

Company Registration No. 07427531 (England and Wales)

ZF ACQUISITIONS LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018
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ZF ACQUISITIONS LIMITED

BALANCE SHEET AS AT 30 JUNE 2018

	Notes	£	2018 £	£	2017 £
Fixed assets					
Investments	2		608,015		608,015
Current assets					
Debtors	4	633,639		639,709	
Creditors: amounts falling due within one year	5	(95,606)		(95,606)	
Net current assets			538,033		544,103
Total assets less current liabilities			1,146,048		1,152,118
Creditors: amounts falling due after more than one year	6		(788,391)		(788,391)
Net assets			357,657		363,727
Capital and reserves					
Called up share capital	8		213,528		213,528
Profit and loss reserves			144,129		150,199
Total equity			357,657		363,727

ZF ACQUISITIONS LIMITED

BALANCE SHEET (CONTINUED) AS AT 30 JUNE 2018

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

For the financial year ended 30 June 2018 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

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 28 March 2019 and are signed on its behalf by:

Mr R J Giddy
Director

Company Registration No. 07427531

ZF ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

Company information

ZF Acquisitions Limited is a private company limited by shares incorporated in England and Wales. The registered office is 13-15 High Street, Witney, Oxon, OX28 6HW.

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.

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

1.3 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 loans to group companies, 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.

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.

ZF ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, and dissenter's funds, 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.

1.4 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.

1.5 Taxation

Current tax

No corporation tax liability is recognised as the company is loss making.

Deferred tax

No deferred tax asset is recognised in these accounts due to the uncertainty in respect of the timing and amount of future taxable profits. The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

2 Fixed asset investments

	2018	2017
	£	£
Investments	608,015	608,015

Fixed asset investments not carried at market value

Movements in fixed asset investments

	Shares in group undertakings
	£
Cost or valuation	
At 1 July 2017 & 30 June 2018	608,015
Carrying amount	
At 30 June 2018	608,015
At 30 June 2017	608,015

ZF ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

3 Subsidiaries

Details of the company's subsidiaries at 30 June 2018 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
ClearSpeed Technology Limited	UK	The research, design and development and marketing of semiconductor processors (accelerators) and advance boards, servers and associated support and design services for multiple markets.	Ordinary shares	100.00	

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

Name of undertaking	Profit/(Loss)	Capital and Reserves
	£	£
ClearSpeed Technology Limited	(10,692)	(549,953)

It is the directors' best estimate that the sale of the internally generated intellectual property in ClearSpeed Technology Limited will far exceed the value of ZF Acquisitions Limited's investment in the company, and therefore the directors do not consider this asset to be impaired.

4 Debtors

	2018	2017
Amounts falling due within one year:	£	£
Other debtors	633,639	639,709

5 Creditors: amounts falling due within one year

	2018	2017
	£	£
Other creditors	95,606	95,606

Other creditors falling due within one year are secured by personal guarantees from directors, Mr O R A Scott and Mr R B Farleigh.

6 Creditors: amounts falling due after more than one year

	2018	2017
	£	£
Other creditors	788,391	788,391

ZF ACQUISITIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

6 Creditors: amounts falling due after more than one year

(Continued)

Other creditors falling due after more than one year include loans of £200,000 (2017 - £200,000) from directors. There is no fixed date for repayment of these loans.

7 Share-based payments

Share options and warrants

As at 1 July 2017, the company had 5,427,822 warrants in issue. The warrants entitle the holder to subscribe for 6 ordinary shares of £0.10 each for every £1 loaned to the company by the holder of the warrants. These warrants expired on 14 February 2018.

As at 30 June 2018, the company had in issue the following options through which holders of such options may acquire ordinary shares of £0.10 each:

No of options Exercise Price £ Period options exercisable

627,574 0.10 3 May 2012 to 2 May 2022

Share options and warrants vested unconditionally on grant. The directors consider the share options and warrants will be settled through the issue of the relevant equity. As permitted by FRS 102 section 1A paragraph 35.10, the directors have not recognised any accounting entries in relation to these options and warrants.

8 Called up share capital

	2018 £	2017 £
Ordinary share capital		
Issued and fully paid		
2,135,284 ordinary shares of 10p each	213,528	213,528

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.