

Company registration number 03997432 (England and Wales)

INCORPORE LIMITED

FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2022

PAGES FOR FILING WITH REGISTRAR

INCORPORE LIMITED

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INCORPORE LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

		31 December 2022		30 September 2022	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	4		-		6,366
Tangible assets	5		62,600		58,779
Investments	6		100		100
			<u>62,700</u>		<u>65,245</u>
Current assets					
Debtors	7	14,838,674		8,791,213	
Cash at bank and in hand		1,501,590		2,572,943	
		<u>16,340,264</u>		<u>11,364,156</u>	
Creditors: amounts falling due within one year	8	<u>(16,199,971)</u>		<u>(11,263,994)</u>	
Net current assets			<u>140,293</u>		<u>100,162</u>
Total assets less current liabilities			<u>202,993</u>		<u>165,407</u>
Creditors: amounts falling due after more than one year	9		(175,000)		(187,500)
Provisions for liabilities	10		(13,122)		(8,887)
Net assets/(liabilities)			<u>14,871</u>		<u>(30,980)</u>
Capital and reserves					
Called up share capital	12		116		116
Share premium account			45,384		45,384
Capital redemption reserve			20		20
Profit and loss reserves			(30,649)		(76,500)
Total equity			<u>14,871</u>		<u>(30,980)</u>

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

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

The financial statements were approved by the board of directors and authorised for issue on 21 September 2023 and are signed on its behalf by:

Y E Rantala
Director

Company Registration No. 03997432

INCORPORE LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 31 DECEMBER 2022

	Share capital	Share premium account	Capital redemption reserve	Profit and loss reserves	Total
	£	£	£	£	£
Balance at 1 October 2021	116	45,384	20	54,286	99,806
Year ended 30 September 2022:					
Loss and total comprehensive income for the year	-	-	-	(130,786)	(130,786)
Balance at 30 September 2022	<u>116</u>	<u>45,384</u>	<u>20</u>	<u>(76,500)</u>	<u>(30,980)</u>
Period ended 31 December 2022:					
Profit and total comprehensive income for the period	-	-	-	45,851	45,851
Balance at 31 December 2022	<u><u>116</u></u>	<u><u>45,384</u></u>	<u><u>20</u></u>	<u><u>(30,649)</u></u>	<u><u>14,871</u></u>

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Incorpore Limited is a private company limited by shares incorporated in England and Wales. The registered office is 14 Mill Road, Burgess Hill, RH15 8DR.

1.1 Reporting period

The company changed its accounting period to 31 December 2022 in order to align with its parent company's year end. As such these accounts are for the three months period to 31st December 2022. The comparative period is for the twelve month period to 30th September 2022.

1.2 Accounting convention

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

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

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

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

1.3 Going concern

At the time of approving the financial statements, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for the 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.

Turnover from membership contracts relating to the provision of employee benefits is recognised over the contracted period for which the services are provided. However, additional revenue for the provision of these services in excess of the membership fees is recognised upon commencement of the contracts.

1.5 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

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

Development costs	33% on cost
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1.6 Tangible fixed assets

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

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:

Plant and machinery	25% on reducing balance
Fixtures and fittings	25% on reducing balance
Computer equipment	33% on reducing balance

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.

1.7 Fixed asset 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.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

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

1.8 Impairment of fixed assets

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

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

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

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 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.

1.9 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.

1.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

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

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.11 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.

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.12 Taxation

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

Current tax

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

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.13 Employee benefits

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

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

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

1.14 Retirement benefits

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

1.15 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2022

2 Employees

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

	2022 Number	2022 Number
Total	38	32

3 Taxation

	2022 £	2022 £
Current tax		
UK corporation tax on profits for the current period	10,207	22,601
Adjustments in respect of prior periods	18,724	(71)
Total current tax	28,931	22,530
Deferred tax		
Origination and reversal of timing differences	4,235	(1,118)
Total tax charge	33,166	21,412

4 Intangible fixed assets

	Development costs £
Cost	
At 1 October 2022 and 31 December 2022	2,123,450
Amortisation and impairment	
At 1 October 2022	2,117,084
Amortisation charged for the period	6,366
At 31 December 2022	2,123,450
Carrying amount	
At 31 December 2022	-
At 30 September 2022	6,366

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2022

5	Tangible fixed assets	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Total £
	Cost				
	At 1 October 2022	78,750	59,426	152,301	290,477
	Additions	5,783	-	1,140	6,923
	At 31 December 2022	<u>84,533</u>	<u>59,426</u>	<u>153,441</u>	<u>297,400</u>
	Depreciation and impairment				
	At 1 October 2022	56,318	37,262	138,118	231,698
	Depreciation charged in the period	886	1,358	858	3,102
	At 31 December 2022	<u>57,204</u>	<u>38,620</u>	<u>138,976</u>	<u>234,800</u>
	Carrying amount				
	At 31 December 2022	<u>27,329</u>	<u>20,806</u>	<u>14,465</u>	<u>62,600</u>
	At 30 September 2022	<u>22,432</u>	<u>22,164</u>	<u>14,183</u>	<u>58,779</u>
	6			2022	2022
	Fixed asset investments			£	£
	Shares in group undertakings and participating interests			<u>100</u>	<u>100</u>
	7			2022	2022
	Debtors			£	£
	Amounts falling due within one year:				
	Trade debtors			6,326,410	4,218,778
	Amounts owed by group undertakings			423	-
	Other debtors			61,756	95,021
	Prepayments and accrued income			8,450,085	4,477,414
				<u>14,838,674</u>	<u>8,791,213</u>

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2022

8	Creditors: amounts falling due within one year	2022	2022
		£	£
	Bank loans	216,667	279,167
	Trade creditors	2,186,942	2,415,488
	Corporation tax	51,532	22,601
	Other taxation and social security	379,950	86,983
	Other creditors	80,109	103,974
	Accruals and deferred income	13,284,771	8,355,781
		<u>16,199,971</u>	<u>11,263,994</u>

9	Creditors: amounts falling due after more than one year	Notes	2022	2022
			£	£
	Bank loans and overdrafts		175,000	187,500
			<u>175,000</u>	<u>187,500</u>

10	Provisions for liabilities		2022	2022
			£	£
	Deferred tax liabilities	11	13,122	8,887
			<u>13,122</u>	<u>8,887</u>

11 Deferred taxation

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

Balances:	Liabilities	Liabilities
	2022	2022
	£	£
Accelerated capital allowances	<u>13,122</u>	<u>8,887</u>
Movements in the period:		2022
		£
Liability at 1 October 2022		8,887
Charge to profit or loss		4,235
Liability at 31 December 2022		<u>13,122</u>

The deferred tax liability set out above is expected to reverse within 12 months and relates to accelerated capital allowances that are expected to mature within the same period.

INCORPORE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2022

12 Called up share capital

	2022	2022	2022	2022
Ordinary share capital Issued and fully paid	Number	Number	£	£
Ordinary share capital of £1 each	116	116	116	116

13 Audit report information

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

The auditor's report was unqualified.

Senior Statutory Auditor: Hiten Patel FCCA
Statutory Auditor: Gerald Edelman LLP

14 Operating lease commitments

Lessee

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

	2022	2022
	£	£
	417,833	458,000

15 Related party transactions

As at the balance sheet date, £52,998 (Sep 2022 - owed to £35,421) was owed from the former shareholders which settled in March 2023.

Other debtors include a balance of £423 owed by Incorpore Gymflex Limited, a wholly owned subsidiary of Incorpore Limited.

16 Parent company

On 1 April 2023, the entity was acquired by Epassi Group Oy, a company incorporated in Espoo, Finland. As a result, the ultimate parent company is now Epassi Group Oy.

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