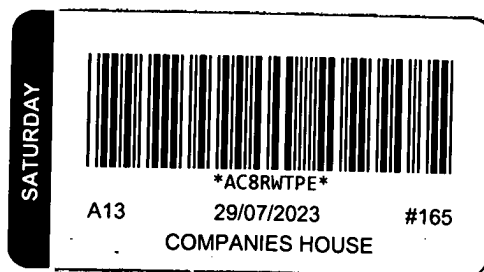




**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 SEPTEMBER 2022**



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**CHEMIGRAPHIC LIMITED**

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**COMPANY INFORMATION**

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**Directors**

C Wootton  
K J Docherty

**Registered number**

01045772

**Registered office**

Unit A2 The Fleming Centre  
Flemingway  
Crawley  
West Sussex  
RH10 9NF

**Independent auditor**

Grant Thornton UK LLP  
Chartered Accountants & Statutory Auditor  
2nd Floor  
St John's House  
Haslett Avenue West  
Crawley  
RH10 1HS

**Solicitors**

DMH Stallard  
Griffin House  
135 High Street  
Crawley  
United Kingdom  
RH10 1DQ

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**CHEMIGRAPHIC LIMITED**

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**CHEMIGRAPHIC LIMITED**

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**STRATEGIC REPORT  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**Introduction**

The directors submit their report and the financial statements for Chemigraphic Limited (the "Company") for the year to 30 September 2022.

**Business review and future developments**

Despite the Covid related headwind and the challenges this represented, 2022 witnessed a 5% growth in the business. The favourable increase in sales was partly offset by a lower margin product mix leading to a lower Gross Margin %.

The operating loss was after an impairment provision on a group balance of £970k.

Going forward the Company will continue to focus on its strategy from growth in existing sectors, and continue to invest in its subsidiary in mainland China.

**Key Performance Indicators**

	<b>2022</b>	<i>2021</i>
Turnover	<b>£19.8m</b>	<i>£18.9m</i>
Gross margin	<b>22%</b>	<i>24%</i>
Operating profit/(loss)	<b>(£0.6)m</b>	<i>(£0.5)m</i>
Adjusted EBITDA (Note 29)	<b>£1.1m</b>	<i>£1.1m</i>

**Principal risks and uncertainties**

Principal risks continue to centre on economic uncertainty particularly in relation to inflationary pressures. This is mitigated through careful management of cash flow and working capital to ensure continued headroom in our borrowing facilities.

This report was approved by the board and signed on its behalf.

*Kevin Docherty*

**K J Docherty**  
Director

Date: 28/7/2023

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**CHEMIGRAPHIC LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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

**Principal activity**

The principal activity of Chemigraphic Limited (the "Company") was the manufacture of electronic products and systems for various brand owners.

**Results and dividends**

The loss for the year, after taxation, amounted to £1,069,363 (2021: loss £663,969).

The directors did not recommend the payment of dividend in the period (2021: £Nil).

**Directors**

The directors who served during the year were:

C Wootton  
K J Docherty

**Directors' responsibilities statement**

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

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

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**CHEMIGRAPHIC LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**Financial instruments**

The Company is exposed to the following risks from its use of financial instruments:

- Credit risk is the risk that of financial loss to the Company on the failure of a customer or counterparty to meet their obligations as they fall due. The Company is exposed to credit risk primarily in respect of its trade debtors and cash. Trade debtors are stated net of provision for doubtful accounts. Exposure to credit risk in respect of trade debtors are stated net provision for doubtful accounts. Exposure to credit risk in respect of trade debtors is mitigated by the Company's policy of only granting credit to certain customers after an appropriate evaluation of their credit risk. In respect of cash, the counterparties are major banks and management do not expect any counterparty to fail to meet its obligations.
- Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company finances its operations through a mixture of retained cash generated from trading and borrowings from the bank. The Company manages liquidity risk by particularly focusing on working capital management. The Company also aims to maintain a balance between committed and uncommitted loan facilities. The Company has borrowing facilities with credit limit of £11.3m which will expire in 2025. At 30 September 2022, the unutilised borrowing facilities amounted to £1m available for the Company to draw upon.
- Market risk is the risk that changes in market prices, such as interest rates, have on the Company's financial performance. The objective of the Company's interest rate policy is to minimise interest costs while protecting the Company from adverse movements in interest rates. The Company does not currently hedge any interest rate risk.

**Qualifying third party indemnity provisions**

The Company may indemnify every director, former director, alternate director, secretary or officer of the Company against any liabilities incurred by him in execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office. Such qualifying third party indemnity provision remains in force as at the date of approving the Directors' report.

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**CHEMIGRAPHIC LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**Going concern**

The Directors have, at the time of approving the financial statements, a reasonable expectation that Chemigraphic (Topco) Limited and its subsidiary undertakings (the "Group" or "Chemigraphic Group") which include Chemigraphic Limited have adequate resources to continue in operational existence for the foreseeable future' hence, they continue to adopt the going concern basis of accounting in preparing financial statements.

The net liabilities of the Group on 30 September 2022 were £7.2m (2021: £5.9m). The net liability position is after loan notes with a carrying value of £9.5m (2021: £8.5m) owed to related parties. The loan notes were used to fund the acquisition of the subsidiary undertaking, Chemigraphic Limited, in 2019.

Chemigraphic Group has prepared detailed forecasts and projections up to 30 September 2024 which covers at least 12 months from the date of approval of the financial statements. The assumptions used in preparing these forecasts consider significant downside risks.

The Group's business relies on the supply of various electronic components and for part of the accounting period the Group experienced a significant level of disruption in the supply chain. This was a result of the continued impact of Covid-19, with demand for certain electronic components outstripping supply. The supply chain has improved, and the Group continues to work very closely with both its customers and suppliers to mitigate areas where there have been material shortages.

The Directors have taken into consideration that current economic conditions and note that are still creating a level of uncertainty however the order book and customer forecasts remain extremely strong. The Group has receivable finance and loan facilities which will expire in 2025 and a CBILS loan is repayable by instalments in the period up to 2026. As of 30 September 2022, the unutilised loan facilities amounted to £1m. The Company has complied with all its banking covenants. The Company also received a confirmation from NVM Private Equity LLP that they will not seek repayment of their loan notes until after 30 September 2024.

The Directors have concluded that the Group has adequate resources to continue for the foreseeable future. As such, they therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**Matters covered in the Strategic report**

In accordance with section 414 of the Companies Act 2006 (Strategic Report and Directors' Report Regulations 2013), the Company has chose to include a Strategic report. The information covers the business review, future developments and principal risk chosen and uncertainties.

**Disclosure of information to auditor**

The directors confirm that:

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

**Auditor**

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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**CHEMIGRAPHIC LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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This report was approved by the board and signed on its behalf.

*Kevin Docherty*

**K J Docherty**  
Director

Date: 28/7/2023



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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMIGRAPHIC LIMITED

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### Opinion

We have audited the financial statements of Chemigraphic Limited (the 'Company') for the year ended 30 September 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 a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2022 and of its loss 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

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the Company's business model including effects arising from macro-economic uncertainties such as the impact of inflation and global product demand, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.



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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMIGRAPHIC LIMITED (CONTINUED)

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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. 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.



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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMIGRAPHIC LIMITED (CONTINUED)**

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**Matter on which we are required to report under the Companies Act 2006**

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.

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

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.



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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMIGRAPHIC LIMITED (CONTINUED)

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

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the reporting frameworks being FRS 102 and the Companies Act 2006, together with the relevant tax compliance regulations in the UK.
- We obtained an understanding of how the Company is complying with relevant legal and regulatory frameworks by making inquiries of management, others within the entity and those charged with governance. We corroborated our inquiries through our review of board minutes.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by meeting with management from relevant parts of the business to understand areas where management considered there was a susceptibility to fraud. We also considered performance targets and their propensity to influence efforts made by management to manage earnings.
- We considered the programs and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programs and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk.
- Our audit procedures involved: journal entry testing, with a focus on manual journals and journals indicating large or unusual transactions based on our understanding of the business and enquiries of management, others within the entity and those charged with governance. In addition, we completed audit procedures to conclude on the compliance of disclosures in the annual report and accounts with applicable financial reporting requirements.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed noncompliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.



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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHEMIGRAPHIC LIMITED (CONTINUED)**

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- The engagement leader's assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - Understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation; and
  - Knowledge of the industry in which the Company operates.
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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.

*Grant Thornton UK LLP*

Christian Heeger BSc FCA  
Senior statutory auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Crawley  
Date: 28/7/2023

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**CHEMIGRAPHIC LIMITED**

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**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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	Note	2022 £	2021 £
Turnover	4	19,842,555	18,858,523
Cost of sales		<b>(15,476,402)</b>	<i>(14,359,097)</i>
<b>Gross profit</b>		<b>4,366,153</b>	4,499,426
Administrative expenses		<b>(4,034,917)</b>	<i>(3,980,060)</i>
Provision for impairment - amounts due from group undertakings	6	<b>(970,000)</b>	<i>(1,062,000)</i>
Other operating income	5	<b>28,711</b>	70,207
<b>Operating loss</b>	6	<b>(610,053)</b>	<i>(472,427)</i>
Interest payable and expenses	10	<b>(459,124)</b>	<i>(286,442)</i>
<b>Loss before tax</b>		<b>(1,069,177)</b>	<i>(758,869)</i>
Tax on loss	11	<b>(186)</b>	94,900
<b>Loss for the financial year</b>		<b>(1,069,363)</b>	<i>(663,969)</i>

The total administrative expenses for the year were £5,004,917 (2021: £5,042,060).

There were no recognised gains and losses for 2022 or 2021 other than those included in the Statement of comprehensive income.

There was no other comprehensive income for 2022 (2021: £NIL).

The notes on pages 14 to 36 form part of these financial statements.

**CHEMIGRAPHIC LIMITED**  
**REGISTERED NUMBER:01045772**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 30 SEPTEMBER 2022**

	Note	2022 £	2021 £
<b>Fixed assets</b>			
Intangible assets	12	514,339	592,922
Tangible assets	13	233,729	440,519
Investments	14	806	806
		<u>748,874</u>	<u>1,034,247</u>
<b>Current assets</b>			
Stocks	15	5,001,221	4,490,681
Debtors: amounts falling due within one year	16	4,945,772	5,312,397
Cash at bank and in hand	17	140,948	164,324
		<u>10,087,941</u>	<u>9,967,402</u>
Creditors: amounts falling due within one year	18	(9,755,729)	(10,165,321)
<b>Total assets less current liabilities</b>		<b>1,081,086</b>	<b>836,328</b>
Creditors: amounts falling due after more than one year	19	(4,860,632)	(3,546,511)
<b>Provisions for liabilities</b>			
Other provisions	21	(112,936)	(112,936)
<b>Net liabilities</b>		<b>(3,892,482)</b>	<b>(2,823,119)</b>
<b>Capital and reserves</b>			
Called up share capital	22	250,026	250,026
Capital redemption reserve	23	24,176	24,176
Profit and loss account	23	(4,166,684)	(3,097,321)
		<u>(3,892,482)</u>	<u>(2,823,119)</u>

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

**K J Docherty** *Kevin Docherty*  
Director

Date: 28/7/2023

The notes on pages 14 to 36 form part of these financial statements.

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**CHEMIGRAPHIC LIMITED**

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 October 2021	250,026	24,176	(3,097,321)	(2,823,119)
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(1,069,363)	(1,069,363)
<b>At 30 September 2022</b>	<u>250,026</u>	<u>24,176</u>	<u>(4,166,684)</u>	<u>(3,892,482)</u>

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 30 SEPTEMBER 2021**

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	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 October 2020	250,026	24,176	(2,433,352)	(2,159,150)
<b>Comprehensive income for the year</b>				
Loss for the year	-	-	(663,969)	(663,969)
<b>At 30 September 2021</b>	<u>250,026</u>	<u>24,176</u>	<u>(3,097,321)</u>	<u>(2,823,119)</u>

The notes on pages 14 to 36 form part of these financial statements.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**1. General information**

Chemigraphic Limited (the "Company") is a private company limited by shares and incorporated in England and Wales. Its registered head office is located at Unit A2 The Fleming Centre, Fleming way, Crawley, West Sussex, RH10 9NF.

The principal activity of the Company was the manufacture of electronic products and systems for various brand owners.

**2. Accounting policies****2.1 Basis of preparation of financial statements**

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

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see Note 3).

The following principal accounting policies have been applied:

**2.2 Exemption from preparing consolidated financial statements**

These financial statements present information about the Company as an individual undertaking and not about its group. The Company is exempt from the requirements to prepare consolidated financial statements on the grounds that the parent undertaking Chemigraphic (Topco) Limited includes the Company in its published consolidated financial statements. The consolidated financial statements of Chemigraphic (Topco) Limited are prepared under FRS 102 and can be obtained from the address disclosed in Note 2.3.

**2.3 Financial Reporting Standard 102 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Chemigraphic (Topco) Limited as at 30 September 2022 and these financial statements may be obtained from Unit A2 The Fleming Centre, Fleming Way, Crawley, West Sussex, RH10 9NF.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)****2.4 Going concern**

The Directors have, at the time of approving the financial statements, a reasonable expectation that Chemigraphic (Topco) Limited and its subsidiary undertakings (the "Group" or "Chemigraphic Group") which include Chemigraphic Limited have adequate resources to continue in operational existence for the foreseeable future' hence, they continue to adopt the going concern basis of accounting in preparing financial statements.

The net liabilities of the Group on 30 September 2022 were £7.2m (2021:£5.2m). The net liability position is after loan notes with a carrying value of £9.5m (2021:£8.5m) owed to related parties. The loan notes were used to fund the acquisition of Chemigraphic Limited in 2019.

Chemigraphic Group has prepared detailed forecasts and projections up to 30 September 2024 which covers at least 12 months from the date of approval of the financial statements. The assumptions used in preparing these forecasts consider significant downside risks.

The Group's business relies on the supply of various electronic components and for part of the accounting period the Group experienced a significant level of disruption in the supply chain. This was a result of the continued impact of Covid-19, with demand for certain electronic components outstripping supply. The supply chain has improved, and the Group continues to work very closely with both its customers and suppliers to mitigate areas where there have been material shortages.

The Directors have taken into consideration current economic conditions and note that the order book and customer forecasts remain extremely strong. The Group has receivable finance and loan facilities which will expire in 2025 and a CBILS loan is repayable by instalments in the period up to 2026. As of 30 September 2022, the unutilised loan facilities amounted to £1m available for the Group to draw upon. The Group has complied with all its banking covenants in the period. The Company also received a confirmation from NVM Private Equity LLP that they will not seek repayment of their loan notes until after 30 September 2024.

The Directors have concluded that the Group has adequate resources to continue for the foreseeable future. As such, they therefore continue to adopt the going concern basis of accounting in preparing the annual financial statements

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.5 Foreign currency translation**

**Functional and presentation currency**

The Company's functional and presentational currency is GBP.

**Transactions and balances**

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

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

**2.6 Revenue**

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

**Sale of goods**

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

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

This is usually at the point the goods are dispatched to customers.

**Rendering of services**

Revenue from the rendering of services is recognised as and when the service is completed.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)****2.7 Leased assets: the Company as lessee**

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets or intangible assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the Company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to profit or loss so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

**2.8 Operating leases: the Company as lessee**

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

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

**2.9 Research and development**

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

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

**2.10 Government grants**

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to Kickstart Scheme are recognised based on the cash payments received.

Grants are included within 'Other operating income' in the Statement of comprehensive income in the same period as the related expenditure. Grant income are not deducted from the related expense. The deferred element of grants is included in creditors as deferred income.

**2.11 Interest income**

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

**2.12 Finance costs**

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)****2.13 Borrowing costs**

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

**2.14 Pensions****Defined contribution pension plan**

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

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

**2.15 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

**2.16 Exceptional items**

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence. Management consider that these items should be disclosed separately to enable full understanding of the operating results.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)****2.17 Intangible assets**

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

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

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

The estimated useful lives range as follows:

Software development expenditure	-	10	years
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**2.18 Tangible fixed assets**

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

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

Depreciation is provided on the following basis:

Short-term leasehold property	-	3	years
Plant and machinery	-	4	years
Motor vehicles	-	3	years
Fixtures and fittings	-	5	years
Computer equipment	-	5	years

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

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

**2.19 Investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

Other investments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit or loss. Subsequent to initial recognition, investments that can be measured reliably are measured at fair value with changes recognised in profit or loss.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)**

**2.20 Stocks**

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

**2.21 Debtors**

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

**2.22 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.23 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**2.24 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**2. Accounting policies (continued)****2.25 Financial instruments**

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an 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.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumption that affect the reported amounts of expenses, assets and liabilities, at the end of the reporting period. The Company based its assumptions and estimates on parameters available when the financial statements were being prepared.

The directors have reviewed the accounting policies to ensure that they remain the most appropriate to their particular circumstances for the purpose of giving a true and fair view.

**Significant management judgements**

The following are the judgements made by management in applying the accounting policies of the Company that have the most significant effect on these financial statements.

*Capitalisation of internally developed software*

Distinguishing the research and development phases of a new customised software project and determining whether the recognition requirements for the capitalisation of development costs are met requires judgement. After capitalisation, management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired (see Note 2.17).

**Estimation uncertainty***Stocks*

Management estimates the level of provisioning required and net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of stocks may be affected by market-driven changes that may reduce future selling prices. The stock value in the financial statements is included net of a provision of £1,080,000 (2021: £919,380).

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**4. Turnover**

An analysis of turnover by class of business is as follows:

	2022 £	2021 £
Sale of goods	<u>19,842,555</u>	<u>18,858,523</u>

Analysis of turnover by country of destination:

	2022 £	2021 £
United Kingdom	14,104,999	14,045,012
Rest of Europe	5,133,788	4,346,195
United States	39,307	30,854
Rest of the world	564,461	436,462
	<u>19,842,555</u>	<u>18,858,523</u>

**5. Other operating income**

	2022 £	2021 £
Other operating income	8,284	-
Government grants	20,427	70,207
	<u>28,711</u>	<u>70,207</u>

Government grants recognised for the year ended 30 September 2022 represent amounts received in respect of the Kickstart Scheme and are recognised as the amounts become due.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**6. Operating loss**

The operating loss is stated after charging:

	<b>2022</b>	<b>2021</b>
	£	£
Provision for impairment loss on/Write off of amounts owed by group undertakings	<b>970,000</b>	1,062,000
Foreign exchange loss	<b>355,030</b>	25,817
Operating lease costs	<b>411,588</b>	414,165
Depreciation on fixed assets	<b>212,064</b>	286,920
Amortisation on intangible assets	<b>78,583</b>	78,585
Loss/(Gain) on disposal of fixed assets	-	(2,192)
	<u><u>          </u></u>	<u><u>          </u></u>

**7. Auditor's remuneration**

	<b>2022</b>	<b>2021</b>
	£	£
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	<b>79,000</b>	47,500
	<u><u>          </u></u>	<u><u>          </u></u>

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**8. Employees**

Staff costs, including directors' remuneration, were as follows:

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Wages and salaries	<b>3,324,276</b>	3,764,340
Social security costs	<b>331,979</b>	355,457
Cost of defined contribution scheme	<b>79,503</b>	84,079
	<u><b>3,735,758</b></u>	<u>4,203,876</u>

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

	<b>2022</b>	<b>2021</b>
	<b>No.</b>	<b>No.</b>
Production and assembly	<b>71</b>	82
Administration	<b>35</b>	40
	<u><b>106</b></u>	<u>122</u>

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**9. Directors' remuneration**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Directors' emoluments	<b>320,000</b>	340,400
Company contributions to defined contribution pension schemes	<b>15,000</b>	15,000
	<u><b>335,000</b></u>	<u>355,400</u>

The highest paid director received remuneration of £150,000 (2021: £150,000).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £15,000 (2021: £15,000).

During the year retirement benefits were accruing to 1 director (2021: 1) in respect of defined contribution pension schemes.

**10. Interest payable and similar expenses**

	<b>2022</b>	<b>2021</b>
	<b>£</b>	<b>£</b>
Interest payable on bank overdraft and bank loans	<b>56,323</b>	15,428
Interest payable on finance leases and hire purchase contracts	-	3,673
Bank and other finance charges	<b>402,801</b>	267,341
	<u><b>459,124</b></u>	<u>286,442</u>

Bank and other finance charges included interest and other charges on the Company's invoicing facility and amortisation of refinancing fees incurred on bank loans.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**11. Taxation**

	2022 £	2021 £
<b>Corporation tax</b>		
Current tax on profits for the year	141	(182)
Adjustments in respect of previous periods	-	(107,896)
Double taxation relief	(141)	-
	-	(108,078)
Foreign taxation relief	186	636
<b>Total current tax</b>	<b>186</b>	<b>(107,442)</b>
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	(97,738)
Adjustment in respect of previous periods	-	110,280
<b>Total deferred tax</b>	-	12,542
<b>Taxation on profit/(loss) on ordinary activities</b>	<b>186</b>	<b>(94,900)</b>

## CHEMIGRAPHIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022

## 11. Taxation (continued)

## Factors affecting tax charge for the year

The tax assessed for the year is higher than (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022 £	2021 £
Loss on ordinary activities before tax	<u>(1,069,177)</u>	<u>(758,869)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	<b>(203,144)</b>	<b>(144,185)</b>
<b>Effects of:</b>		
Non-deductible expenses	<b>185,950</b>	204,911
Fixed asset differences	<b>469</b>	757
Adjustments to tax charge in respect of previous periods	-	2,384
Group relief claimed	<b>(21,185)</b>	<b>(10,260)</b>
Non-taxable income	-	<b>(372)</b>
Foreign tax credits	<b>45</b>	152
Deferred tax not recognised	<b>38,051</b>	<b>(148,105)</b>
Other permanent differences	-	<b>(182)</b>
<b>Total tax charge for the year</b>	<u><b>186</b></u>	<u><b>(94,900)</b></u>

## Factors that may affect future tax charges

In March 2021, the government has announced an increase in corporation tax from 19% to 25% with effect from 1 April 2023 which was enacted in June 2021.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**12. Intangible assets**

	<b>Software development costs £</b>
<b>Cost</b>	
At 1 October 2021	785,840
At 30 September 2022	785,840
<b>Amortisation</b>	
At 1 October 2021	192,918
Charge for the year	78,583
At 30 September 2022	271,501
<b>Net book value</b>	
At 30 September 2022	514,339
<i>At 30 September 2021</i>	592,922

Software development costs comprise the Company's ERP system, IFS. The system was implemented on 1 April 2019, and was amortised from this point. The intangible asset has a remaining amortisation period of 6.5 years (2021: 7.5 years).

## CHEMIGRAPHIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022

## 13. Tangible fixed assets

	Short-term leasehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Computer equipment £	Total £
<b>Cost</b>						
At 1 October 2021	669,046	5,293,777	41,745	695,419	908,465	7,608,452
Additions	-	2,380	-	-	2,894	5,274
At 30 September 2022	<u>669,046</u>	<u>5,296,157</u>	<u>41,745</u>	<u>695,419</u>	<u>911,359</u>	<u>7,613,726</u>
<b>Depreciation</b>						
At 1 October 2021	666,489	4,907,766	41,745	661,170	890,763	7,167,933
Charge for the year	1,307	181,782	-	18,793	10,182	212,064
At 30 September 2022	<u>667,796</u>	<u>5,089,548</u>	<u>41,745</u>	<u>679,963</u>	<u>900,945</u>	<u>7,379,997</u>
<b>Net book value</b>						
At 30 September 2022	<u>1,250</u>	<u>206,609</u>	<u>-</u>	<u>15,456</u>	<u>10,414</u>	<u>233,729</u>
At 30 September 2021	<u>2,557</u>	<u>386,011</u>	<u>-</u>	<u>34,249</u>	<u>17,702</u>	<u>440,519</u>

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**14. Fixed asset investments**

	<b>Other investments £</b>
<b>Cost or valuation</b>	
At 1 October 2021	806
At 30 September 2022	806

Included in other investments are listed investments amounting to £806 (2021: £806). As at 30th September 2021 these investments had a market value of £1,017 (2021: £1,278). The Company did not recognise any gain or loss on changes in fair value as the directors are of the opinion that the impact is not material to the financial statements.

**15. Stocks**

	<b>2022 £</b>	<b>2021 £</b>
Raw materials and consumables	3,696,227	2,767,843
Work in progress (goods to be sold)	491,267	576,505
Finished goods and goods for resale	813,727	1,146,333
	5,001,221	4,490,681

There is no significant difference between the replacement cost and their carrying amounts. Stocks are stated after provisions for impairment of £1,080,000 (2021: £919,380).

**16. Debtors**

	<b>2022 £</b>	<b>2021 £</b>
Trade debtors	3,560,783	3,581,940
Amounts owed by group undertakings	834,496	1,271,812
Other debtors	14,514	7,998
Prepayments and accrued income	480,310	315,250
Corporation tax debtor	55,669	135,397
	4,945,772	5,312,397

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**16. Debtors (continued)**

Trade debtors are stated after provisions for impairment of £12,321 (2021: £12,321).

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayments and are repayable on demand. Amounts owed by group undertakings are stated after provisions for impairment of £2,032,000 (2021: £1,062,000).

**17. Cash and cash equivalents**

	2022 £	2021 £
Cash at bank and in hand	<u>140,948</u>	<u>164,324</u>

**18. Creditors: Amounts falling due within one year**

	2022 £	2021 £
Bank loans (Note 20)	532,140	1,538,631
Trade creditors	3,919,435	3,745,658
Amounts owed to group undertakings	3,864,807	4,080,441
Other taxation and social security	326,725	245,353
Other creditors	4,488	598
Accruals and deferred income	1,108,134	554,640
	<u>9,755,729</u>	<u>10,165,321</u>

Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

**19. Creditors: Amounts falling due after more than one year**

	2022 £	2021 £
Bank loans (Note 20)	<u>4,860,632</u>	<u>3,546,511</u>

## CHEMIGRAPHIC LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**20. Loans**

Analysis of the maturity of loans is given below:

	2022 £	2021 £
<b>Amounts falling due within one year</b>		
Bank loans	532,140	1,538,631
<b>Amounts falling due 1-2 years</b>		
Bank loans	450,000	3,546,511
<b>Amounts falling due 2-5 years</b>		
Bank loans	4,410,632	-
	<u>5,392,772</u>	<u>5,085,142</u>

The Company has receivable financing and inventory loan facilities with a total credit limit of £7m. In February 2022, the maturity date of these facilities was extended to 2025. The Company also has a cash flow loan facility with £71k remaining, repayable by December 2022 and a CBLs loan facility with an original principal amount of £2.2m repayable in instalments until August 2026. The loan facilities carry interest ranging from 2.5% to 6.25%.

The facilities are secured by fixed and floating charges over all the assets of the Company and its group undertakings. At 30 September 2022, the carrying value was £5,392,772 (2021: £5,085,142), after deducting unamortised transaction costs of £Nil (2021: £28,194).

**21. Provisions**

	Other provision £
At 1 October 2021	112,936
<b>At 30 September 2022</b>	<u>112,936</u>

Other provision is recognised for future repairs of the Company's factory payable under the terms of the lease. The provision for dilapidations is expected to be fully utilised upon the expiry of the lease contract.

**22. Share capital**

	2022 £	2021 £
<b>Allotted, called up and fully paid</b>		
25,002,601 (2021: 25,002,601) Ordinary shares of £0.01 each (2021: £0.01)	<u>250,026</u>	<u>250,026</u>

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**22. Share capital (continued)**

The ordinary shares carry the right to vote, on the basis of one vote for every ordinary share, and to receive dividends.

**23. Reserves**

Called up share capital - represents the nominal value of shares that have been issued.

Profit and loss account - includes all current and prior period retained profits and losses.

Capital redemption reserve - includes nominal value of shares previously redeemed.

**24. Contingent liabilities**

The parent undertakings, Chemigraphic (Bidco) Limited has loan notes with carrying amount of £9.4m at 30 September 2022 (2021: £8.5m). The loan notes are secured by way of fixed and floating charges over the assets of the parent undertakings and their subsidiaries which include Chemigraphic Limited.

**25. Pension commitments****Defined contribution plans**

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund. The total expense relating to these plans in the current year was £79,503 (2021: £84,079).

Contributions totalling £12,447 (2021: £15,117) were payable to the fund at year end.

**26. Commitments under operating leases**

At 30 September 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2022 £	2021 £
Not later than 1 year	408,813	373,358
Later than 1 year and not later than 5 years	1,038,354	1,447,166
	<u>1,447,167</u>	<u>1,820,524</u>

During the year £411,588 was recognised as an expense in respect of operating leases, net of rent rebates (2021: £414,165).

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2022**

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**27. Related party transactions**

The Company has taken advantage of the exemption contained within FRS 102 from disclosing transactions with other wholly owned members of the group.

During the year the Company traded with a company related by way of common investors. The Company made purchases of £7,984 and sales of £28,814 and at the year end the outstanding balances were £8,179 of Creditors and zero Debtors.

The key management personnel of the Company are considered to the directors. The directors' remuneration are disclosed in Note 9.

**28. Controlling party**

The immediate parent Company of Chemigraphic Limited is Chemigraphic (Bidco) Limited, a subsidiary undertaking of Chemigraphic (Topco) Limited. The smallest and largest group to consolidate these financial statements is Chemigraphic (Topco) Limited. Copies of the consolidated financial statements of Chemigraphic (Topco) Limited can be obtained from the Company Secretary at Unit A2 The Fleming Centre, Fleming Way, Crawley, RH10 9NF.

The ultimate parent undertaking and controlling party is NVM Private Equity LLP.

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**CHEMIGRAPHIC LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
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**29. Adjusted EBITDA**

Adjusted EBITDA has been calculated on the following basis:

	2022 £	2021 £
	<b>Note</b>	
Loss for the financial year/period	<b>(1,069,363)</b>	(663,969)
Interest payable and similar charges	10 <b>459,124</b>	286,442
Depreciation on fixed assets	6,13 <b>212,064</b>	286,920
Amortisation on intangible assets	6,12 <b>78,583</b>	78,585
Tax for the year	11 <b>186</b>	(94,900)
Provision for impairment loss on/Write off of amounts owed by group undertakings	6 <b>970,000</b>	1,062,000
Exceptional costs (see below)	<b>23,000</b>	53,162
Foreign exchange loss	6 <b>355,031</b>	25,817
Other miscellaneous costs	<b>46,955</b>	55,682
	<u><b>1,075,580</b></u>	<u><b>1,089,739</b></u>

Other miscellaneous costs included non-executive fees and (loss)/profit on sale of fixed assets.

	2022 £	2021 £
<b>Exceptional costs</b>		
Staff costs and bonuses	-	50,852
Legal and professional fees	-	2,310
Transaction costs	<b>23,000</b>	-
	<u><b>23,000</b></u>	<u><b>53,162</b></u>

Exceptional costs are those that are unusual because of their size, nature and incidence and are deemed one-off significant costs. The directors consider that these items should be disclosed separately to enable a full understanding of the operating results. The transaction costs relate to the update of the loan agreement with the bank in relation to the introduction of a revolver loan facility.