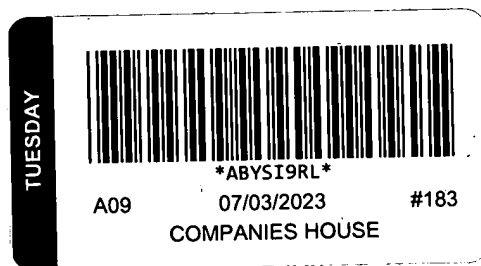


Company registration number 09391083 (England and Wales)

**FOAMHAND LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2022**



**FOAMHAND LIMITED**

**COMPANY INFORMATION**

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<b>Directors</b>	Mr A Mixer Mr A Down Mr P Lattin Mr J Fleming Mr K Kent (Appointed 1 July 2021)
<b>Secretary</b>	Gravitas Company Secretarial Services Limited
<b>Company number</b>	09391083
<b>Registered office</b>	5th Floor One New Change London EC4M 9AF
<b>Auditor</b>	Mercer & Hole LLP 72 London Road St Albans Herts AL1 1NS

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**FOAMHAND LIMITED**

**CONTENTS**

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	<b>Page</b>
Strategic report	1 - 2
Directors' report	3
Directors' responsibilities statement	4
Independent auditor's report	5 - 7
Statement of comprehensive income	8
Statement of financial position	9
Statement of changes in equity	10
Notes to the financial statements	11 - 21

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# FOAMHAND LIMITED

## STRATEGIC REPORT

### FOR THE YEAR ENDED 30 JUNE 2022

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The directors present the strategic report for the year ended 30 June 2022.

#### **Performance for the year**

The Directors consider that the results for the year are as expected and reflect the recovery on operations following the detrimental effect of the COVID-19 pandemic in prior years. The company remains dependent on the financial support of other group companies and the Directors are confident that this support will continue for the foreseeable future.

#### **Strategic objectives**

The Company's objective is to achieve growth by putting innovation at the heart of our service and to make the job of those who deliver events, manage queues and direct people movement more efficient and easier.

The key elements to the company's growth strategy are:

##### *Innovation*

The company has developed a service model database which enable resource interaction with all services required to deliver a major event in real time. The company also has a stakeholder demand tool which enables assessment of all arrivals and departures.

##### *Spectator demand forecasts*

The company has a spectator demand tool which generates fifteen minute spectator arrival and departure profiles for every day of an event.

##### *Future outlook*

The operations of the company are returning to normal although the global pandemic continues to have impact especially on smaller events where suppliers or event owners have not survived the financial impact of the crisis. Our embryonic operational integration with inter-company services and equipment is developing with green shoots enabling both operational growth and service diversification.

#### **Principal risks and uncertainties**

##### *Coronavirus*

The impact of COVID-19 outbreak has varied greatly around the world with local lockdowns and unforeseen event cancellations occurring without notice. Although there remains an element of unknown regarding future serious outbreaks, we calculate both the probability and impact of such risks to have reduced significantly throughout the year ahead and beyond.

##### *Financial risk management*

From the perspective of the company, the financial risks and uncertainties are integrated with those of the OSI Systems Inc. group to which it belongs and are not managed separately. Accordingly, the principal financial risks and uncertainties of OSI Systems Inc., are discussed on pages 16-29 Part I, Item 1A "Risk Factors" of the 2022 Form 10k published on 19 August 2022 which does not form part of this report.

Whilst some of the risks do not affect the company directly, the company is dependent on the group as its source of financing, and therefore these risks could have an effect on the company.

The company's operations expose it to a variety of financial risks that include the effects of changes in credit risk and liquidity risk.

##### *Credit risk*

Financial instruments that are potentially subject to concentrations of credit risk consist primarily of cash and cash equivalents. The company restricts investments in cash equivalents to financial institutions with high credit standing.

## FOAMHAND LIMITED

### STRATEGIC REPORT (CONTINUED)

#### FOR THE YEAR ENDED 30 JUNE 2022

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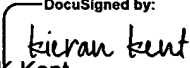
*Liquidity risk*

The company's liquidity is dependent upon the group's ability to provide the necessary funds. The company maintains sufficient funds for its operations, and has support available from other group companies should this become necessary.

*Foreign currency risk*

The company's exposure to exchange rate fluctuations is managed as part of OSI Systems Inc. group's overall policy on foreign currency.

Approved by the Board of Directors on and signed on behalf of the Board

DocuSigned by:  
  
Mr K Kent  
7BEA95D1C445...  
Director

3/3/2023

Date: .....

## FOAMHAND LIMITED

### DIRECTORS' REPORT

#### FOR THE YEAR ENDED 30 JUNE 2022

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The directors present their annual report and financial statements for the year ended 30 June 2022.

#### Principal activities

The principal activity of the company is business and other management consultancy activities.

#### Results and dividends

The results for the year are set out on page 8.

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

#### Directors

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

Mr A Mixer  
Mr A Down  
Mr P Lattin  
Mr J Fleming  
Mr K Kent

(Appointed 1 July 2021)

#### Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

#### Going concern

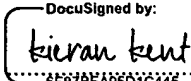
The directors have prepared forecasts to 30 June 2024 based on experience to date and expectations the current economic climate will have on the sector in which the company operates. The company provides consultancy services to large international events and the directors anticipate the company returning to profit in FY2023 and FY2024. The company remains wholly reliant on continued group support. At the balance sheet date, the company had a working capital deficit of \$646,429 by virtue of its current liabilities exceeding its current assets. Fellow group undertaking, Rapiscan Systems Ltd, who were owed \$687,955 by the company at the balance sheet date have confirmed that although the balance remains payable on demand they will only require repayment at such time as the company has sufficient resources to do so and it would not impact the company's ability to meet its other financial liabilities as they fall due. The directors have also received assurances of continued support from the company's ultimate parent undertaking, OSI Systems Inc.

The directors are therefore confident that the going concern basis is appropriate for the preparation of these financial statements.

#### Auditor

The company's auditor, Mercer & Hole, incorporated on 1 October 2022 to become Mercer & Hole LLP. The directors have consented to treating the incorporation of Mercer & Hole LLP as a continuation of the existing audit arrangement.

On behalf of the board

DocuSigned by:  
  
.....6F878EAB5D1C448.....  
Mr K Kent

Director

3/3/2023

Date: .....

## **FOAMHAND LIMITED**

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

***FOR THE YEAR ENDED 30 JUNE 2022***

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The directors are responsible for preparing the annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 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 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.

## FOAMHAND LIMITED

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF FOAMHAND LIMITED

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#### Opinion

We have audited the financial statements of Foamhand Limited (the 'company') for the year ended 30 June 2022 which comprise the statement of comprehensive income, the statement of financial position, the 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 Financial Reporting Standard 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 30 June 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 directors' 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 our 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.



## **FOAMHAND LIMITED**

### **INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBER OF FOAMHAND LIMITED**

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#### **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 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.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

#### **Extent to which the audit was considered capital of detecting irregularities, including fraud**

Based on our understanding of the company and the industry, we identified that there were no specific laws or regulations that were critical to the operation of the business. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements and the financial report (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate entries including journals to understate revenue or overstate expenditure, and management bias in accounting estimates.

Audit procedures performed by the engagement team included:

- discussions with management, including considerations of known or suspected instances of non-compliance with laws and regulations and fraud;
- evaluation of the operating effectiveness of management's controls designed to prevent and detect irregularities;
- challenging assumptions and judgements made by management in its significant accounting estimates;
- identifying and testing journal entries.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

## FOAMHAND LIMITED

### INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBER OF FOAMHAND LIMITED

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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 member 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 member those matters we are required to state to the member 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 member, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

*Mercer & Hole LLP*

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**Ross Lane**  
**Senior Statutory Auditor**  
**For and on behalf of Mercer & Hole LLP**

**3/3/2023**  
Date: .....

**Chartered Accountants**  
**Statutory Auditor**

72 London Road  
St Albans  
Herts  
AL1 1NS

**FOAMHAND LIMITED****STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 30 JUNE 2022**

		<b>2022</b>	<b>2021</b>
	<b>Notes</b>	<b>\$</b>	<b>as restated</b>
			<b>\$</b>
<b>Revenue</b>	<b>2</b>	1,089,322	72,024
Administrative expenses		(932,760)	(346,229)
<b>Operating profit/(loss)</b>	<b>3</b>	156,562	(274,205)
Investment income	<b>7</b>	13,943	-
Other gains and losses	<b>8</b>	(60)	-
<b>Profit/(loss) before taxation</b>		170,445	(274,205)
Tax on profit/(loss)	<b>9</b>	(14,490)	52,126
<b>Profit/(loss) for the financial year</b>		155,955	(222,079)


The income statement has been prepared on the basis that all operations are continuing operations.

**FOAMHAND LIMITED****STATEMENT OF FINANCIAL POSITION****AS AT 30 JUNE 2022**

		2022		2021 as restated	
	Notes	\$	\$	\$	\$
<b>Non-current assets</b>					
Property, plant and equipment	10		1,901		2,939
Investments	11		67		127
			<u>1,968</u>		<u>3,066</u>
<b>Current assets</b>					
Trade and other receivables	13	75,452		212,390	
Cash and cash equivalents		17,323		15,300	
		<u>92,775</u>		<u>227,690</u>	
<b>Current liabilities</b>	14	(739,204)		(1,031,172)	
<b>Net current liabilities</b>			<u>(646,429)</u>		<u>(803,482)</u>
<b>Net liabilities</b>			<u>(644,461)</u>		<u>(800,416)</u>
<b>Equity</b>					
Called up share capital	17		152		152
Share premium account			1,294		1,294
Retained earnings			<u>(645,907)</u>		<u>(801,862)</u>
<b>Total equity</b>			<u>(644,461)</u>		<u>(800,416)</u>

The financial statements were approved by the board of directors and authorised for issue on 3/3/2023 and are signed on its behalf by:

DocuSigned by:



Mr K Kent

Director

Company Registration No. 09391083

**FOAMHAND LIMITED****STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 JUNE 2022**

	Share capital	Share premium account	Retained earnings	Total
	\$	\$	\$	\$
<b>As restated for the period ended 30 June 2021:</b>				
<b>Balance at 1 July 2020</b>	152	1,294	(579,783)	(578,337)
<b>Year ended 30 June 2021:</b>				
Loss and total comprehensive income for the year	-	-	(222,079)	(222,079)
<b>Balance at 30 June 2021</b>	152	1,294	(801,862)	(800,416)
<b>Year ended 30 June 2022:</b>				
Profit and total comprehensive income for the year	-	-	155,955	155,955
<b>Balance at 30 June 2022</b>	152	1,294	(645,907)	(644,461)

# FOAMHAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 30 JUNE 2022

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#### 1 Accounting policies

##### Company information

Foamhand Limited is a private company limited by shares incorporated in England and Wales. The registered office is 5th Floor, One New Change, London, EC4M 9AF.

##### 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.

The financial statements are prepared in US Dollars, 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 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: Interest income/expense and net gains/losses for financial instruments not measured at fair value; 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 OSI Systems Inc. These consolidated financial statements are available from its registered office, as set out in 19.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

##### 1.2 Going concern

The directors have prepared forecasts to 30 June 2024 based on experience to date and expectations the current economic climate will have on the sector in which the company operates. The company provides consultancy services to large international events and the directors anticipate the company returning to profit in FY2023 and FY2024. The company remains wholly reliant on continued group support. At the balance sheet date, the company had a working capital deficit of \$646,429 by virtue of its current liabilities exceeding its current assets. Fellow group undertaking, Rapiscan Systems Ltd, who were owed \$687,955 by the company at the balance sheet date have confirmed that although the balance remains payable on demand they will only require repayment at such time as the company has sufficient resources to do so and it would not impact the company's ability to meet its other financial liabilities as they fall due. The directors have also received assurances of continued support from the company's ultimate parent undertaking, OSI Systems Inc.

The directors are therefore confident that the going concern basis is appropriate for the preparation of these financial statements.

# FOAMHAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 JUNE 2022

#### 1 Accounting policies

(Continued)

##### 1.3 Revenue

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

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Fee income represents revenue earned under a wide variety of contracts to provide professional services. Revenue is recognised as earned when, and to the extent that, the firm obtains the right to consideration in exchange for its performance under these contracts.

##### 1.4 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation 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:

Computer equipment	25% on cost
--------------------	-------------

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.

##### 1.5 Non-current investments

Interests in subsidiaries, associates and jointly controlled entities 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.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

##### 1.6 Impairment of non-current assets

At each reporting period end date, the company reviews the carrying amounts of its tangible 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.

# FOAMHAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 JUNE 2022

#### 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 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.

#### 1.8 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 statement of financial position 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 trade and other receivables 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.

##### **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. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

##### **Derecognition of financial assets**

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.



# FOAMHAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 30 JUNE 2022

---

#### 1 Accounting policies

(Continued)

##### **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 trade and other payables, 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 payables 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 payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

##### **Derecognition of financial liabilities**

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

#### 1.9 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.

#### 1.10 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 income statement 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.

#### 1.11 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 non-current 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.

#### 1.12 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

**FOAMHAND LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 JUNE 2022****1 Accounting policies (Continued)****1.13 Foreign exchange**

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

**2 Revenue**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Revenue analysed by geographical market</b>		
Europe	57,024	72,024
Middle East	1,032,298	-
	<u>1,089,322</u>	<u>72,024</u>
	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Other revenue</b>		
Dividends received	13,943	-
	<u>13,943</u>	<u>-</u>

All revenue has arisen from the company's principal activity as described in the directors report.

**3 Operating profit/(loss)**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Operating profit/(loss) for the year is stated after charging:		
Depreciation of owned property, plant and equipment	1,038	1,037
	<u>1,038</u>	<u>1,037</u>

**4 Auditor's remuneration**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Fees payable to the company's auditor and associates:		
<b>For audit services</b>		
Audit of the financial statements of the company	7,350	9,696
	<u>7,350</u>	<u>9,696</u>
<b>For other services</b>		
Taxation compliance services	1,375	-
All other non-audit services	2,175	-
	<u>3,550</u>	<u>-</u>

**FOAMHAND LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**FOR THE YEAR ENDED 30 JUNE 2022****5 Employees**

The average monthly number of persons (including directors) employed by the company during the year was:

<b>2022</b>	<b>2021</b>
<b>Number</b>	<b>Number</b>
2	3

Their aggregate remuneration comprised:

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Wages and salaries	506,848	304,965
Social security costs	36,005	34,801
Pension costs	12,065	11,650
	<u>554,918</u>	<u>351,416</u>

**6 Directors' remuneration**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Remuneration for qualifying services	137,417	152,168
Company pension contributions to defined contribution schemes	11,385	12,175
	<u>148,802</u>	<u>164,343</u>

**7 Investment income**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Income from fixed asset investments</b>		
Income from shares in group undertakings	13,943	-

**8 Other gains and losses**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Loss on disposal of fixed asset investments	(60)	-

**FOAMHAND LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 JUNE 2022****9 Taxation**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Current tax</b>		
UK corporation tax on profits for the current period	30,079	-
Adjustments in respect of prior periods	(24,923)	-
Group tax relief	-	(51,902)
Total UK current tax	5,156	(51,902)
Adjustments in foreign tax in respect of prior periods	9,315	-
Total current tax	14,471	(51,902)
<b>Deferred tax</b>		
Origination and reversal of timing differences	19	(224)
Total tax charge/(credit)	14,490	(52,126)

An increase in the UK corporation tax rate from 19% to 25% (effective from 1 April 2023) was substantively enacted on 10 June 2021. The increase in the rate will apply to companies with profits over £250k. Also announced in the Budget on 3 March 2021 was the introduction of small profits rate of 19% to apply to profits under £50k with a tapered rate to apply on profits above this threshold but under £250k.

The actual charge/(credit) for the year can be reconciled to the expected charge/(credit) for the year based on the profit or loss and the standard rate of tax as follows:

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
Profit/(loss) before taxation	170,445	(274,205)
Expected tax charge/(credit) based on the standard rate of corporation tax in the UK of 19.00% (2021: 19.00%)	32,385	(52,099)
Tax effect of expenses that are not deductible in determining taxable profit	242	142
Tax effect of income not taxable in determining taxable profit	(2,650)	-
Adjustments in respect of prior years	(15,608)	55
Effect of change in corporation tax rate	-	35
Deferred tax adjustments in respect of prior years	121	-
Origination and reversal of timing differences	-	(259)
Taxation charge/(credit) for the year	14,490	(52,126)

**FOAMHAND LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 JUNE 2022****10 Property, plant and equipment**

	<b>Computer equipment \$</b>
<b>Cost</b>	
At 1 July 2021 and 30 June 2022	4,149
<b>Depreciation and impairment</b>	
At 1 July 2021	1,210
Depreciation charged in the year	1,038
At 30 June 2022	2,248
<b>Carrying amount</b>	
At 30 June 2022	1,901
At 30 June 2021	2,939

**11 Fixed asset investments**

	<b>Notes</b>	<b>2022 \$</b>	<b>2021 \$</b>
Investments in subsidiaries	12	67	127

**Movements in non-current investments**

	<b>Shares in subsidiaries \$</b>
<b>Cost or valuation</b>	
At 1 July 2021 & 30 June 2022	127
<b>Impairment</b>	
At 1 July 2021	-
Disposals	60
At 30 June 2022	60
<b>Carrying amount</b>	
At 30 June 2022	67
At 30 June 2021	127

# FOAMHAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2022

### 12 Subsidiaries

Details of the company's subsidiaries at 30 June 2022 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Foamhand Limited New Zealand	Level 2, 142 Broad way, Newmarket, Auckland, 1023, New Zealand	Ordinary	100.00

On 13 August 2021 the company's subsidiary Foamhand Pty Limited, a company incorporated in Australia, was dissolved.

### 13 Trade and other receivables

	2022 \$	2021 \$
<b>Amounts falling due within one year:</b>		
Trade receivables	15,873	3,353
Amounts owed by group undertakings	59,483	180,410
Prepayments and accrued income	-	28,512
	<u>75,356</u>	<u>212,275</u>
Deferred tax asset (note 15)	96	115
	<u>75,452</u>	<u>212,390</u>

### 14 Current liabilities

	2022 \$	2021 \$
Amounts owed to group undertakings	682,538	1,019,202
Corporation tax	35,496	-
Accruals and deferred income	21,170	11,970
	<u>739,204</u>	<u>1,031,172</u>

### 15 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Assets 2022 \$	Assets 2021 \$
<b>Balances:</b>		
Accelerated capital allowances	<u>96</u>	<u>115</u>

**FOAMHAND LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 JUNE 2022****15 Deferred taxation (Continued)**

	<b>2022</b>
<b>Movements in the year:</b>	<b>\$</b>
Asset at 1 July 2021	(115)
Charge to profit or loss	19
	<hr/>
Asset at 30 June 2022	(96)
	<hr/> <hr/>

The deferred tax asset set out above is not expected to reverse within 12 months and relates to accelerated capital allowances.

**16 Retirement benefit schemes**

	<b>2022</b>	<b>2021</b>
	<b>\$</b>	<b>\$</b>
<b>Defined contribution schemes</b>		
Charge to profit or loss in respect of defined contribution schemes	12,065	11,650
	<hr/>	<hr/>

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

**17 Share capital**

	<b>2022</b>	<b>2021</b>	<b>2022</b>	<b>2021</b>
	<b>Number</b>	<b>Number</b>	<b>\$</b>	<b>\$</b>
<b>Ordinary share capital</b>				
<b>Issued and fully paid</b>				
Ordinary shares of £1 each	90	90	114	114
Ordinary A shares of £1 each	30	30	38	38
	<hr/>	<hr/>	<hr/>	<hr/>
	120	120	152	152
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**18 Related party transactions**

The company has taken advantage of the exemption available in FRS 102 33.1A whereby disclosures need not be given of transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

**19 Ultimate controlling party**

The parent company of Foamhand Limited is OSI (Holdings) Company Limited and its registered office is 5th Floor, One New Change, London EC4M 9AF.

OSI (Holdings) Company Limited is a subsidiary undertaking of OSI Systems Inc., a company registered in the USA. The directors consider OSI Systems Inc. to be the controlling ultimate parent company and a copy of this company's accounts can be seen at <https://investors.osi-systems.com/> or obtained from 12525 Chadron Avenue, Hawthorne, CA 90250, USA.

**FOAMHAND LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 30 JUNE 2022****20 Prior period adjustment****Reconciliation of changes in equity**

		<b>1 July 2020</b>	<b>30 June 2021</b>
	<b>Notes</b>	<b>\$</b>	<b>\$</b>
<b>Adjustments to prior year</b>			
Revenue	<b>1</b>	-	28,512
Corporation tax	<b>1</b>	-	(5,417)
		<u>-</u>	<u>(5,417)</u>
Total adjustments		-	23,095
Equity as previously reported		(578,337)	(823,511)
		<u>(578,337)</u>	<u>(823,511)</u>
Equity as adjusted		<u>(578,337)</u>	<u>(800,416)</u>

**Analysis of the effect upon equity**

Retained earnings	-	23,095
	<u>-</u>	<u>23,095</u>

**Reconciliation of changes in loss for the previous financial period**

	<b>Notes</b>	<b>2021 \$</b>
<b>Adjustments to prior year</b>		
Revenue	<b>1</b>	28,512
Corporation tax	<b>1</b>	(5,417)
		<u>23,095</u>
Total adjustments		23,095
Loss as previously reported		(245,174)
		<u>(245,174)</u>
Loss as adjusted		<u>(222,079)</u>

**Notes to reconciliation****Adjustment to revenue and corporation tax**

Revenue has been adjusted to reflect an error identified along with the tax impact on that adjustment.