (2021: £667,496).

No dividends were received.

### Employee involvement

The company has established channels for communication and consultation with employees and their representatives on health and safety, financial results, and other matters of shared interest.

### Disabled persons

Equal opportunity is given to any registered disabled person who applies for employment, taking into account the aptitude of the applicant and the requirements of the job.

Should any employee become disabled, all reasonable steps are taken to provide continued employment and retraining.

Opportunities for training, career development and promotion are extended to all employees regarding any disability, consistent with the requirements of the company and the potential of the person concerned.

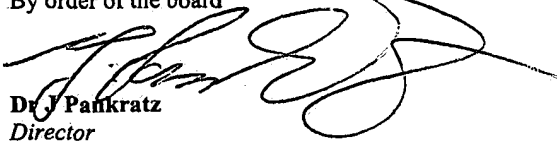
### Disclosure of information to auditor

The director who held office at the date of approval of this director's report confirms that, so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and PKF Littlejohn LLP will therefore continue in office.

By order of the board

  
Dr J Pankratz  
Director

Parsons Lane  
Hope  
Hope Valley  
Derbyshire  
S33 6RB

31<sup>st</sup> March 2023

## Statement of director's responsibilities

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

Under company law the director must not approve the financial statements unless they are satisfied that the financial statements give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CARBOLITE GERO LIMITED

### Opinion

We have audited the financial statements of Carbolite Gero Limited (the 'company') for the year ended 31 December 2022 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit 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.

### 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 are 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Conclusions relating to going concern

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

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 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.

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

### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

### **Opinions on other matters prescribed by the Companies Act 2006**

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

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

### **Matters on which we are required to report by exception**

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 strategic report or 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.

### **Responsibilities of directors**

As explained more fully in the Statement of directors' responsibilities, 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.

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 obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from UK tax legislation, UK employment legislation, and Companies Act 2006.



- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to enquiries of management, review of minutes, review of legal / regulatory correspondence and completion of a disclosure checklist.
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, the risk of fraud related revenue recognition, and the posting of unusual journals.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://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.



**Eric Hindson (Senior Statutory Auditor)**  
**For and on behalf of PKF Littlejohn LLP**  
**Statutory Auditor**

15 Westferry Circus  
Canary Wharf  
London E14 4HD

3 April 2023

**Profit and loss account and other comprehensive income**  
*for the year ended 31 December 2022*

	<i>Note</i>	<b>2022</b> £	<b>2021</b> £
Turnover	2	17,663,832	15,567,293
Cost of sales		(10,687,584)	(9,722,381)
<b>Gross profit</b>		<b>6,976,248</b>	<b>5,844,912</b>
Distribution costs		(175,780)	(132,177)
Administration costs		(4,042,134)	(3,971,202)
Other operating expenses		(876,514)	(751,763)
<b>Operating profit</b>	3	<b>1,881,820</b>	<b>989,770</b>
Interest (Payable)/Receivable	6	(26,133)	960
<b>Profit before taxation</b>		<b>1,855,687</b>	<b>990,730</b>
Tax on profit	7	(345,922)	(255,451)
<b>Profit for the financial year</b>		<b>1,509,765</b>	<b>735,279</b>
<b>Total comprehensive income for the year</b>		<b>1,509,765</b>	<b>735,279</b>

All of the activities of the company are classed as continuing.

The company has no other comprehensive income other than the results for the year as set out above, and therefore no separate statement of total comprehensive income has been presented.

The notes on pages 11 to 21 form an integral part of these financial statements.

**Balance sheet**  
*as at 31 December 2022*

	Notes	2022 £	2021 £
<b>Fixed assets</b>			
Tangible assets	9	772,248	685,945
		<hr/>	<hr/>
		772,248	685,945
<b>Current assets</b>			
Stocks	10	3,165,549	2,513,012
Debtors	11	2,509,624	2,382,612
Cash at bank and in hand		3,922	2,229
		<hr/>	<hr/>
		5,679,095	4,897,853
		<hr/>	<hr/>
<b>Creditors: amounts falling due within one year</b>	12	(3,914,329)	(3,074,177)
		<hr/>	<hr/>
<b>Net current assets</b>		1,764,766	1,823,676
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		2,537,014	2,509,621
		<hr/>	<hr/>
<b>Provisions</b>	13	(134,500)	(137,000)
		<hr/>	<hr/>
<b>Net assets</b>		2,402,514	2,372,621
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	14	200,000	200,000
Profit and loss account		2,202,514	2,172,621
		<hr/>	<hr/>
<b>Shareholders' funds</b>		2,402,514	2,372,621
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 31<sup>st</sup> March 2023 and were signed on its behalf by:



**Dr J Pankratz**  
Director

The notes on pages 11 to 21 form an integral part of these financial statements.

**Statement of changes in equity**  
*for the year ended 31 December 2022*

	Notes	Called up Share capital £	Profit and loss account £	Total equity £
Balance at 1 January 2021		200,000	2,104,838	2,304,838
<b>Total comprehensive income for the year</b>				
Profit for the year		-	735,279	735,279
Total comprehensive income for the year		<u>-</u>	<u>735,279</u>	<u>735,279</u>
Dividend Paid	8	-	(667,496)	(667,496)
<b>Balance at 31 December 2021</b>		<u>200,000</u>	<u>2,172,621</u>	<u>2,372,621</u>
<b>Total comprehensive income for the year</b>				
Profit for the year		-	1,509,765	1,509,765
Total comprehensive income for the year		<u>-</u>	<u>1,509,765</u>	<u>1,509,765</u>
Dividend Paid	8	-	(1,479,872)	(1,479,872)
<b>Balance at 31 December 2022</b>		<u>200,000</u>	<u>2,202,514</u>	<u>2,402,514</u>

The notes on pages 11 to 21 form an integral part of these financial statements.

## Notes to the financial statements (forming part of the financial statements)

### 1 Accounting policies

Carbolite Gero Limited (the “Company”) is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”) and Companies Act 2006. The presentation currency of these financial statements is sterling.

The Company’s ultimate parent undertaking, Verder International B.V. includes the Company in its consolidated financial statements. The consolidated financial statements of Verder International B.V. are available to the public and may be obtained from their registered office as disclosed in Note 18. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Verder International B.V. include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are wholly owned subsidiaries of Verder International B.V. and included by full consolidation in the consolidated financial statements of Verder International B.V. which are publicly available.

### Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value, trade debtors and trade creditors acquired in a foreign currency which are revalued at the end of each account period.

### Going concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate for the following reasons.

The company meets its day to day working capital requirements from an intercompany cash pooling arrangement which is in a receivable position at 31 December 2022. The company has no bank facilities. The company also has trading intercompany balances with other Group companies which are settled in accordance with intercompany payment agreements.

The Directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides and the anticipated impact of the global economic environment on the business operations and financial resources, the Company will have sufficient funds to meet its liabilities as they fall due for that period.

## Notes to the financial statements *(continued)*

### 1 Accounting policies *(continued)*

The directors have closely monitored the ongoing conflict in Ukraine and other global resource pressures and their resulting impact on staff, the economy, the market in which the business operates and relevant supply chains. Policies and measures have been put in place dynamically, based on the most up to date information, to maintain the safety of its employees and minimise the risk of disruption to the business.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due until at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

#### **Foreign currency**

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

#### **Classification of financial instruments issued by the Company**

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

#### **Basic financial instruments**

##### *Trade and other debtors / creditors*

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### *Interest-bearing borrowings classified as basic financial instruments*

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

## Notes to the financial statements (continued)

### 1 Accounting policies (continued)

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits. The company is part of a Group wide cash pooling agreement, resulting in the businesses cash being swept to nil at the end of each working day. The balance of which is shown as an intercompany balance between the company and its parent Verder International B.V.

#### **Impairment excluding deferred tax assets**

##### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment, impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

#### **Tangible assets**

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible assets, for example land is treated separately from buildings.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease.

The company assesses at each reporting date whether tangible assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

- Freehold buildings 10 - 25 years
- Plant and equipment 5 years
- Vehicles 4 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

#### **Stocks**

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

#### **Employee benefits**

##### *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

## Notes to the financial statements *(continued)*

### 1 Accounting policies *(continued)*

#### Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

#### Turnover

Revenue is measured at the fair value of the consideration received or receivable, excluding value added tax, from the provision of goods and services to customers during the financial year. Revenue is recognised when the significant risks and rewards of ownership are transferred, when there is no continuing managerial involvement, where revenue can be measured reliably, and it is probable that the benefits associated with the transaction will be received by the company.

#### Expenses

##### *Operating lease*

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

##### *Interest receivable and Interest payable*

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Foreign currency gains and losses are reported on a net basis.



## Notes to the financial statements *(continued)*

### 1 Accounting policies *(continued)*

#### Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### Accounting estimates and judgements

##### *Key sources of estimation uncertainty*

##### *Valuation of stock*

The company is exposed to stock obsolescence caused through changing customer requirements and the risk of over production. Provisions are recorded to reduce the value of stocks to their net realisable value as determined by production forecasts.

##### *Critical accounting judgements in applying the Company's accounting policies*

There are no other critical accounting judgements involved in application of the Company's accounting policies.

### 2 Turnover

The company operates in one class of business, that of the sale of furnaces and ovens.

The analysis of sales by geographical destination is set out below:

	2022 £	2021 £
United Kingdom	6,059,215	4,784,895
Continental Europe	5,347,955	5,498,038
North America	2,598,275	2,382,005
Rest of World	3,658,387	2,902,355
	<hr/>	<hr/>
	17,663,832	15,567,293
	<hr/>	<hr/>

All turnover originated in the United Kingdom except for £584,688 (2021:£313,879) from our sister company in Neuhausen, Germany.

## Notes to the financial statements *(continued)*

### 3 Expenses and auditor's remuneration

Operating profit is stated after charging the following items:

	2022 £	2021 £
Depreciation of fixed assets	169,834	169,242
Hire of plant and machinery – operating leases	47,803	44,971
Hire of other assets – operating leases	126,535	122,736
	<hr/>	<hr/>
Auditor's remuneration:		
Audit of these financial statements	30,500	27,000
	<hr/>	<hr/>

### 4 Emoluments of directors

The director is also a director of other group companies for whom their primary duties are discharged. The emoluments of the director are paid by Verder Scientific GmbH & Co KG and are disclosed in those financial statements. These emoluments do not include a specific allocation for the Company, and no re-charge to the Company is made. The value of services provided by the Director to the Company during the year is considered to be wholly immaterial.

### 5 Staff numbers and costs

The average number of persons employed by the company including directors was:

	2022 No.	2021 No.
Management	8	10
Clerical and related	65	55
Operatives	73	70
	<hr/>	<hr/>
	146	135
	<hr/>	<hr/>

Employee costs including directors were:

	2022 £	2021 £
Wages and salaries	5,331,779	4,873,815
Social security costs	563,682	496,499
Pension costs	355,555	326,567
	<hr/>	<hr/>
	6,251,016	5,696,881
	<hr/>	<hr/>

During the year the company took advantage of the UK Governments Covid Job Retention Scheme (CJRS) placing some staff on periods of furlough due to decreasing workloads. The total amount claimed under this scheme up to 31<sup>st</sup> December 2022 was £nil (2021: £1,859).

## Notes to the financial statements *(continued)*

### 6 Interest (Payable)/receivable

	2022 £	2021 £
Interest (Payable)/receivable inter group cash pooling	(26,133)	960
	<u>(26,133)</u>	<u>960</u>

### 7 Taxation

	2022 £	2021 £
<i>Current tax</i>		
Current tax on income for the year	158,370	174,751
Group relief payable	151,010	-
Adjustment in respect of previous periods	(7,066)	48,271
	<u>302,314</u>	<u>223,023</u>
<i>Deferred taxation</i>		
Origination and reversal of timing differences	43,608	22,219
Adjustments in respect of previous periods	-	18,171
Effects of tax rate change	-	(7,961)
	<u>43,608</u>	<u>32,429</u>
<b>Total deferred tax charge</b>	<u>43,608</u>	<u>32,429</u>
<b>Total tax on ordinary activities</b>	<u>345,922</u>	<u>255,451</u>

#### *Factors affecting the tax charge for the current period*

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows:

	2022 £	2021 £
Profit on ordinary activities before taxation	1,855,687	990,730
	<u>1,855,687</u>	<u>990,730</u>
Tax on profit at UK tax rate of 19% (2021 19%)	352,581	188,239
<i>Effects of</i>		
Expenses not deductible for tax purposes	3,043	1,882
Fixed Asset Differences	(13,102)	1,517
Group relief claimed	(151,010)	(66,442)
Payment for group relief	151,010	66,442
Adjustments in respect of previous periods	(7,066)	48,271
Adjustments to deferred tax in respect of previous periods	-	18,171
Deferred Tax adjustments to 19% average rate	10,466	(2,629)
	<u>345,922</u>	<u>255,451</u>
<b>Total tax charge included in profit and loss</b>	<u>345,922</u>	<u>255,451</u>

#### **Explanation of applicable tax rates**

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the company's future current tax charge accordingly. The deferred tax asset/(liability) at 31/12/2022 has been calculated based on these rates, reflecting the expected timing of reversal of the related temporary/timing differences (2021: 19%).

## Notes to the financial statements (continued)

### 8 Dividends

#### Equity dividends

	2022 £	2021 £
Paid during the year:		
Dividends on ordinary equity shares	<u>1,479,872</u>	<u>667,496</u>

### 9 Tangible assets

	Freehold land and buildings £	Plant, machinery and vehicles £	Total £
<i>Cost</i>			
At 1 January 2022	761,592	2,684,378	3,445,970
Additions	-	256,137	256,137
Disposals	-	(6,677)	(6,677)
	<hr/>	<hr/>	<hr/>
At 31 December 2022	761,592	2,933,838	3,695,430
	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>			
At 1 January 2022	590,562	2,169,462	2,760,024
Charge during the year	7,983	161,851	169,834
Disposals	-	(6,677)	(6,677)
	<hr/>	<hr/>	<hr/>
At 31 December 2022	598,545	2,324,636	2,923,181
	<hr/>	<hr/>	<hr/>
<i>Net book value</i>			
At 31 December 2022	<u>163,047</u>	<u>609,202</u>	<u>772,249</u>
	<hr/>	<hr/>	<hr/>
At 31 December 2021	<u>171,030</u>	<u>514,916</u>	<u>685,946</u>
	<hr/>	<hr/>	<hr/>

## Notes to the financial statements (continued)

### 10 Stocks

	2022 £	2021 £
Raw materials	2,208,398	1,878,587
Work in progress	658,761	549,356
Finished goods	298,390	85,069
	<u>3,165,549</u>	<u>2,513,012</u>

Raw materials, and changes in finished goods and work in progress recognised as cost of sales in the year amounted to £5,410,561 (2021: £5,104,164). The write-down of stocks to net realisable value amounted to £147,875 (2021: £96,101). The reversal of write-downs amounted to £268 (2021: £15,993). The write-down and reversal are included in cost of sales.

Raw Materials and Changes in Finished goods and WIP	2022 £	2021 £
Standard material cost of goods sold	5,850,117	4,636,412
Stock movement	(333,685)	155,131
Purchase Price & usage variances	<u>(105,871)</u>	<u>312,622</u>
	5,410,561	5,104,165

Write-down of stocks	2022 £	2021 £
Raw materials provision	64,884	27,512
Work in progress provision	-	-
Finished goods provision	2,922	-
Scrap	<u>80,069</u>	<u>68,589</u>
	147,875	96,101

Reversal of write-downs	2022 £	2021 £
Work in progress provision	(268)	(11,530)
Finished goods provision	<u>-</u>	<u>(4,463)</u>
	(268)	(15,993)

### 11 Debtors

	2022 £	2021 £
Trade debtors	1,382,448	860,331
Amounts owed by group undertakings	760,684	997,032
Prepayments and accrued income	184,826	305,498
Deferred tax asset	-	10,951
Taxation	181,666	208,800
	<u>2,509,624</u>	<u>2,382,612</u>

The amounts owed by group undertakings in relation to trade are unsecured, repayable on demand and have no interest. Cash pooling balances between the company and Verder International B.V are subject to an interest rate of between 0.0% and 5.6% (2021: 0.0% and 1.0%) dependant on currency.

## Notes to the financial statements (continued)

### Deferred tax

The deferred tax asset/(liability) consists of the following amounts:

	2022 £	2021 £
Fixed asset timing differences	(32,657)	10,951
Short term timing differences	-	-
	<hr/>	<hr/>
Short term timing differences	(32,657)	10,951
	<hr/>	<hr/>

The movement in the deferred tax balance is given below:

	2022 £	2021 £
Deferred tax asset at 1 January 2022	10,951	43,380
Charge to profit and loss account in the year	(43,608)	(32,429)
	<hr/>	<hr/>
<b>Deferred tax asset/(liability) at 31 December 2022</b>	<b>(32,657)</b>	<b>10,951</b>
	<hr/>	<hr/>

### 12 Creditors

	2022 £	2021 £
Trade creditors	766,281	897,167
Amounts owed to related undertakings	453,508	159,412
Other taxation and social security	143,153	125,453
Accruals and deferred income	1,515,678	1,127,055
Other creditors	1,003,051	765,090
Deferred Tax Liability	32,657	-
	<hr/>	<hr/>
	<b>3,914,329</b>	<b>3,074,177</b>
	<hr/>	<hr/>

The amounts owed to group undertakings are unsecured, repayable on demand and have no interest.

### 13 Provisions for liabilities

Warranty Provision	2022 £	2021 £
Opening provision	137,000	135,000
Movements in the period		
Provided	76,500	47,000
Utilised	(79,000)	(45,000)
	<hr/>	<hr/>
<b>Closing provision</b>	<b>134,500</b>	<b>137,000</b>
	<hr/>	<hr/>

The warranty provision relates to expected warranty claims in respect of products sold with warranties in the last two years. It is expected that the majority of this expenditure will be incurred in the next financial year and that all will be incurred within two years of the balance sheet date.

## Notes to the financial statements (continued)

### 14 Share capital

	2022 £	2021 £
<i>Allotted called up and fully paid</i>		
200,000 ordinary shares of £1 each	200,000	200,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

### 15 Operational lease commitments

At 31 December 2022, the company had commitments under non-cancellable operating leases as follows:

	2022		2021	
	Land and buildings £	Other £	Land and buildings £	Other £
Payable within one year	35,000	131,083	29,167	139,835
Payable between two and five years	32,083	245,014	-	93,092
Payable after 5 Years	-	22,642	-	-
	<u>67,083</u>	<u>398,739</u>	<u>29,167</u>	<u>232,927</u>

Other leases is made up of Car lease agreements £78,355 (2021: £76,366), Photocopier leasing £247,034 (2021: £77,938), commitment for provision of workwear £36,534 (2021: £63,935), and provision of other equipment £36,816 (2021: £14,688).

### 16 Contingent liabilities

During the current year the company guaranteed liabilities under various banking facilities. At 31 December 2022 the outstanding liabilities under these facilities amounted to £896,697 (2021: £nil).

### 17 Events after the end of the reporting year

There have been no events after the end of the reporting year which require disclosure.

### 18 Ultimate holding company

During the financial year, full ownership of Carbolite Gero Limited was transferred from Carbolite Holdings Limited to Verder Holdings U.K. Limited, a company incorporated in the UK, to simplify the group structure. The ultimate parent undertaking and controlling party is Verder International B.V., a company registered in The Netherlands, which is the parent undertaking of the smallest and largest group to consolidate these financial statements.

The financial statements of the company can be obtained from their registered office:

Utrechtseweg 4A  
NL 3450 AA Vleuten  
The Netherlands

The ultimate controlling party is Mr Andries Verder.