

TALLEY GROUP LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**



TALLEY GROUP LIMITED

COMPANY INFORMATION

Directors	C P Evans (resigned 2 March 2021) J J H Evans (resigned 2 March 2021) K P Mearns (resigned 8 December 2021) R J McEwen (resigned 2 March 2021) D J Kettlewell (resigned 2 March 2021) G J Boyle (appointed 2 March 2021) R B N Brodie (appointed 2 March 2021, resigned 29 November 2021) S McAllister (appointed 2 March 2021)
Company secretary	D J Kettlewell (resigned 2 March 2021)
Registered number	00520386
Registered office	6-10 Withey Court Western Industrial Estate Caerphilly Mid Glamorgan CF83 1BF
Trading Address	Premier Way Abbey Park Industrial Estate Romsey SO51 9AQ
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 17th Floor 103 Colmore Row Birmingham West Midlands B3 3AG

TALLEY GROUP LIMITED

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TALLEY GROUP LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

Introduction

Talley Group Limited was acquired on 2 March 2021 by DHG Bidco Ltd to bolster the DHG's existing presence in the UK and strengthen DHG's position as a leading manufacturer of pressure area care.

The Directors present their report and financial statements for the year ended 31 December 2021.

Business review

The Company's principal activity continues to be the design, manufacture, sale, service and hire of medical equipment, wound care devices and associated products.

The turnover for the 12 months ended 31st December 2021 was 1.1% below the figure for 2020.

UK Revenue was 7.2% below the previous period, whilst International Revenue was 16.6% above that achieved previously.

Overall Revenue was flat year on year.

Our Gross Margin % increased to 56.4% compared to 49.8% for the prior year, and net loss at £-1.5M has decreased -9.5% on last year's net profit figure of £0.64M.

Principal risks and uncertainties

Risk is an inherent part of any business activity and the principal risks to Talley remain the same as in previous years. These are addressed through adherence to good business practices and internal control processes that are monitored on an on-going basis by the Directors and the senior management team.

The continued shortage of funds available to the NHS creates a risk to our UK business, however our wide product portfolio, extensive customer base and very competitive pricing structure help to significantly offset this risk. The lack of concise information on the structure and format of future trade deals resulting from the protracted Brexit negotiations inevitably creates uncertainty and has made the process of accurately forecasting international trade more difficult. Although this will increase the risk to companies like Talley Group Limited, as we already trade with many companies from countries outside the European Union and wherever possible look to match foreign purchase and payments with the same currency, we do expect that the overall effect will be minimised.

The cost of living crisis is being closely monitored by management and continually reviewing the impact to the business.

The war in Ukraine has as of yet had limited impact commercially, but management are closely monitoring the situation and reviewing the impact on the supply chains/logistics of the Group to ensure that the Group meets the demands of its customers.

TALLEY GROUP LIMITED

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

Financial key performance indicators

The board monitors the performance of the Company by reference to a range of K.P.I's, a number which are shown below:

	2021	2020
	£	£
Turnover (Fall)/ Growth	-1.1%	-
Gross Margin %	56.4%	49.8%
Net (Loss)/Profit %	-9.5%	2.63%
Debtors Days	53	63
Creditor Days	78	21
Stock Turn Days	101	43

This report was approved by the board on 29 September 2022 and signed on its behalf.


G J Boyle
Director

TALLEY GROUP LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

The Directors present their report and the financial statements for the year ended 31 December 2021.

Results and dividends

The loss for the year, after taxation, amounted to £2,709,728 (2020: profit £442,344).

The Directors did not recommend the payment of dividend in the year (2020: £330,000).

Directors

The Directors who served during the year were:

C P Evans (resigned 2 March 2021)
J J H Evans (resigned 2 March 2021)
K P Mearns (resigned 8 December 2021)
R J McEwen (resigned 2 March 2021)
D J Kettlewell (resigned 2 March 2021)
G J Boyle (appointed 2 March 2021)
R B N Brodie (appointed 2 March 2021, resigned 29 November 2021)
S McAllister (appointed 2 March 2021)

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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and may differ from legislation in other jurisdictions.

TALLEY GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Future developments

The Directors intend to continue with their present management policies for the foreseeable future, and will continue to seek to grow the business through a combination of organic growth and where appropriate, acquisition.

Financial instruments and risk management

Liquidity and interest rate risk

The Company manages its cash and borrowing requirements in order to minimise interest expense, whilst utilising budgets and forecasts to ensure that the Company has sufficient liquid resources to meet the operating needs of the business.

Foreign currency risk

A fair proportion of the Company's business is conducted in foreign currency. To minimise exposure to currency risk the Company strives to match foreign currency income with foreign currency expenditure. Surplus foreign currency is maintained until required and if considered necessary, cap and collar hedging are put in place to minimise the risk of currency movements.

Credit risk

The Company ensures the vast majority of non NHS customers, both in the UK and abroad. Trade debtors are reviewed on a regular basis and provision is made for bad and doubtful debts where necessary. The company purchases credit insurance from Euler Hermes and the vast majority of sales to foreign customers are covered in this way.

Research and development activities

The Company continues to invest in research and development. This has resulted in updates to existing products and the development of new products.

Going concern

The Directors have considered a period of not less than twelve months following the date of signing the financial statements, in assessing the cash flows and covenant calculations for the Company and the wider group. The forecasts show that there is sufficient cash for both the Company and wider group to continue trading and meet liabilities as these fall due for the foreseeable future and there is no evidence of any covenant breach. The Directors therefore conclude that there are no material uncertainties related to events or conditions that may cast doubt on the ability of the Company to continue as a going concern. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

TALLEY GROUP LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

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.

This report was approved by the board on 29 September 2022 and signed on its behalf.

Garry Boyle

G J Boyle
Director



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TALLEY GROUP LIMITED

Opinion

We have audited the financial statements of Talley Group Limited (the 'Company') for the year ended 31 December 2021, 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 FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 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 Brexit and Covid-19, 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TALLEY GROUP LIMITED (CONTINUED)

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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

The directors are responsible for the 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.

In connection with our audit of the financial statements, 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.

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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TALLEY GROUP LIMITED (CONTINUED)

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 for the financial statements

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.

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. This description forms part of our Auditor's Report.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TALLEY GROUP LIMITED (CONTINUED)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

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 are those that relate to the financial reporting framework (Financial Reporting Standard 102, Companies Act 2006 and the UK tax legislation); health and safety, employee matters, environmental and bribery and corruption procedures;
- We enquired of management and the in-house legal counsel as to whether they were aware of any non-compliance with laws and regulations and whether they had any knowledge of actual, suspected or alleged fraud. We corroborated the results of our enquiries to board minutes and other supporting documentation;
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with employees from different parts of the business, including the finance team, in-house legal counsel and the IT department, to understand where it is considered there was a susceptibility of fraud;
- In assessing the potential risks of material misstatement, we obtained an understanding of:
 - the company's operations, including the nature of its revenue sources and of its objectives and strategies to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement;
 - the company's control environment including:
 - the finance system and controls, including the controls over journal postings that the group has established to address risks identified, or that otherwise prevent, deter and detect fraud, and how senior management monitor the finance system and the 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, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions; and management; and
 - In addition, we completed audit procedures to conclude on the compliance of disclosures in the annual report and accounts with applicable financial reporting requirements.
- We also considered the key performance indicators and their propensity to influence efforts made by management to manage earnings;



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TALLEY GROUP LIMITED (CONTINUED)

- 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;
 - knowledge of the industry in which the company operates; and
 - understanding of the legal and regulatory requirements specific to the company.
- We did not identify any matters relating to non-compliance with laws and regulations or relating to fraud.

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.

A handwritten signature in black ink, appearing to read "David Munton" followed by some initials.

David Munton BSc (Hons) FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Birmingham

29 September 2022

TALLEY GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	2020 £
Turnover	4	16,807,754	16,995,762
Cost of sales		(7,323,644)	(8,525,088)
Gross profit		9,484,110	8,470,674
Distribution costs		(3,132,631)	(2,250,238)
Administrative expenses		(8,336,243)	(5,532,715)
Exceptional administrative expenses	13	(413,781)	-
Operating (loss)/profit	5	(2,398,545)	687,721
Interest receivable and similar income		-	26,234
Interest payable and expenses	10	(44,272)	(70,614)
(Loss)/profit before tax		(2,442,817)	643,341
Tax on (loss)/profit	11	(266,911)	(200,997)
(Loss)/profit for the financial year		(2,709,728)	442,344
Other comprehensive income for the year		1,117,915	-
Total comprehensive (expense)/income for the year		(1,591,813)	442,344

The notes on pages 15 to 34 form part of these financial statements.

TALLEY GROUP LIMITED
REGISTERED NUMBER:00520386

BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible assets	14	967,943	-
Tangible assets	15	3,183,088	8,441,947
		<u>4,151,031</u>	<u>8,441,947</u>
Current assets			
Stocks	17	2,017,110	1,505,410
Debtors: amounts falling due after more than one year	18	-	29,939
Debtors: amounts falling due within one year	18	4,529,484	5,876,671
Cash at bank and in hand	19	968,801	540,040
		<u>7,515,395</u>	<u>7,952,060</u>
Creditors: amounts falling due within one year	20	(2,852,998)	(3,648,433)
Net current assets		<u>4,662,397</u>	<u>4,303,627</u>
Total assets less current liabilities		<u>8,813,428</u>	<u>12,745,574</u>
Creditors: amounts falling due after more than one year		(69,015)	(1,085,942)
Provisions for liabilities			
Deferred tax	24	(260,224)	(542,180)
		<u>(260,224)</u>	<u>(542,180)</u>
Net assets		<u><u>8,484,189</u></u>	<u><u>11,117,452</u></u>

TALLEY GROUP LIMITED
REGISTERED NUMBER:00520386

BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Capital and reserves			
Called up share capital	25	25,878	25,000
Share premium account	26	75,587	-
Revaluation reserve	26	-	1,117,915
Profit and loss account	26	8,382,724	9,974,537
		<u>8,484,189</u>	<u>11,117,452</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 29 September 2022.

Gerry Boyle

G J Boyle
 Director

The notes on pages 15 to 34 form part of these financial statements.

TALLEY GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

	Called up share capital £	Share premium account £	Revaluation reserve £	Profit and loss account £	Total equity £
At 1 January 2020	25,000	-	1,163,745	9,816,363	11,005,108
Comprehensive income for the year					
Profit for the year	-	-	-	442,344	442,344
Release of revaluation reserve on depreciation of freehold property	-	-	(55,218)	55,218	-
Deferred tax movement on revaluation reserve	-	-	9,388	(9,388)	-
Other comprehensive income for the year	-	-	(45,830)	45,830	-
Total comprehensive income for the year	-	-	(45,830)	488,174	442,344
Dividends	-	-	-	(330,000)	(330,000)
Total transactions with owners	-	-	-	(330,000)	(330,000)
At 1 January 2021	25,000	-	1,117,915	9,974,537	11,117,452
Comprehensive expense for the year					
Loss for the year	-	-	-	(2,709,728)	(2,709,728)
Release of revaluation reserve on depreciation of freehold property	-	-	(1,117,915)	1,117,915	-
Other comprehensive income for the year	-	-	(1,117,915)	1,117,915	-
Total comprehensive income for the year	-	-	(1,117,915)	(1,591,813)	(2,709,728)
Shares issued during the year	878	75,587	-	-	76,465
Total transactions with owners	878	75,587	-	-	76,465
At 31 December 2021	25,878	75,587	-	8,382,724	8,484,189

The notes on pages 15 to 34 form part of these financial statements.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

1. General information

Talley Group Limited is a private company limited by shares incorporated in England and Wales. Its registered head office is located at 6-10 Withey Court, Western Industrial Estate, Caerphilly, Mid Glamorgan, CF83 1BF.

The nature of the Company's operations and its principal activities are disclosed in the strategic report.

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 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 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of DHG Holdco Sarl as at 31 December 2021 and these financial statements may be obtained from Registre de Commerce et des Sociétés, Luxembourg.

2.3 Going concern

The Directors have considered a period of not less than twelve months following the date of signing the financial statements, in assessing the cash flows and covenant calculations for the Company and the wider group. The forecasts show that there is sufficient cash for both the Company and wider group to continue trading and meet liabilities as these fall due for the foreseeable future and there is no evidence of any covenant breach. The Directors therefore conclude that there are no material uncertainties related to events or conditions that may cast doubt on the ability of the Company to continue as a going concern. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.4 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 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'.

2.5 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.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.6 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.

2.7 Leased assets: the Company as lessee

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed 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 Interest income

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

2.9 Borrowing costs

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

2.10 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 Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.11 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 balance sheet 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 balance sheet 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 balance sheet date.

2.12 Exceptional items

Exceptional items are one off transactions, unrelated to the underlying trading performance of the Company disclosed separately in the Statement of comprehensive income where the quantum, nature or volatility of such items would otherwise distort the underlying trading performance of the Company.

2.13 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.

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.

2.14 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.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.14 Tangible fixed assets (continued)

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:

Freehold property	-	2% on buildings and 0% on land
Improvements to properties	-	20% straight line and over the period of the lease
Plant and machinery	-	10% and 25% straight line
Motor vehicles	-	25% straight line
Fixtures and fittings	-	15% and 25% straight line
Assets under construction	-	Not depreciated

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.

2.15 Revaluation of tangible fixed assets

Individual freehold and leasehold properties are carried at current year value at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the Balance Sheet date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in the Statement of Comprehensive Income unless exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.16 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.17 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 balance sheet 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.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

2. Accounting policies (continued)

2.18 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.

2.19 Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.20 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.

2.21 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 balance sheet 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 Balance Sheet.

2.22 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.

2.23 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. The nature of estimation means the actual outcomes could differ from those estimates. Included within fixed assets is freehold property held at fair value. The nature of the accounting policy is subjective but is based upon a valuation conducted by a qualified surveyor.

There are no other judgements or areas of estimation uncertainty that would materially impact the financial statements.

4. Turnover

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

	2021 £	2020 £
Pressure Area Care	7,315,627	11,786,359
Rental, Service & Spares	8,469,242	5,209,403
Specialist Therapies	1,022,885	-
	<u>16,807,754</u>	<u>16,995,762</u>

Analysis of turnover by country of destination:

	2021 £	2020 £
United Kingdom	11,738,055	12,648,513
Rest of Europe	2,408,585	-
Rest of the world	2,661,114	4,347,249
	<u>16,807,754</u>	<u>16,995,762</u>

5. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2021 £	2020 £
Exchange differences	63,582	(5,533)
Other operating lease rentals	372,135	692,293
Depreciation for tangible assets	1,117,350	1,356,611
Impairment for fixed asset investments	50,500	50,500
	<u>1,603,567</u>	<u>2,133,871</u>

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

6. Auditor's remuneration

	2021 £	2020 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	40,000	-
Fees payable to the Company's auditor and its associates in respect of:		
Accounts production	5,000	-
Other tax services	40,943	-
	45,943	-

7. Employees

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

	2021 £	2020 £
Wages and salaries	5,149,501	6,006,504
Social security costs	450,001	521,908
Cost of defined contribution scheme	99,857	199,321
	5,699,359	6,727,733

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

	2021 No.	2020 No.
Directors	4	4
Administrative	49	79
Production staff	124	115
	177	198

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

8. Directors' remuneration

	2021 £	2020 £
Directors' emoluments	230,790	541,545
Company contributions to defined contribution pension schemes	5,049	13,596
	<u>235,839</u>	<u>555,141</u>

During the year retirement benefits were accruing to 3 Directors (2020: 3) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £162,822 (2020: £149,617).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £991 (2020: £6,000).

There are no key management personnel other than directors in the current period and prior year.

9. Interest receivable

	2021 £	2020 £
Other interest receivable	-	26,234
	<u>-</u>	<u>26,234</u>

10. Interest payable and similar expenses

	2021 £	2020 £
Bank interest payable	44,260	57,039
Other interest payable	12	5,000
Finance leases and hire purchase contracts	-	8,575
	<u>44,272</u>	<u>70,614</u>

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

11. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on (loss)/profit for the year	543,181	32,244
Adjustments in respect of previous periods	5,686	-
Total current tax	<u>548,867</u>	<u>32,244</u>
Deferred tax		
Origination and reversal of timing differences	(453,170)	168,753
Changes to tax rates	171,214	-
Total deferred tax	<u>(281,956)</u>	<u>168,753</u>
Taxation on (loss)/profit on ordinary activities	<u>266,911</u>	<u>200,997</u>

TALLEY GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

11. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2020: *higher than*) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	2021 £	2020 £
(Loss)/profit on ordinary activities before tax	(2,442,817)	643,341
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(464,135)	122,235
Effects of:		
Capital allowances for year in excess of depreciation	-	95,281
Fixed asset differences	621,972	-
Expenses not deductible for tax purposes	4,836	10,387
R&D expenditure credits	54,195	-
Adjustments to tax charge in respect of previous periods	5,686	-
Remeasurement of deferred tax for changes in tax rates	62,453	-
Movement in deferred tax not recognised	52,988	-
Adjustment in research and development tax credit leading to an increase (decrease) in the tax charge	-	(137,565)
Patent box deduction	(71,084)	(10,849)
Other differences leading to an increase (decrease) in tax charge	-	121,508
Total tax charge for the year	266,911	200,997

Factors that may affect future tax charges

The 2021 Spring Budget included an announcement to increase the standard rate of corporation tax from 19% to 25% from 1 April 2023. Since the proposal to increase the rate was substantively enacted prior to the year end at the Balance Sheet date Deferred tax was provided at 25% at 31 December 2021.

12. Dividends

	2021 £	2020 £
Ordinary dividend	-	330,000

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

13. Exceptional items

	2021 £	2020 £
Exceptional items	<u>413,781</u>	<u>-</u>

All exceptional item relate to acquisition costs.

14. Intangible assets

	Software £
Cost	
Additions	1,840,534
At 31 December 2021	<u>1,840,534</u>
Amortisation	
Amortisation	872,591
At 31 December 2021	<u>872,591</u>
Net book value	
At 31 December 2021	<u>967,943</u>
At 31 December 2020	<u>-</u>

Amortisation of intangible assets is charged to admin expenses.

TALLEY GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

15. Tangible fixed assets

	Freehold property £	Improvement to properties £	Plant and machinery £	Fixtures and fittings £	Assets Under Construction £	Total £
Cost or valuation						
At 1 January 2021	4,800,000	777,100	10,271,492	1,558,153	-	17,406,745
Additions	-	103,370	167,736	663,050	328,120	1,262,276
Disposals	(4,800,000)	-	(1,785,619)	-	-	(6,585,619)
Transfer to intangible assets	-	-	-	(1,695,333)	(145,201)	(1,840,534)
At 31 December 2021	-	880,470	8,653,609	525,870	182,919	10,242,868
Depreciation						
At 1 January 2021	465,857	653,526	6,964,537	880,878	-	8,964,798
Charge for the year on owned assets	19,920	59,467	686,372	351,591	-	1,117,350
Disposals	(485,777)	-	(1,664,000)	-	-	(2,149,777)
Transfer to intangible assets	-	-	-	(872,591)	-	(872,591)
At 31 December 2021	-	712,993	5,986,909	359,878	-	7,059,780
Net book value						
At 31 December 2021	-	167,477	2,666,700	165,992	182,919	3,183,088
At 31 December 2020	4,334,143	123,574	3,306,955	677,275	-	8,441,947

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2021 £	2020 £
Plant and machinery	-	440,131

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

16. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2021	50,500
Disposals	(50,500)
At 31 December 2021	-
Impairment	
At 1 January 2021	50,500
Reversal of prior period impairment	(50,500)
At 31 December 2021	-
Net book value	
At 31 December 2021	-
At 31 December 2020	-

The Company had two subsidiary companies The Sylvan Corporation Limited and Talley (Asia) Limited, both companies are 100% owned by the Company and their registered offices are the same as the Company's. Both companies are dormant. The company disposed of all subsidiaries in the year following acquisition.

17. Stocks

	2021 £	2020 £
Raw materials	1,125,100	500,720
Work in progress	23,969	71,231
Finished goods and goods for resale	868,041	933,459
	<u>2,017,110</u>	<u>1,505,410</u>

The provision for obsolete stock at year end was £286,949 (2020: £390,559).

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

18. Debtors

	2021 £	2020 £
Due after more than one year		
Prepayments and accrued income	-	29,939
	<u>-</u>	<u>29,939</u>
	2021 £	2020 £
Due within one year		
Trade debtors	2,449,844	3,496,260
Amounts owed by group undertakings	1,659,817	-
Other debtors	228,215	528,672
Prepayments and accrued income	191,608	1,851,739
	<u>4,529,484</u>	<u>5,876,671</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand. There is no fixed repayment date.

19. Cash and cash equivalents

	2021 £	2020 £
Cash at bank and in hand	968,801	540,040
Less: bank overdrafts	-	(1,000,218)
	<u>968,801</u>	<u>(460,178)</u>

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

20. Creditors: Amounts falling due within one year

	2021 £	2020 £
Bank overdrafts	-	1,000,218
Bank loans	-	51,318
Trade creditors	1,566,596	532,847
Corporation tax	285,813	42,296
Other taxation and social security	234,586	314,242
Obligations under finance lease and hire purchase contracts	122,426	310,775
Other creditors	-	1,283,726
Accruals and deferred income	643,577	113,011
	<u>2,852,998</u>	<u>3,648,433</u>

21. Creditors: Amounts falling due after more than one year

	2021 £	2020 £
Bank loans	-	906,831
Net obligations under finance leases and hire purchase contracts	69,015	179,111
	<u>69,015</u>	<u>1,085,942</u>

22. Loans

Analysis of the maturity of loans is given below:

	2021 £	2020 £
Amounts falling due within one year		
Bank loans	-	51,318
Amounts falling due 1-2 years		
Bank loans	-	52,880
Amounts falling due 2-5 years		
Bank loans	-	168,486
Amounts falling due after more than 5 years		
Bank loans	-	685,465
	<u>-</u>	<u>958,149</u>

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

23. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	2021 £	2020 £
Within one year	122,426	310,775
Between 1-5 years	69,015	179,111
	<u>191,441</u>	<u>489,886</u>

Assets under finance leases are secured over the hire purchase assets.

24. Deferred taxation

	2021 £	2020 £
At beginning of year	(542,180)	(373,427)
Charged to profit or loss	281,956	(168,753)
At end of year	<u>(260,224)</u>	<u>(542,180)</u>

The provision for deferred taxation is made up as follows:

	2021 £	2020 £
Accelerated capital allowances	(381,460)	(556,673)
Short term timing difference	121,236	14,493
	<u>(260,224)</u>	<u>(542,180)</u>

25. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
25,878 (2020: 25,000) Ordinary shares of £1.00 each	<u>25,878</u>	<u>25,000</u>

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

25. Share capital (continued)

The Company has one class of Ordinary shares which is entitled to one vote in any circumstances.

Each share is entitled pari passu to dividend payments or any other distribution. Each share is entitled pari passu to participate in a distribution arising from a winding up of the company. On 25 February 2021 there were 878 shares issued for a total consideration of £76,465 resulting in £75,587 of share premium being generated

26. Reserves

Share premium account

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Revaluation reserve

Includes the impact of any historic revaluations in relation to property.

Profit and loss account

Includes all current & prior periods retained profits & losses.

27. Pension commitments

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 and amounted to £99,857 (2020: £199,321). Contributions totalling £6,090 (2020: £33,344) were payable to the fund at the balance sheet date.

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

28. Commitments under operating leases

At 31 December 2021 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2021 £	2020 £
Land and Buildings		
Not later than 1 year	515,767	80,110
Later than 1 year and not later than 5 years	1,836,732	26,263
Later than 5 years	1,679,895	-
	<u>4,032,394</u>	<u>106,373</u>
	2021 £	2020 £
Other assets		
Not later than 1 year	134,106	310,775
Later than 1 year and not later than 5 years	-	110,096
Later than 5 years	-	69,015
	<u>134,106</u>	<u>489,886</u>

Amounts chargeable to the statement of comprehensive income under operating leases for land and buildings is £453,807 (2020: £284,430). Amounts chargeable to the statement of comprehensive income under operating leases for other assets is £134,106 (2020: £407,863).

29. Related party transactions

During the period Directors received £Nil (2020: £330,000) in dividends. At the year end the Directors had balances owing to the Company of £Nil (2020: owing from £330,000).

The Company rents a property from the Highcliffe Trust, a pension scheme of which the Directors are trustees, for a market rent of £Nil (2020: £128,000).

TecCare Group Limited (formerly known as Talley Environmental Care Limited) is a related party due to common ownership during the year. During the year, Talley Group Limited made sales of £179,206 (2020: £10,427) to the Company and made purchases of £246,642 (2020: £986,974) from the Company. The balance owed from Talley Group Limited at the year end was £10,800 (2020: 1,221,605 owed to), on which interest of £Nil was charged in the year (2020: £Nil).

Aspire Technology Group Limited, the parent company of Talley Environmental Care Limited, and therefore also under common ownership for the first two months of the year owed Talley Group Limited at the year end £Nil (2020: £1,775,211), on which interest of £Nil was charged in the year (2020: £26,235).

TALLEY GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

30. Controlling party

The company is wholly owned by C&J Evans Group 1 Holdings Limited, a company incorporated in England and Wales. The registered office of C&J Evans Group 1 Holdings Limited is 6-10 Withey Court, Western Industrial Estate, Caerphilly, Mid Glamorgan, Wales, CF83 1BF. The ultimate controlling party of the group is DHG Holdco Sarl, a company incorporated in the Netherlands which heads the largest and smallest group in which the results and financial position of the company are consolidated. The registered office of DHG Holdco Sarl is Rue Henri Schnadt 102530 Luxembourg.