Annual Report and Consolidated Financial Statements Year Ended 30 June 2023

Registration number: 02505963

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Contents

Company Information	1
Strategic Report	2 to 4
Directors' Report	5 to 6
Statement of Directors' Responsibilities	7
Independent Auditor's Report	8 to 11
Consolidated Profit and Loss Account	12
Consolidated Statement of Comprehensive Income	13
Consolidated Balance Sheet	14
Company Balance Sheet	15
Consolidated Statement of Changes in Equity	16
Company Statement of Changes in Equity	17
Consolidated Statement of Cash Flows	18
Notes to the Financial Statements	19 to 35

Company Information

Directors

Mr S Copeland Mr A Hilliard

Mr A Hilliard Mr S Holness Mr M O'Sullivan

Registered office

Unit 4

Cavalier Road

Heathfield Industrial Estate

Newton Abbot

Devon TQ12 6TQ

Auditors

PKF Francis Clark Statutory Auditor Centenary House Peninsula Park Rydon Lane

Exeter EX2 7XE

Strategic Report

Year Ended 30 June 2023

The directors present their strategic report for the year ended 30 June 2023.

Principal activity

The principal activity of the group and company is the design, manufacture, and sale of specialist technology products and solutions, including virtual workstations, GPU accelerated servers, remote host cards, zero clients and software agnostic thin clients. These products occupy key positions in the high-growth High-Performance Compute, Remote Working and Virtual Desktop Infrastructure global markets.

Demand is driven by unique expertise in end-to-end solution design, global deployment and support, alongside products with industry leading security, agility, density, power and thermal management for data intensive workloads and for mission critical remote computing.

The group's class leading solutions power the world's mission critical IT in global financial trading floors, militaries and governments, civic security infrastructure, global entertainment production, engineering and construction.

Solutions provide customers with break-through competitive advantages and operational resilience, particularly in core finance and defence sectors, with lower running costs and environmental impact. Furthermore, by solving the most demanding mission critical requirements, the group supports its partners access to large pools of general commercial and government IT spend and long-term defence contracts.

The group also provides customised products to key technology partners by utilising its engineering specialists, with a proven track record of innovation, and manufacturing facilities within the 'Five Eyes', which includes in-house Surface-mount technology (SMT) capabilities.

Future developments

The group continued to develop and launch its range of market leading products and solutions and invested £1,122,680 (2022: £1,328,804) in the year into research and development projects, representing 19% of gross profit (2022: 23%).

Following a three-year investment phase to develop a broad and robust product portfolio and advance the group's positioning in expanding markets, the group is now well positioned to realise strong growth and to capitalise on opportunities. The group's enlarged and technology advanced product portfolio provides longevity and a foundation for growth into a well-established customer and partner base whilst improving penetration into new market verticals and geographical locations.

The group has developed and launched a suite of workstation solutions for a wide array of use cases, replacing end of life platforms. Alongside this, the group has specifically developed workstations with two large OEM partners, filling a gap in their respective product portfolios with a co-selling arrangement and route to market that is rapidly scalable.

The group has also developed a suite of uniquely designed passively cooled client end points with a range of performance points. This provides existing customers with greater choice and significantly widens addressable markets.

Strategic Report

Year Ended 30 June 2023

This refreshed product portfolio addresses the group's core trading floor customers, who have restarted investment cycles previously delayed by the Covid 19 pandemic, and taps into a deep seam of government demand. The strength of the pipeline of opportunity is at an all-time high, underpinned by customer testing and project awards, and the cost base of the group is shaped for growth following the parallel investment phase in people, manufacturing capabilities, and sales and support infrastructure.

Fair review of the business

The directors measure the development, performance and position of the group through several key performance indicators;

	2023 £ / %	2022 £/%	Variances %
Turnover	17,165,074	25,699,046	(33)
Gross profit	5,802,586	5,748,097	1
Gross profit percentage	34	22	12
Adjusted EBITDA (Earnings before interest, tax, depreciation, amortisation, exceptional items and after R&D tax credits)	874,626	629,056	39
Net current assets	652,585	1,599,920	(59)
Net assets excluding long term debt due to immediate parent company	3,778,762	4,389,772	(14)

The year ended 30 June 2023 was a transitional year for the group, pivoting core customers to a suite of new products and technologies. The group continued to invest in sales and support resources to support growth projections, which dampened short term profits.

Despite this, the group was able to maintain year on year gross profit levels and reduce the group's overall cost base to increase EBITDA profitability. An atypical high value, low margin transaction in the prior year skews comparisons to revenue and average gross profit percentages.

The group's significant R&D activity attracts subsidies administered as tax credits which are recorded in these financial statements as Taxation. Adjusting EBITDA for exceptional costs and adding R&D subsidies results in Adjusted EBITDA of £874,626 (2022: £629,056).

The aforementioned investment in and transition of customers to new products and technologies has led to a very strong qualified pipeline, underpinned by successful customer testing and project awards. Significant customer opportunities have transitioned to a 'roll out' phase, supporting sales growth potential into the next fiscal year.

Strategic Report

Year Ended 30 June 2023

The financial position of the group remains positive at the balance sheet date with net assets of £731,655 (2022: £1,432,605), net current assets of £652,585 (2022: £1,599,920) and a current ratio of 1.10:1 (2022: 1.23:1). Net assets include a non-current intercompany creditor, due to the company's immediate parent company, of £3,047,107 (2022: £2,957,167) which will only be repaid when there are sufficient funds or as part of a wider group restructure. Net assets excluding this intercompany creditor balance totals £3,778,762 (2022: £4,389,772).

Cash of £419,803 (2022: £2,943,099) was impacted by a temporary and elective working capital position which will normalise shortly after the year end, further improving cash headroom.

Principal risks and uncertainties

In developing its strategy, the group takes full account of the need to minimise the impact of the risks associated with its business. The group's risk appetite and exposure are regularly reviewed as part of monthly meetings held by the board of directors.

The principal risks and uncertainties affecting the group are:

- (a) the state of the markets in which it operates and the competitive pressures within those markets;
- (b) the concentration and strength of relationships with key customers and technology partners;
- (c) the global electronic component supply chain on profits and cash flow;
- (d) the preservation of working capital headroom to support growth projections; and
- (e) the ability to recruit, retain and motivate key employees.

The board have examined the risks associated with the business in its entirety and confirm robust risk mitigation policies.

Approved by the Board on .04/10/2023. and signed on its behalf by:

Mr M O'Sullivan Director

Directors' Report

Year Ended 30 June 2023

The directors present their report and the financial statements for the year ended 30 June 2023.

Directors of the group

The directors who held office during the year were as follows:

Mr S Copeland

Mr A Hilliard

Mr S Holness

Mr A Jackson (resigned 28 September 2022)

Mr M O'Sullivan

Mr M Stevens (resigned 22 July 2022)

Dividends

No ordinary dividends were paid in the period. The directors do not recommend a final dividend payment in respect of the financial year ended 30 June 2023.

Financial instruments

Objectives and policies

The group's principal financial instruments comprise bank balances, bank loans and overdrafts, loan notes, trade creditors and trade debtors. The group manages the risks arising from financial instruments, including working capital risks, in the following ways;

Credit risk

Credit risk is the risk of financial loss to the group if a customer fails to meet its contractual obligations. The group is mainly exposed to credit risk from credit sales. It is group policy to assess the credit risk of new customers before offering credit terms, and each new customer is assessed individually for creditworthiness before the group's standard payment and delivery terms and conditions are offered. Credit limits are established for each customer, which represents the maximum outstanding amount owed by customers without requiring additional payments. The nature of the group's customer base, being typically large corporates, has resulted in low levels of bad debt. No customer debt has been written off in the current or prior year.

A monthly review of trade debtors' aging analysis is undertaken and reviewed by the board. Customers' credit is reassessed periodically. Existing customers that become 'high risk' after the periodic reassessment are placed on a restricted customer list and future credit sales are made only with Director approval, otherwise payment in advance is required.

Credit risk also arises from cash and cash equivalents held with banks and financial institutions, where only independently rated parties with minimum rating 'A' are accepted.

Directors' Report

Year Ended 30 June 2023

Liquidity risk

Liquidity risk arises from the group's management of working capital and is the risk that the group will encounter difficulty in meeting its financial obligations as they fall due. The board receives information regarding cash balances and cash flow projections monthly.

To help manage liquidity the group maintains an overdraft facility, which incurs interest at floating rates. Careful management of discretionary investment activities and maintaining neutral or positive working capital cashflows on material sales transactions, alongside the group's funding facilities, ensures sufficient cash liquidity is maintained.

Price risk

Price risk arises on the group's management of pricing strategies and is the risk that the group may be adversely impacted by increased competition in the market. Management regularly review pricing strategies to ensure pricing is competitive.

Foreign exchange risk

The group is exposed to currency exchange rate risk which is largely naturally hedged with sales and purchases across the group predominantly being in both sterling and US dollars. The net exposure of each currency is monitored and managed using foreign exchange contracts. No forward contracts were entered into during the year ended 30 June 2023 because of the group's naturally hedged position.

Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on .04/10/2023, and signed on its behalf by:

Mr M O'Sullivan

Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditor's Report to the Members of Amulet Hotkey Limited

Opinion

We have audited the financial statements of Amulet Hotkey Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2023, which comprise the Consolidated Profit and Loss Account, Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Statement of Cash Flows, 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 group's and the parent company's affairs as at 30 June 2023 and of the group's 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 group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's 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 group and parent company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were 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 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.

Independent Auditor's Report to the Members of Amulet Hotkey Limited

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.

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our 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 and the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 Statement of Directors' Responsibilities set out on page 7, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Independent Auditor's Report to the Members of Amulet Hotkey Limited

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. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

As part of our audit planning, we gained an understanding of the group and the industry in which the group operates as part of this assessment to identify the key laws and regulations affecting the group. The key regulations we identified were health and safety regulations, quality control regulations and export compliance. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and relevant tax legislation.

We discussed with management how the compliance with these laws and regulations is monitored and discussed policies and procedures in place. We also identified the individuals who have responsibility for ensuring that the group complies with laws and regulations and deals with reporting any issues if they arise. As part of our planning procedures, we assessed the risk of any non-compliance with laws and regulations on the company's ability to continue trading and the risk of material misstatement to the accounts.

We also evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements and determined that the principal risks were related to the overstatement of profit, either through overstating revenue, understating expenditure or management bias in accounting estimates.

Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved the following;

- Enquiries of management regarding their knowledge of any non-compliance with laws and regulations that could affect the financial statements. As part of these enquiries we also discussed with management whether there have been any known instances of fraud, of which there were none;
- Discussed with the health and safety manager the policies and procedures in place in relation to health and safety. We reviewed the health and safety policy of the group, health and safety risk assessments carried out and incident log maintained in the year;

Independent Auditor's Report to the Members of Amulet Hotkey Limited

- Discussed with the export compliance officer policies and procedures in place and reviewed documentation including a third party report on the company's compliance with export regulations;
- Examined legal and professional costs to identify any possible non-compliance;
- Audited the risk of management override of controls, including through testing journal entries and other adjustments for appropriateness, and evaluating the business rationale of significant transactions outside the normal course of business; and
- Reviewed estimates and judgements made in the accounts for any indication of bias and challenged assumptions used by management in making the estimates.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements. This risk increases the further removed non-compliance with laws and regulations from the events and transactions reflected in the financial statements as we are less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: 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.

PKF Francis (lark

Tom Beable FCA (Senior Statutory Auditor)
PKF Francis Clark, Statutory Auditor

Centenary House Peninsula Park Rydon Lane Exeter EX2 7XE

Date: 5 October 7023

Consolidated Profit and Loss Account

Year Ended 30 June 2023

	Note	2023 £	2022 £
Turnover	3	17,165,074	25,699,046
Cost of sales		(11,362,488)	(19,950,949)
Gross profit		5,802,586	5,748,097
Administrative expenses		(5,267,274)	(5,538,225)
Earnings before interest, taxation, depreciation, amortisation and exceptional items		535,312	209,872
Amortisation and impairment of intangible assets		(1,123,905)	(1,351,804)
Depreciation		(305,260)	(318,861)
Operating loss before exceptional items	4	(893,853)	(1,460,793)
Exceptional administrative expenses	5	-	(140,015)
Other interest receivable and similar income		28,211	26,876
Interest payable and similar charges	9	(178,267)	(195,310)
Loss before tax		(1,043,909)	(1,769,242)
Taxation	10	342,959	429,227
Loss for the financial year	•	(700,950)	(1,340,015)
Loss attributable to: Owners of the company		(700,950)	(1,340,015)

The group has no recognised gains or losses for the year other than the results above (2022: £Nil).

Consolidated Statement of Comprehensive Income

Year Ended 30 June 2023

	2023 £	2022 £
Loss for the year	(700,950)	(1,340,015)
Total comprehensive income for the year	(700,950)	(1,340,015)
Total comprehensive income attributable to:		
Owners of the company	(700,950)	(1,340,015)

Consolidated Balance Sheet

30 June 2023

	Note	2023 £	2022 £
Fixed assets			
Intangible assets	11	3,376,536	3,377,761
Tangible assets	12	480,343	647,386
Other financial assets	14	296,360	268,488
•		4,153,239	4,293,635
Current assets			
Stocks	15	2,950,928	2,458,926
Debtors	16	3,667,830	3,235,229
Cash at bank and in hand	17	419,803	2,943,099
		7,038,561	8,637,254
Creditors: Amounts falling due within one year	19	(6,385,976)	(7,037,334)
Net current assets		652,585	1,599,920
Total assets less current liabilities		4,805,824	5,893,555
Non current creditors			
Long term debt due to immediate parent company		(3,047,107)	(2,957,167)
Other non current creditors	19	(756,062)	(1,172,783)
Provisions for liabilities	22	(271,000)	(331,000)
Net assets		731,655	1,432,605
Capital and reserves			
Called up share capital	24	105	105
Capital redemption reserve		38	38
Profit and loss account		731,512	1,432,462
Equity attributable to owners of the company		731,655	1,432,605
Shareholders' funds		731,655	1,432,605

Approved and authorised by the Board on .04/10/2023. and signed on its behalf by:

Mr M O'Sullivan
Director

Company Registration Number: 02505963

Company Balance Sheet

30 June 2023

	Note	2023 £	2022 £
Fixed assets			
Intangible assets	11	3,376,536	3,377,761
Tangible assets	12	438,766	637,325
Investments	13	5,921	5,921
Other financial assets	14	296,360	268,488
		4,117,583	4,289,495
Current assets			
Stocks	15	2,901,290	2,318,172
Debtors	16	2,585,201	1,890,335
Cash at bank and in hand	17	269,533	904,042
		5,756,024	5,112,549
Creditors: Amounts falling due within one year	19	(2,640,631)	(1,851,402)
Net current assets		3,115,393	3,261,147
Total assets less current liabilities		7,232,976	7,550,642
Non current creditors			
Long term debt due to immediate parent company		(3,047,107)	(2,957,167)
Other non current creditors	19	(3,095,745)	(2,493,073)
Provisions for liabilities	22	(271,000)	(331,000)
Net assets		819,124	1,769,402
Capital and reserves			
Called up share capital	24	105	105
Capital redemption reserve		38	38
Profit and loss account		818,981	1,769,259
Shareholders' funds		819,124	1,769,402

The company made a loss after tax for the financial year of £950,278 (2022: loss after tax of £1,357,068).

Approved and authorised by the Board on .04/10/2023. and signed on its behalf by:

Mr M O'Sullivan
Director

Company Registration Number: 02505963

Consolidated Statement of Changes in Equity Year Ended 30 June 2023

	Share capital £	Capital redemption reserve £	Profit and loss account £	Total £
At 1 July 2022	105	38	1,432,462	1,432,605
Loss for the year			(700,950)	(700,950)
Total comprehensive income			(700,950)	(700,950)
At 30 June 2023	105	38	731,512	731,655
	Share capital £	Capital redemption reserve	Profit and loss account	Total £
At 1 July 2021	105	38	2,772,477	2,772,620
Loss for the year		-	(1,340,015)	(1,340,015)
Total comprehensive income			(1,340,015)	(1,340,015)

Company Statement of Changes in Equity

Year Ended 30 June 2023

At 1 July 2022	Share capital £ 105	Capital redemption reserve £	Profit and loss account £	Total £ 1,769,402
Loss for the year		<u>-</u>	(950,278)	(950,278)
Total comprehensive income			(950,278)	(950,278)
At 30 June 2023	105	38_	818,981	819,124
A4.4 July 2024	Share capital £	Capital redemption reserve	Profit and loss account	Total £
At 1 July 2021	105	38	3,126,327	3,126,470
Loss for the year	-	_ _	(1,357,068)	(1,357,068)
Total comprehensive income		_	(1,357,068)	(1,357,068)

Consolidated Statement of Cash Flows

Year Ended 30 June 2023

·	2023 £	2022 £
Cash flows from operating activities	~	. 2
Loss for the year	(700,950)	(1,340,015)
Adjustments to cash flows from non-cash items		
Depreciation and amortisation	1,426,716	1,603,272
Loss on disposal of tangible assets	2,832	· -
Finance income	(28,211)	(26,876)
Finance costs	178,267	195,310
Income tax credit	(342,959)	(429,227)
Impairment and disposal of intangible assets	2,449	67,393
	538,144	69,857
Working capital adjustments		
(Increase)/decrease in stocks	(492,002)	108,416
(Increase)/decrease in trade debtors	(546,440)	305,754
Decrease in trade creditors	(1,045,355)	(3,647,699)
Decrease in deferred income	(174,991)	(199,307)
Cash generated from operations	(1,720,644)	(3,362,979)
Income taxes received	395,049	321,926
Net cash flow from operating activities	(1,325,595)	(3,041,053)
Cash flows from investing activities		
Interest received	28,211	26,876
Acquisitions of tangible assets	(141,049)	(181,104)
Proceeds from sale of tangible assets	484	-
Cost of development of intangible assets	(1,122,680)	(1,328,804)
Net cash flows from investing activities	(1,235,034)	(1,483,032)
Cash flows from financing activities		
Interest paid	(178,267)	(195,310)
Repayment of bank borrowing	(159,996)	(93,331)
Receipts from finance lease providers	-	55,400
Payments to finance lease providers	(202,930)	(197,159)
Net cash flows from financing activities	(541,193)	(430,400)
Net decrease in cash and cash equivalents	(3,101,822)	(4,954,485)
Cash and cash equivalents at 1 July	2,943,099	7,936,546
Effect of exchange rate fluctuations on cash held	(26,607)	(38,962)
Cash and cash equivalents at 30 June	(185,330)	2,943,099

Notes to the Financial Statements

Year Ended 30 June 2023

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is: Unit 4 Cavalier Road Heathfield Industrial Estate Newton Abbot Devon TQ12 6TQ

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. There are no material departures from FRS 102.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

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 pound.

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 30 June 2023.

As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Notes to the Financial Statements

Year Ended 30 June 2023

Going concern

The directors have considered the impact of the group's principle risks and uncertainties on its forecasts and projections and have a reasonable expectation that the group has adequate resources, a robust product portfolio and pipeline of opportunity, sufficient cash headroom and working capital flexibility to continue in operational existence for the foreseeable future, being at least 12 months from the approval of these financial statements.

The directors have performed sensitivity analysis on forecasts, based on a reduction in expected performance, which did not indicate any breach in existing facilities. The directors have assumed existing facilities will be available for the foreseeable future.

Post year end trading is in line with forecasts and the directors expect a return to a positive profit after tax position for the financial year ended 30 June 2024. The group therefore continues to adopt the going concern basis in preparing its consolidated financial statements.

Key sources of estimation uncertainty

Amortisation of capitalised development costs

At the completion of a development project the useful economic life is determined by estimating the number of years for which the group is expected to make sales of the products associated with that development work. Expectations are reviewed annually to take account of product demand and lifespan. Due to the innovative nature of the group's products and technology there is inherently some uncertainty as to the period of benefit relating to specific developments.

Stock provision

The group reviews its inventory on a regular basis and, where appropriate, makes provisions for obsolete inventory and slow moving inventory based on estimates of future sales activity.

Revenue recognition

Turnover comprises revenue receivable in respect of goods or services supplied during the year, exclusive of value added tax and trade discounts and is recognised on the following basis:

Goods

Turnover from the sale of goods is recognised when substantially all the risks and rewards are transferred.

Services

Turnover from the sale of services is recognised over the period in which the service is provided.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rate on the date when the fair value is re-measured.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Notes to the Financial Statements

Year Ended 30 June 2023

The corporation tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the group operates and generates taxable income.

Deferred tax is recognised on all timing differences at the balance sheet date unless indicated below. Timing differences are differences between taxable profits and the results as stated in the consolidated profit and loss account and other comprehensive income. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Land and buildings leasehold Fixtures, fittings & equipment Plant and machinery

Depreciation method and rate

Over the term of the lease 25% per annum on cost 25% per annum on cost

Intangible assets

Research expenditure is written off as incurred. Development expenditure is also written off, except where the directors are satisfied as to the technical, commercial and financial viability of individual projects. In such cases, the identifiable expenditure is capitalised as an intangible asset.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life. Useful lives are reassessed annually.

Investments

In the parent company financial statements, investments in subsidiaries are initially measured at cost and subsequently measured at cost less and accumulated impairment losses.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Cost is calculated using the weighted average method.

Notes to the Financial Statements

Year Ended 30 June 2023

Provisions

Provisions are recognised when the group has an obligation at the reporting date as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Warranties

Where a warranty is included within the sales price of a product, the revenue is recognised at the point of product sale and provision is made for the estimated future costs to be incurred by the group under that warranty.

Where an extended warranty is sold and the income can be separated from the selling price of the product concerned, the income is spread over the warranty term on a straight-line basis.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the Group and Company Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in the Profit and Loss Account and reduction of the lease obligation to achieve a constant periodic rate of interest on the remaining balance of the liability.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Notes to the Financial Statements

Year Ended 30 June 2023

Financial instruments

Classification

The group and the company holds the following financial instruments:

- · Short term trade and other debtors and creditors;
- · Cash and bank balances; and
- Intercompany balances.

All financial instruments are classified as basic.

Recognition and measurement

The group has chosen to apply the recognition and measurement principles in FRS102.

Financial instruments are recognised when the group becomes party to the contractual provisions of the instrument and derecognised when in the case of assets, the contractual rights to cash flows from the assets expire or substantially all the risks and rewards of ownership are transferred to another party, or in the case of liabilities, when the company's obligations are discharged, expire or are cancelled.

Such instruments are initially measured at transaction price, including transaction costs, and are subsequently carried at the undiscounted amount of the cash or other consideration expected to be paid or received, after taking account of impairment adjustments.

3 Turnover

The analysis of the group's turnover for the year by class of business is as follows:

	2023 £	£
Technology solutions	<u>17,165,074</u>	25,699,046
The analysis of the group's turnover for the year by market is as	follows:	
	2023 £	2022 £
EMEA	10,428,329	11,818,442
North America	5,764,391	12,715,085
Rest of world	972,354	1,165,519
	17,165,074	25,699,046

2022

Notes to the Financial Statements Year Ended 30 June 2023

4 Operating loss

Arrived at after charging/(crediting)

	2023	2022
	£	£
Foreign exchange (gains)/losses	(120,946)	178,037
Operating lease expense	153,258	156,991

5 Exceptional items

During the year there were no exceptional costs. During the prior year the group incurred restructuring exceptional costs consisting of £140,015. The directors considered these costs to be one off in nature and not expected to recur and were therefore classified as exceptional.

6 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2023 £	2022 £
Wages and salaries	3,025,527	3,155,504
Social security costs	333,328	386,659
Pension costs, defined contribution scheme	124,037	145,366
	3,482,892	3,687,529

The above excludes staff costs that have been capitalised as development cost intangible assets.

The average number of persons employed by the group (including directors) during the year, analysed by category, was as follows:

	2023 No.	2022 No.
Production and operations	33	33
Administrative	7	9
Research and development	15	16
Sales, marketing and support	21	21
Directors	1	2
	77	81

Notes to the Financial Statements Year Ended 30 June 2023

7 Directors' remuneration

The directors' remuneration for the year was as follows:		
	2023	2022
Remuneration	£ 166,482	£ 303,823
UK based directors' remuneration is borne by the parent undertaking	g.	
In respect of the highest paid director:		
	2023	2022
	£	£
Remuneration	138,484	147,101
8 Auditor's remuneration		
	2023	2022
	£	£
Audit of these financial statements	33,150	22,500
9 Interest payable and similar expenses		
	2023 £	2022 £
Interest on bank overdrafts and borrowings	62,403	31,203
Interest on obligations under finance leases and hire purchase		
contracts	24,077	20,668
Interest expense on balances due to group undertakings	91,787	143,439

195,310

178,267

Notes to the Financial Statements Year Ended 30 June 2023

10 Taxation

Tax charged/(credited) in the profit and loss account

	2023 £	2022 £
Current taxation Corporation tax	(315,400)	(313,758)
Deferred taxation Arising from origination and reversal of timing differences	(27,559)	(115,469)
Tax credit in the income statement	(342,959)	(429,227)

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2022: higher) of 19% (2022:19%).

The differences are reconciled below:

	2023 £	2022 £
Loss before tax	(1,043,909)	(1,769,242)
Corporation tax at standard rate	(198,343)	(336,155)
Effect of expense not deductible in determining taxable loss	(1,609)	(8,856)
Effect of foreign tax	(21,011)	- 133,911
Deferred tax credit relating to changes in tax rates	(10,745)	(45,127)
(Decrease)/increase in UK and foreign current tax from adjustments for prior periods	(1,408)	1,855
Decrease from enhanced expenditure relief, net of credits received	(109,754)	(180,368)
Other tax effects for reconciliation between accounting profit and tax expense/(income)	(89)	5,513
Total tax credit	(342,959)	(429,227)

Notes to the Financial Statements Year Ended 30 June 2023

11 Intangible assets

Group and Company

	Development costs
	£
Cost or valuation	
At 1 July 2022	8,920,375
Additions - internally generated	1,122,680
Impairment	(2,449)
At 30 June 2023	10,040,606
Amortisation	
At 1 July 2022	5,542,614
Amortisation charge	1,121,456
At 30 June 2023	6,664,070
Carrying amount	
At 30 June 2023	3,376,536
At 30 June 2022	3,377,761

Intangible assets relate to the costs of developing the groups product portfolio, including active products and those in ongoing development. Intangible assets are measured at cost less accumulated amortisation, amortised over the life of the product, and any accumulated impairment losses. The useful economic life of these projects is expected to be between 3 to 5 years.

Notes to the Financial Statements Year Ended 30 June 2023

12 Tangible assets

Group

	Land and buildings leasehold £	Fixtures, fittings and equipment £	Plant and machinery £	Total £
Cost or valuation				
At 1 July 2022	192,146	823,967	760,663	1,776,776
Additions	2,809	138,240	-	141,049
Disposals		(4,851)		(4,851)
At 30 June 2023	194,955	957,356	760,663	1,912,974
Depreciation				
At 1 July 2022	146,246	543,808	439,336	1,129,390
Charge for the year	27,447	161,319	116,494	305,260
Eliminated on disposal		(2,019)		(2,019)
At 30 June 2023	173,693	703,108	555,830	1,432,631
Carrying amount				
At 30 June 2023	21,262	254,248	204,833	480,343
At 30 June 2022	45,900	280,159	321,327	647,386

Included within the net book value of land and buildings above is £21,262 (2022: £45,900) in respect of long leasehold land and buildings.

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2023	2022
	£	£
Tangible assets	193,637	336,638

Notes to the Financial Statements Year Ended 30 June 2023

Company

	Land and buildings leasehold £	Fixtures, fittings and equipment	Plant and machinery £	Total £
Cost or valuation				
At 1 July 2022	192,146	796,289	760,663	1,749,098
Additions	2,809	89,423	-	92,232
Disposals		(3,224)		(3,224)
At 30 June 2023	194,955	882,488	760,663	1,838,106
Depreciation				
At 1 July 2022	146,246	526,191	439,336	1,111,773
Charge for the year	27,447	145,277	116,494	289,218
Eliminated on disposal		(1,651)		(1,651)
At 30 June 2023	173,693	669,817	555,830	1,399,340
Carrying amount				
At 30 June 2023	21,262	212,671	204,833	438,766
At 30 June 2022	45,900	270,098	321,327	637,325

Included within the net book value of land and buildings above is £21,262 (2022: £45,900) in respect of long leasehold land and buildings.

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2023	2022
	£	£
Tangible assets	193,637	336,638

Notes to the Financial Statements Year Ended 30 June 2023

13 Investments

Company		
	2023	2022
	£	£
Investments in subsidiaries	5,921	5,921

Details of undertakings

The parent company has investments in the following subsidiary undertakings:

Subsidiary undertakings	Registered office	Holding	Proportion rights and s	_
Amulet Hotkey Incorporated	14 Penn Plaza 225 West 34th Street New York NY10122 USA	Ordinary	100%	100%
Amulet Hotkey PTY	Suite 6, Level 2 64 Talavera Road Macquarie Park NSW 2113 Australia	Ordinary	100%	100%
Amulet Hotkey BV	Concertgebouwplein 15H 1071LL Amsterdam Netherlands	Ordinary	100%	100%

Subsidiary undertakings

Amulet Hotkey Incorporated

The principal activities of Amulet Hotkey Incorporated are the sales and distribution of specialist technology solutions.

Amulet Hotkey PTY

The principal activities of Amulet Hotkey PTY are the sales and distribution of specialist technology solutions.

Amulet Hotkey BV

The principal activity of Amulet Hotkey BV is the distribution of specialist technology solutions.

Notes to the Financial Statements Year Ended 30 June 2023

14 Other non current assets

	Group			Company
	2023	2022	2023	2022
	£	£	£	£
Amounts due from group				
undertakings	296,360	268,488	296,360	268,488

Other non-current assets consist of Loan notes receivable from the parent company, AHK Bidco Limited, which are denominated in sterling and accrue interest at a rate of 10% per annum. Interest is compounded quarterly and added to the principal monies receivable with principal amounts due to be repaid in December 2024. The principal amount of the loan notes at the year end is £296,360 (2022: £268,448), which includes compounded interest of £88,028 (2022: £60,116).

15 Stocks

	2023 £	Group 2022 £	2023 £	Company 2022 £
Raw materials	1,556,665	1,619,901	1,556,665	1,619,901
Work in progress	85,415	160,673	85,415	160,673
Finished goods and goods for resale	1,308,848	678,352	1,259,210	537,598
	2,950,928	2,458,926	2,901,290	2,318,172
16 Debtors				
	2023 £	Group 2022 £	2023 £	Company 2022 £
Trade debtors	2,922,055	1,988,150	1,800,276	1,031,082
Amounts due from group undertakings	-	-	325,535	229,372
Other debtors	43,606	555,814	14,099	113,540
Prepayments and accrued	•	·	•	
income	252,844	128,101	105,977	97,159
Deferred tax assets	96,108	132,418	-	-
Income tax asset	353,217	430,746	339,314	419,182
	3,667,830	3,235,229	2,585,201	1,890,335

Notes to the Financial Statements Year Ended 30 June 2023

17 Cash and cash equivalents					
		2023 £	Group 2022 £	2023 £	Company 2022 £
Cash at bank		419,803	2,943,099	269,533	904,042
Bank overdrafts		(605,133)		(605,133)	_
Cash and cash equivalents in statement of cash flows	ent	(185,330)	2,943,099	(335,600)	904,042
18 Net debt					
		At 1 July 2022 £	Cash flow £	At 30 June 2023 £	
Cash at bank and on hand Bank overdraft Finance leases Bank loans Net cash	_	2,943,099 (295,444) (706,669) 1,940,986	(2,523,296) (605,133) 202,930 159,996 (2,765,503)	419,803 (605,133) (92,514) (546,673) (824,517)	,
	=		(-,,)	(,,	
19 Creditors					
		2023	Group 2022	2023	Company 2022
No	te	£	£	£	£
Due within one year					
Loans and borrowings 2	0	846,867	362,930	846,867	362,930
Trade creditors		5,068,752	6,225,638	1,410,662	1,126,780
Social security and other taxes		168,496	104,149	152,653	82,704
Other creditors		30,369	19,636	30,369	19,637
Accrued expenses		271,492	324,981	200,080	259,351
		6,385,976	7,037,334	2,640,631	1,851,402
Due after one year Amounts due to group					
undertakings		-	-	2,586,768	1,768,339
Bank borrowings		386,673	546,669	386,673	546,669
Deferred income		358,609	533,600	111,524	85,551
Obligations under finance leases		10,780	92,514	10,780	92,514
		756,062	1,172,783	3,095,745	2,493,073

Notes to the Financial Statements Year Ended 30 June 2023

20 Loans and borrowings

	Group			Company
	2023	2022	2023	2022
	£	£	£	£
Current loans and borrowings				
Bank borrowings	160,000	160,000	160,000	160,000
Bank overdrafts	605,133	_	605,133	-
Obligations under finance leases	81,734	202,930	81,734	202,930
	846,867	362,930	846,867	362,930

During the year ended 30 June 2021, the company received £800,000 in relation to the Coronavirus Business Interruption Loan Scheme (CBILS). This loan is interest free for the first 12 months and subsequently subject to an interest rate of 4.39% over base rate per annum. The term of the loan is 6 years, with principal repayment over 5 years commencing 12 months from drawdown.

The company has a bank overdraft facility totalling £750,000 (2022: £750,000). The bank holds security over all of the assets of the Company.

21 Obligations under leases and hire purchase contracts

Group and Company

Finance leases

Finance lease payments represent rentals payable by the company or group for hire purchase contracts on plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The liabilities are secured on the assets concerned.

The total of future minimum lease payments is as follows:

	2023 £	2022 £
Not later than one year	81,734	202,930
Later than one year and not later than five years	10,780	92,514
	92,514	295,444
Operating leases The total of future minimum lease payments is as follows:		
	2023 £	2022 £
Not later than one year	196,549	119,244
Later than one year and not later than five years	159,851	163,065
	356,400	282,309

Notes to the Financial Statements

Year Ended 30 June 2023

The amount of non-cancellable operating lease payments recognised as an expense during the year was £153,258 (2022: £156,991).

22 Deferred tax and other provisions

C. Cup and Company		Other	
,	Deferred tax £	provisions £	Total £
At 1 July 2022	321,000	10,000	331,000
Decrease in existing provisions	(60,000)		(60,000)
At 30 June 2023	261,000	10,000	271,000
Deferred tax			
Group Deferred tax assets and liabilities			
2023		Asset £	Liability £
Taxable losses and other deductions		96,108	653,000
Accelerated capital allowances		<u> </u>	(914,000)
		96,108	(261,000)
2022		Asset £	Liability £
Taxable losses carried forward		132,418	594,000
Accelerated capital allowances			(915,000)
		132.418	(321,000)

Deferred tax assets held in Amulet Hotkey Inc. are disclosed separately within current assets.

Notes to the Financial Statements

Year Ended 30 June 2023

Company

Deferred tax assets and liabilities

2023	Liability £
Taxable losses carried forward	653,000
Accelerated capital allowances	(914,000)
	(261,000)
2022	Liability £
Taxable losses carried forward	594,000
Accelerated capital allowances	(915,000)
	(321,000)

23 Pension and other schemes

Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension charge for the year represents contributions payable by the group to the scheme and amounted to £124,037 (2022: £145,366).

24 Share capital

Allotted, called up and fully paid shares

	No.	2023 £	No.	2022 £
Ordinary of £1 each	105	105	105	105

25 Parent and ultimate parent undertaking

The company's immediate parent is AHK Bidco Limited, incorporated in England and Wales.

The ultimate parent is AHK Holdings Limited, incorporated in England and Wales.

The ultimate controlling party is considered to be funds managed by Treun Capital General Partner Limited by virtue of their shareholding in AHK Holdings Limited.

26 Related party transactions

During the year sales of £247,077 excluding VAT (2022: £Nil) were made to a company with a common director, with £296,492 (2022: £Nil) outstanding at the year end.