Registered number: 02933658

# **BELCAN INTERNATIONAL LIMITED**

REVISED ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE 52 WEEK PERIOD ENDED 26 DECEMBER 2021



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### **COMPANY INFORMATION**

**Directors** N R Montour

K Matthews E Ferris

Registered number 02933658

Registered office Kelvin House Rtc Business Park

London Road

Derby DE24 8UP

Independent auditors PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

Donington Court
Pegasus Business Park
Castle Donington
East Midlands
DE74 2UZ

### STRATEGIC REPORT FOR THE PERIOD ENDED 26 DECEMBER 2021

The directors present the Strategic Report of Belcan International Limited (the "Company") and its subsidiaries (the "Group") for the 52 week period ended 26 December 2021.

#### **Business review**

The results for the period/year show an operating loss of £4,483,484 (2020: £613,409) on turnover of £59,453,260 (2020: £67,921,887) for the financial year. The Group has a net Balance Sheet value of £2,966,151 at 26 December 2021 (2020: £8,666,057). Financial performance for the year has been resilient despite the continuing global economic challenge caused by the COVID-19 pandemic. The business continues its strategy of market diversification.

### Principal risks and uncertainties

We believe that the Group can meet key business risks of competition, both local and international. The Group is implementing employee retention and recruitment strategies to mitigate the increasing risk associated with this. The Group continues to diversify both the industries into which it operates and its large blue-chip customer base, mitigating both industry and customer specific risks.

The war in Ukraine has had minimal impact on the operations of the Group however we continue to monitor this and any potential impact on the Group's future operations.

### Financial key performance indicators

The Group uses turnover, gross profit and EBITDA from continuing activities as its Key Performance Indicators ("KPI"). Performance against these measures was satisfactory during the period/year.

	.•							52 week	
*			٠.				•	period	Year .
			•					ended	ended
• •							•	26	31
•								December	December
								2021	2020
								£m	£m
Turnover from co	ontinuing activities							59	68
Gross profit from	continuing activities				•		• .	. 14	14
EBITDA from co	ntinuing activities	•			,			(3)	3
	. •			٠.		•			

The Group does not use non-financial KPI's.

### Directors' statement of compliance with duty to promote the success of the Group

The Companies Act 2006 ("CA2006") sets out a number of general duties which directors owe to their Company. New legislation has been introduced to help shareholders better understand how directors have discharged their duty to promote the success of the Company, while having regard to the matters set out in Section 172 (1)(a) to (f) of the CA2006 ("s172 factors"). In 2021 the directors continued to exercise all their duties, while having regard to these and other factors as they reviewed and considered proposals from senior management and governed the Company on behalf of its shareholders through the board.

# STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 26 DECEMBER 2021

### Key stakeholders and how we engage with them

### **Customers**

Our board customer base spans industries, businesses and end customers of our products and services. We work closely with our customers to understand their evolving needs so we can improve and adapt to meet them.

Senior management report to the Board on the regular discussions that are held with customers, and depending on the size and complexity of the customer, dedicated Account Managers manage appropriate relationships and communications. Members of the Board are directly involved in agreements made with our largest customers.

### **Employees**

Our philosophy is to build an inclusive work environment to attract and retain talented people, encourage innovation and inspire top performance from employees to achieve superior business results by putting people first.

Our employees are key to our business and members of the Board engage regularly with employees directly through online Town Hall meetings and indirectly through discussions with senior management.

We encourage and recognise outstanding performance through our Global Eagle awards program.

### **Shareholders**

As the Company is a wholly owned subsidiary of Belcan Alliances Inc, the Board regularly engages with the Board of Directors of the Company's owners, with two members of the Company's Board also being US-based directors of Belcan Alliances Inc.

The UK based director has regular meetings with the US directors on a weekly and monthly basis and submit monthly financial results and KPI reports which are formally reviewed and discussed. These include updates on both our customers and Go To Market strategy with progress towards meeting revenue, gross margin and EBITDA targets.

### Society

At Belcan we believe in being good corporate citizens and in having a lasting impact on our communities. The Belcan Code of Conduct defines expected ethical behaviour by all Belcan employees. It requires everyone to conduct business fairly, impartially, and in full compliance with all laws and regulations. Belcan focuses on developing long-term, strategic relationships built around our key principles and values of Earned Trust, People First, Performance Driven and Passion with Purpose. Our purpose is to Engineer Better Outcomes and we are committed to work collaboratively as a strategic partner across both our customer and supplier base.

Part of our business strategy is the development of new technology which has benefits such as improving the fuel efficiency of aircraft, contributing a positive impact on the environment. We strive to be "good neighbours" at our office locations and work together with our landlords to do so.

We use our corporate website to positively engage with the public.

### Partners and suppliers

We aim to work responsibly with our suppliers. We depend on the capability and performance of our suppliers, contractors and other partners, such as small businesses and industry peers, to help deliver the products and services we need for our operations and our customers.

We are very visible at industry events across the UK and EMA and use senior management to engage directly with suppliers on a regular basis.

### STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 26 DECEMBER 2021

### Disabled persons

It is the Group's policy to give full and fair consideration of applications for employment made by disabled persons, having regard to their particular aptitudes and abilities; continuing the employment of, and arranging training for employees who have become disabled persons while employed; and to be non-discriminatory regarding the training, career development and promotion of disabled persons.

This report was approved by the Board and signed on its behalf by:

K Matthews Director

Date: 16th December 2022

# DIRECTORS' REPORT FOR THE PERIOD ENDED 26 DECEMBER 2021

The directors present their revised annual report and the audited consolidated financial statements of Belcan International Limited (the "Company") together with its subsidiaries (the "Group") for the period ended 26 December 2021.

### **Principal activities**

The principal activity of the Group is that of the provision of Engineering Services, Technical Recruiting Services and Consulting Services.

### Results and dividends

The loss for the financial period/year amounted to £5,748,976 (2020: £1,938,345).

The directors do not recommend the payment of a dividend (2020: £Nil).

#### **Directors**

The directors who served during the period and up to the date of signing the revised financial statements, unless otherwise stated, were:

N R Montour M M Naylor (resigned 31 July 2021) K Matthews E Ferris

### Going concern

The revised financial statements have been prepared on a going concern basis, which assumes that the Group and the Company continue in operational existence for a period of at least 12 months from the date the revised Balance Sheet is signed. The directors have reviewed the detailed budget and cash flow forecasts for the Group, for a period beyond one year from the date of approval of these revised financial statements including undertakings from the parent entity to support the Company and Group. Based on this review the directors have concluded that the Group and the Company are able to meet their external liabilities as they fall due and that the going concern basis of preparation is therefore appropriate.

### **Directors' indemnities**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Group also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

### Matters covered in the Strategic Report

The disclosures in relation to key stakeholders including employees and disclosures in relation to policies for disabled persons are included in the Strategic Report.

### **Future developments**

The Group continues to work closely with its customers to provide the highest standard of services both in the UK and abroad. The Group continues to look for opportunities to grow, both organically and inorganically. The strategic acquisitions opened up new markets and opportunities for the Group. Belcan International will continue to look for strategic investments moving forward that enhance its market offering.

# DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 26 DECEMBER 2021

### Financial risk management

Foreign exchange risk

The Company has intercompany balances with the parent company and parent group denominated in foreign currency. The Company does not actively manage this risk.

Cash flow risk

The cash flow of the Company is exposed to non-payment risk by customers. The Company manages this risk by carefully appraising the credit quality of customers prior to entering into contracts and thereafter engaging in credit control measures.

Liquidity risk

The directors review the liquidity position on a regular basis and are confident that the business has sufficient cash resources to meet its trading needs.

Credit risk

Credit risk is managed by careful review of customers' financial standing and appropriate credit checks on potential customers prior to sale.

### Post balance sheet events

The directors' are not aware of any post balance sheet events that would have an impact on the operations of the Company.

### Research and development activities

The Group has engaged in research and development activities and has charged £8,014,094 (2020: £8,204,335) to administrative expenses in relation to research and development during the period/year.

### Revision of the Annual Report and Financial Statements

The Annual Report and Financial Statements were revised subsequent to their filing to correct an error within note 15. Belcan Supply Chain Solutions Limited (Company number 06444912) was incorrectly omitted from the list of subsidiaries taking the exemption from audit as a result of a parental guarantee. This company (and its company number) have now been correctly added to the list of subsidiaries taking the exemption disclosed in note 15. No further revisions have been made to the Annual Report and Financial Statements.

# DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 26 DECEMBER 2021

### Streamlined energy and carbon reporting (SECR)

The SECR disclosure presents the Company's carbon footprint within the United Kingdom across scope 1, 2 and scope 3 emissions, an appropriate intensity metric, the total energy use of electricity, gas and transport fuel and an energy efficiency actions summary taken during the relevant financial period/year.

### **Emissions Data**

Description		52 week period ended 26 December 2021	Year ended 2020	52 week period ended 26 December 2021	Year ended 2020
	Measure	Quantity	Quantity	tCO2e	tCO2e
Gas usage	kWh	205,541	202,869	37.65	37.30
Electricity usage	kWh	771,692	676,183	163.85	157.65
Business travel	kWh	153,062	229,906	37.00	55.45
Total energy consumption	kWh	1,130,295	1,108,958		
Total emissions				238.50	250.39
Intensity ratio per employee*	Employees	374	399	0.64	0.63

<sup>\*</sup> The number of employees being 374. These are UK employees only as the Company's carbon footprint is reported only within the UK. Total number of employees included Poland, Germany and India is 395 in 2021 (note 8).

### Methodology

The Group and its subsidiaries are required to report annual greenhouse gas emissions from activities for which the Group is responsible for over the 52 week period ending 26 December 2021. The reporting method used is in line with the HM Government Environmental Reporting Guidelines issued in March 2019 and the Group has used the Greenhouse Gas Reporting Protocol - Corporate Standard. The emissions factor source is the 2021 UK Government's Conversion Factors for Company Reporting.

### **Energy Efficiency**

We have equipped and enabled our employees to work from home reducing emissions from car and train travel. We also invested in the technology enabling Belcan employees to communicate with colleagues and customers via videoconferencing rather than meeting on site.

Travel only for essential business with managerial approval.

We are conserving energy via powering off computers, placing printers/ copiers on standby mode, reducing lights in areas not occupied.

In our offices, we invest in energy efficient features such as lighting sensors, energy efficient lighting and heating using programmable thermostats, LED lighting where applicable.

# DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 26 DECEMBER 2021

### Statement of directors' responsibilities in respect of the revised financial statements

The directors are responsible for preparing the Revised Annual Report and the financial statements in accordance with applicable law and regulation.

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

Under company law the directors must not approve the revised financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the Group and of the profit or loss of the Group for that period. In preparing the revised financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the revised financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the revised financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The directors are responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the revised financial statements comply with the Companies Act 2006.

### Disclosure of information to auditors

In the case of each director in office at the date the Directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Group and Company's auditors are unaware; and
- they have taken all the 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 Group and Company's auditors are aware of that information.

### Independent auditors

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these revised financial statements were sent to members or 28 days after the latest date prescribed for filing the revised financial statements with the registrar, whichever is earlier.

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

K Matthews Director

Date: 16th December 2022

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BELCAN INTERNATIONAL LIMITED

### Report on the audit of the revised financial statements

### Opinion

In our opinion, Belcan International Limited's Group financial statements and Company financial statements (the "financial statements"):

- give a true and fair view, seen as at the date the original financial statements were approved of the state of the Group's and of the Company's affairs as at 26 December 2021 and of the Group's loss and the Group's cash flows for the 52 week period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law) seen as at the date the original financial statements were approved; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as they have effect under the Companies (Revision of Defective Accounts and Reports) Regulations 2008.

We have audited the revised financial statements, included within the Revised Annual Report and financial statements (the "Annual Report"), which comprise: the Consolidated Balance Sheet, and the Company Balance Sheet as at 26 December 2021; the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Cash Flows, the Consolidated Statement of Changes in Equity, and the Company Statement of Changes in Equity for the period then ended; and the notes to the revised financial statements, which include a description of the significant accounting policies and which replace the original financial statements approved by the directors on 22 September 2022. The revised financial statements have been prepared under the Companies (Revision of Defective Accounts and Reports) Regulations 2008 and accordingly do not take account of events which have taken place after the date the original financial statements were approved.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the revised financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the Group in accordance with the ethical requirements that are relevant to our audit of the revised financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Emphasis of matter - revision of subsidiary companies exempt from audit

In forming our opinion on the revised financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 2.21 to these revised financial statements concerning the need for revision of note 15, to add Belcan Supply Chain Solutions Limited to the list of subsidiaries' names for which a parent company guarantee has been issued such that the audit exemption available under section 479A of the Companies Act 2006 applies. The original financial statements were approved on 22 September 2022, and our previous auditors' report was signed on that date. We have not performed a subsequent events review for the period from the date of our previous auditors' report to the date of this report.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BELCAN INTERNATIONAL LIMITED (CONTINUED)

### Conclusions relating to going concern

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's and the 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.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the revised financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Group's and the Company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Reporting on other information.

The other information comprises all of the information in the Annual Report other than the revised financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the revised financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the revised financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the revised financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the revised 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

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 period ended 26 December 2021 is consistent with the revised financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Group and Company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

### Responsibilities for the revised financial statements and the audit

Responsibilities of the directors for the revised financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the revised financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of revised financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the revised financial statements, the directors are responsible for assessing the Group's and 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 Group or the Company or to cease operations, or have no realistic alternative but to do so.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BELCAN INTERNATIONAL LIMITED (CONTINUED)

Auditors' responsibilities for the audit of the revised financial statements

Our objectives are to obtain reasonable assurance about whether the revised financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 revised 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.

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK employment legislation, and we considered the extent to which non-compliance might have a material effect on the revised financial statements. We also considered those laws and regulations that have a direct impact on the revised financial statements such as UK tax legislation and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the revised financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to increase revenue and manipulation in accounting estimates to improve the reported financial position. Audit procedures performed by the engagement team included:

- Discussions with management and the Directors, including consideration of known or suspected instances of non-compliance with laws and regulations, claims and fraud;
- · Reviewing relevant minutes of board meetings;
- Evaluation of management's controls designed to prevent and detect irregularities, in particular the whistleblowing policy and employee code of conduct;
- Challenging assumptions and judgements made by management in their significant accounting estimates, in particular relation to allowance for doubtful accounts and impairment of assets;
- Reviewing the original Annual Report for appropriate disclosures required by FRS 102 or the Companies Act;
- Identifying and testing journal entries, using a risk-based audit approach, with a particular focus on entries
  posted with unusual combinations that increased revenues; and
- Performing unpredictable audit procedures which are changed year on year.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the revised financial statements. Also, 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 by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of auditors' responsibilities for the audit of financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. In the context of an audit of revised financial statements, in respect of our conclusion relating to going concern, we are only required to consider audit evidence up to the date of our original auditors' report. In other respects, this description forms part of our auditors' report.

We are also required to report whether in our opinion the original financial statements failed to comply with the requirements of the Companies Act 2006 in the respects identified by the directors. The audit of revised financial statements includes the performance of procedures to assess whether the revisions made by the directors are appropriate and have been properly made.

### Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with the Companies (Revision of defective Accounts and Reports) Regulations 2008 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BELCAN INTERNATIONAL LIMITED (CONTINUED)

### Other required reporting

### Opinion prescribed by the Companies (Revision of Defective Accounts and Reports) Regulations 2008

The original financial statements for the period ended 26 December 2021 failed to comply with the requirements of the Companies Act 2006 in the respects identified by the directors in note 2.21 to these revised financial statements.

### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- · we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the revised financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Andrew Dymond (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

East Midlands

Date:

December 2022

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 26 DECEMBER 2021

		•	52 week	•
•		٠.	period	Year
		· ·	ended	ended
<b>\</b>			26	31
	•	•	December 2021	December 2020
		Note	2021	2020 £
	•	11010	-	~
Turnover	· .	4	59,453,260	67,921,887
Cost of sales			(45,747,283)	(53,458,561)
	. •			
Gross profit		•	13,705 <u>,</u> 977	14,463,326
Administrative expenses	•	•	(19,478,277)	(19,136,054)
Other operating income	.:	. 5	1,288,816	4,059,319
- Carlot operating meaning				
Operating loss	•	6	(4,483,484)	(613,409)
Interest receivable and similar income		10	449	11,791
Interest payable and similar expenses	•	11	(986,970)	(1,238,993)
Loss before taxation			(5,470,005)	(1,840,611)
Tax on loss		12	(278,971)	(97,734)
			· · · · · · · · · · · · · · · · · · ·	<del></del>
Loss for the financial period/year			(5,748,976)	(1,938,345)
Other comprehensive income for the financial period/ye	ar:			
Currency translation differences	•		49,070	21,268
ouncitor translation unicronoco		•	40,0.0	27,200
Other comprehensive income for the financial period/ye	ar		49,070	21,268
	. •		•	•
	٠.		· · · · · · · · · · · · · · · · · · ·	
Total comprehensive expense for the financial period/ye	ar ·		(5,699,906)	(1,917,077)

# BELCAN INTERNATIONAL LIMITED REGISTERED NUMBER: 02933658

# CONSOLIDATED BALANCE SHEET AS AT 26 DECEMBER 2021

•			26		31
		• •	December		December
	Notè		2021 £	•	2020 £
Fixed assets					
Intangible assets	13		23,157,415		25,770,214
Tangible assets	14		2,229,567		2,775,760
			25,386,982		28,545,974
Current assets			25,300,302		20,343,974
Stocks	16	38,644		19,792	
Debtors	17	31,740,728	•	31,122,070	
Cash at bank and in hand	18	3,393,577		6,013,370	
	, ,	· ·	••		•
		35,172,949		37,155,232°	
Creditors: amounts falling due within one year	19.	(54,334,277)	•	(53,929,671)	
Net current liabilities			(19,161,328)	• •	(16,774,439)
Total assets less current liabilities		• •	6,225,654		11,771,535
Provisions for liabilities		•		. :	
Deferred taxation	20.			-	
	20		(3,259,503)		(3,105,478)
Net assets	20		2,966,151	, * , *	(3,105,478) 
	20				
Net assets  Capital and reserves	20				
Net assets			2,966,151		8,666,057
Net assets  Capital and reserves  Called up share capital	21		2,966,151		8,666,057
Net assets  Capital and reserves  Called up share capital Share premium account	21 22		2,966,151 29,101 7,031,676		29,101 7,031,676
Net assets  Capital and reserves  Called up share capital Share premium account Foreign exchange reserve	21 22 22		2,966,151 29,101 7,031,676 157,205		29,101 7,031,676 108,135
Net assets  Capital and reserves  Called up share capital Share premium account Foreign exchange reserve Other reserves	21 22 22 22		2,966,151 29,101 7,031,676 157,205 1,012,011		29,101 7,031,676 108,135 1,012,011

The revised financial statements on pages 13 to 44 were approved and authorised for issue by the board and were signed on its behalf by:

K Matthews Director

Date: 16th December 2022

# BELCAN INTERNATIONAL LIMITED REGISTERED NUMBER: 02933658

# COMPANY BALANCE SHEET AS AT 26 DECEMBER 2021

			26 December		31 December
	Note		2021 £		2020 £
Fixed assets			_		. ~
Tangible assets	14		368,393		500,439
Investments	15		61,175,622		61,175,622
			<del></del>		
		•	61,544,015	•	61,676,061
Current assets		•	. •	•	. "
Debtors	17 .	18,496,288		18,019,626	
Cash at bank and in hand	18	262,174		686 <u>,</u> 571	
		18,758,462		18,706,197	
Creditors: amounts falling due within one				•	• .
year	19	(87,776,414)	•	(83,356,363)	•
Net current liabilities	:		(69,017,952)	•	(64,650,166)
Deferred taxation	20		-		(9,057)
Total assets less current liabilities			(7,473,937)		(2,983,162)
Capital and reserves				٠	•
Called up share capital					00*4:04
	21		29,101		29,101
Share premium account	. 22		7,031,676		7,031,676
Other reserves	22	(44.055.000)	1,012,000	. (0.040.050)	1,012,000
Profit and loss account brought forward		(11,055,939)		(8,812,952)	
Loss for the financial period/year		(4,490,775)		(2,242,987)	٠.
Profit and loss account carried forward			(15,546,714)		(11,055,939)
Total shareholders' deficit			(7,473,937)		(2,983,162)
		•			

The revised financial statements on pages 13 to 44 were approved and authorised for issue by the board and were signed on its behalf by:

K Matthews Director

Date:16th December 2022

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 26 DECEMBER 2021

PERIOD ENDED 26 DECEMBER 2021		*				
	Called up share capital	Share premium account	Foreign exchange reserve	Other reserves	Profit and loss account	Total shareholders' funds
	£	£	£	£	£	£
At 1 January 2020	29,101	7,031,676	86,867	1,012,011	2,423,479	10,583,134
Comprehensive (expense)/income for the financial year						
Loss for the financial year		-		-	(1,938,345)	(1,938,345)
Currency translation differences	-	· .	21,268	-	· . · · •	21,268
Other comprehensive income for the financial year	-		21,268	•	·. ·.	21,268
Total comprehensive income/(expense) for the financial year		:	21,268		(1,938,345)	(1,917,077)
At 31 December 2020 and 1 January 2021	29,101	7,031,676	108,135	1,012,011	485,134	8,666,057
Comprehensive (expense)/income for the financial period						
Loss for the financial period		- '		٠.	(5,748,976)	(5,748,976)
Currency translation differences	-	•	49,070	· · · · •	-	49,070
Other comprehensive income for the financial period		-	49,070		-	49,070
Total comprehensive income/(expense) for the financial period	-	•	49,070		(5,748,976)	(5,699,906)
At 26 December 2021	29,101	7,031,676	157,205	1,012,011	(5,263,842)	2,966,151
		<del></del>				

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 26 DECEMBER 2021

	Called up share capital	Share premium account		Profit and loss account	Total shareholders' deficit
	£,	£	£		£
At 1 January 2020	29,101	7,031,676	1,012,000	(8,812,952)	(740,175)
Comprehensive expense for the financial year	•				
Loss for the financial year	· · · · ·	-	•	(2,242,987)	(2,242,987)
Total comprehensive expense for the financial year	<u>-</u>		- ,	(2,242,987)	(2,242,987)
At 31 December 2020 and 1 January 2021	29,101	7,031,676	1,012,000	(11,055,939)	(2,983,162)
Comprehensive expense for the financial period				:	
Loss for the financial period	-		· • .	(4,490,775)	(4,490,775)
Total comprehensive expense for the financial period	•	-		(4,490,775)	(4,490,775)
At 26 December 2021	29,101	7,031,676	1,012,000	(15,546,714)	(7,473,937)

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 26 DECEMBER 2021

	52 week	
	period	Year
	ended	ended
	26 December	31 December
	2021	2020
	£	£
Cash flows from operating activities		
Loss for the financial period/year	(5,748,976)	(1,938,345)
Adjustments for:		
Taxation charge	278,971	97,734
interest payable and similar expenses	986,970	1,238,993
Interest receivable and similar income	(449)	(11,791)
Amortisation of intangible assets	2,612,799	2,664,136
Depreciation of tangible assets	960,446	889,201
Foreign exchange differences	51,620	21,268
Increase in stocks	(18 <u>,</u> 853)	(815)
Decrease in debtors	127,004	9,010,388
Decrease in creditors	(1,156,662)	(4,240,250)
Corporation tax paid (net of RDEC credit)	15,048	(883,366)
Net cash (used in)/generated from operating activities	(1,892,082)	6,847,153
Net cash (used in)/generated from operating activities	(1,032,002)	0,047,135
Cash flows from investing activities		
Purchase of tangible assets	(416,803)	(1,079,602)
Interest received	449.	11,791
Net cash used in investing activities	. (416,354)	(1,067,811)
Cash flows from financing activities		
Interest paid	(986,970)	(1;238,993)
(Increase)/decrease in amounts owed by group	(885,655)	255,019
Increase/(decrease) in amounts owed to group		(7,713,375)
Increase/(decrease) in amounts owed to group	1,561,268	(7,713,375)
Increase/(decrease) in amounts owed to group  Net cash used in financing activities		(7,713,375)
Net cash used in financing activities	(311,357)	(8,697,349)
Net cash used in financing activities  Net decrease in cash and cash equivalents	1,561,268 (311,357) (2,619,793)	(8,697,349)
Net cash used in financing activities	(311,357)	(8,697,349)
Net cash used in financing activities  Net decrease in cash and cash equivalents	1,561,268 (311,357) (2,619,793)	(8,697,349)

# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED) FOR THE PERIOD ENDED 26 DECEMBER 2021

Cash and cash equivalents at the end of financial pe	riod/vear comprise		26 31 liber December 1021 2020 £ £
Cash at bank and in hand		3,393,	<b>577</b> 6,013,370
Cash at bank and in hand		=====	=
	·.	•	
Included in the cash flow movements are the below			
items:	At 1 January 2020	Cash flows	At 31 December 2020
	£	£	£
Cash at bank and in hand	8,931,377	(2,918,007)	6,013,370
	At 1 January 2021 £	Cash flows	At 26 December 2021 £
Cash at bank and in hand	6,013,370	(2,619,793)	3,393,577

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 1. General information

Belcan International Limited (the "Company") is a private company, limited by shares, registered in England and Wales. The registered address of the Company is Kelvin House, Rtc Business Park, London Road, Derby, DE24 8UP.

The principal activity of the Group is that of the provision of Engineering Services, Technical Recruiting Services and Consulting Services.

### 2. Accounting policies

### 2.1 Basis of preparation of financial statements

The revised financial statements have been prepared on a going concern basis, under the historical cost convention 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 revised financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied consistently throughout the period:

### 2.2 Basis of consolidation

The revised consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

### 2.3 Going concern

The revised financial statements have been prepared on a going concern basis, which assumes that the Group and the Company continue in operational existence for a period of at least 12 months from the date the revised Balance Sheet is signed. The directors have reviewed the detailed budget and cash flow forecasts for the Group, for a period beyond one year from the date of approval of these revised financial statements including undertakings from the parent entity to support the Company and Group. Based on this review the directors have concluded that the Group and the Company are able to meet their external liabilities as they fall due and that the going concern basis of preparation is therefore appropriate.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 2. Accounting policies (continued)

### 2.4 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- 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 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in these revised consolidated financial statements.

#### 2.5 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Group and the turnover can be reliably measured. Turnover 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 turnover is recognised:

### Rendering of services

Turnover 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 turnover can be measured reliably;
- it is probable that the Group 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.

Where turnover relates to the provision of engineering services it is represented by net invoiced sales of goods and services, excluding value added tax. Turnover is recognised on a percentage of completion basis when the service has been delivered on contracts. Turnover that has been recognised but not invoiced at the year end is included in debtors as accrued income.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 2. Accounting policies (continued)

### 2.6 Intangible assets

#### Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the revised Consolidated Statement of Comprehensive Income over its useful economic life.

### Other 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.

The estimated useful lives range as follows:

Customer relationships	-	<ul> <li>15 years</li> </ul>
Goodwill	-	10 years
Trademarks	-	20 years

### 2.7 Tangible assets

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

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

Depreciation is provided on the following basis:

Improvement to property
Fixtures and fittings
Computer equipment

- Over the period of the lease
- 15%
- 33%

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 the revised Consolidated Statement of Comprehensive Income.

### 2.8 Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 2. Accounting policies (continued)

### 2.9 Stocks

Stocks are stated at the lower of cost and net realisable value.

Work in progress includes the cost of direct materials and labour plus attributable overheads based on a normal level of activity. Net realisable value is based on estimated selling price less any costs expected to be incurred to completion.

### 2.10 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.

### 2.11 Cash and cash equivalents

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

In the revised Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

### 2.12 Financial instruments

The Group is applying section 11 and 12 of FRS 102. The Group 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 non-puttable ordinary shares.

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

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

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 2. Accounting policies (continued)

### 2.12 Financial instruments (continued)

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

Financial assets and liabilities are offset and the net amount reported in the revised Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

### 2.13 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.

### 2.14 Foreign currency translation

### Functional and presentation currency

The Company's functional and presentational currency is GBP.

### Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the revised Consolidated Statement of Comprehensive Income except when deferred in other comprehensive Income as qualifying cashflow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the revised Consolidated Statement of Comprehensive Income within 'interest receivable and similar income' and 'interest payable and similar charges'. All other foreign exchange gains and losses are presented in the revised Consolidated Statement of Comprehensive Income within 'administrative expenses'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 2. Accounting policies (continued)

### 2.15 Finance costs

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

### 2.16 Pensions

### Defined contribution pension plan

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

The contributions are recognised as an expense in the revised Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the revised Balance Sheet. The assets of the plan are held separately from the Group in independently administered funds.

### 2.17 Interest income

Interest income is recognised in the revised Consolidated Statement of Comprehensive Income using the effective interest method.

### 2.18 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group 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 the revised Consolidated Statement of Comprehensive Income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the revised 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 revised Balance Sheet.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 2. Accounting policies (continued)

### 2.19 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the revised Consolidated Statement of Comprehensive Income 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 and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet, 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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.

### 2.20 Research and development

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

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

### 2.21 Revision of financial statements

Subsequent to the signing of the original financial statements for the period ended 26 December 2021, it was identified that the Group's intention to take advantage of the section 479A audit exemption in relation to Belcan Supply Chain Solutions Limited had not been disclosed correctly. Therefore, the original financial statements did not comply with the requirements of the Companies Act 2006. As a result, this omission has been corrected in note 15 of the revised financial statements. The Revised Annual Report and Financial Statements replace the original financial statements for the period ended 26 December 2021 and are now the statutory accounts for the Group and Company. The Revised Annual Report and Financial Statements have been prepared as at the date of the original financial statements which are dated 22 September 2022 and not as at the date of revision and accordingly does not deal with events between these dates.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

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

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

### (i) Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are reassessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 14 for the carrying amount of the tangible assets, and note 2.7 for the useful economic lives for each class of assets.

### (ii) Impairment of intangibles assets and goodwill (note 13)

The Group considers whether intangible assets and goodwill are impaired. Where an indication of impairment is identified the estimation of recoverable value requires estimation of the recoverable value of the cash generating units (CGUs). This requires estimation of the future cash flows from the CGUs and also selection of appropriate discount rates in order to calculate the net present value of those cash flows. The CGU's are based upon the operations of the business (being Sitec, Belcan Engineering, Belcan Advanced Solutions and Belcan Test Systems). The weighted average cost of capital ("WACC") applied in this assessment was 12% for all CGU's and the cash flows were based upon the 2021 -2024 foretasted positions with growth of 2% foretasted in the terminal value calculations. There was headroom noted across all CGU's and the one closest to impairment was Sitec, owing to it being the most recent acquisition in 2019. However, a 17% increase in WACC or a 50% reduction in the terminal growth rate would be required prior to any impairment being recorded.

### (iii) Impairment of debtors

The Group makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. See note 17 for the net carrying amount of the debtors and associated impairment provision.

### 4. Turnover

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

•		52 week	
	 	period	Year
•		ended	ended
•		26	31
•	•	December	December
	•	2021	2020
		£	£
Recruitment		26,768,449	31,619,491
Engineering services		27,270,749	31,664,112 <sup>-</sup>
Consulting		5,414,062	4,638,284
		59,453,260	67,921,887
	•		

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 4. Turnover (continued)

Analysis of turnover by country of destination:

	•		52 week	
,			period	Year
			ended	ended
		•	26	31.
•		•	December	December
			2021	2020
•			£	£
United Kingdom		•	49,474,781	56,642,441
Rest of Europe			7,240,550	9,061,246
Rest of the World			2,737,929	2,218,200
	•		59,453,260	67,921,887

## 5. Other operating income

52	! week
·	period Year
	ended ended
	<b>26</b> 31
Deci	ember December
	<b>2021</b> 2020
	£££
Other operating income	<b>479</b> 24,243
Furlough income 24	<b>1,630,371</b>
RDEC claim 1,04	<b>11,832</b> 1,049,932
Foreign exchange difference - gain	- 1,354,773
1,28	38,816 4,059,319

The foreign exchange gains largely relate to foreign exchange differences on the intercompany balances.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

## 6. Operating loss

The operating loss is stated after charging:

	E2 week	
	52 week period	Year
	ended	ended
	26	31
	December	December
	2021	2020
	£	£
Depreciation of tangible assets	960,446	889,201
Amortisation of intangible assets	2,612,799	2,664,136
Operating lease rentals	787,280	764,950
A		•
Auditors' remuneration	:	
	52 week	
	period	Year
	ended	ended
	26	31
	December	December
	2021	2020 £
	<b>.</b> .	. , <b>L</b>
Fees payable to the Group's auditors for the audit of the Group's annual	•	
revised financial statements	146,530	150,530
		•
Fees payable to the Group's auditors in respect of:	•	
Taxation advisory services	78,338	75,283
Other assurance related services	19,760	18,820
	98,098	94,103
•	35,550	J-7, 10J

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 8. Employees

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

	Group 26	Group 31	Company 26	Company 31
	December 2021 £	December 2020 £	December 2021 £	December 2020 £
Wages and salaries	18,441,955	18,255,625	3,087,385	2,214,551
Social security costs.	2,004,831	2,208,435	373,614	275,177
Other pension costs	854,340	903,054	137,191	89,901
	21,301,126	21,367,114	3,598,190	2,579,629

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

	Group 52 week	Group	Company 52 week	Company
	period	Year	period	Year
• • • • • • • • • • • • • • • • • • • •	ended	ended	ended	ended
	26	31	26	31
	December 2021 Number	December 2020 Number	December 2021 Number	December 2020 Number
Engineering/Technical	293	349	· _	
Administration	100	101	41	26
Directors	2	. 2	2	
	395	452	. 43	26

The Company has 43 employees during the period/year (2020: 26).

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 9. Directors' remuneration

	52 week	
	period	Year -
	ended	ended
	26	· 31
	December	December
	2021	2020
	£	£
Directors' remuneration	504,133	596,125
Company contributions to defined contribution pension schemes	27,640	30,963
	531,773	627,088
taran da araba da ar		

During the period/year retirement benefits were accruing to 2 directors (2020: 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £389,995 (2020: £401,836).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £21,882 (2020: £22,000).

2 (2020: 2) of the directors are remunerated by other companies within the Propulsion Intermediate LP group.

### 10. Interest receivable and similar income

		52 week period ended 26	Year ended 31
		December 2021 £	December 2020 £
Other interest receivable		449	11,791

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 11. Interest payable and similar expenses

52 week	
period	Year.
ended	ended
26	31
December	December
2021	2020
£	£
986,970	1,238,993

Other interest payable

\_\_\_\_

Included in interest payable is an amount of £986,970 (2020: £1,236,928) charged from group companies.

Please refer to note 19 for details of interest on group balances.

### 12. Tax on loss

	52 week period ended 26 December 2021	Year ended 31 December 2020
Corporation tax	<b>~</b>	. <b>L</b>
Current tax on losses for the financial period/year Adjustments in respect of prior years	210,548 (85,602)	390,564 (4,084)
Total current tax	124,946	386,480
Deferred tax	•	
Origination and reversal of timing differences Adjustments in respect of prior years	139,955 14,070	(289,073) 327
Total deferred tax	154,025	(288,746)
	··.	
Total tax	278,971	97,734

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 12. Tax on loss (continued)

### Factors affecting tax charge for the period/year

The tax assessed for the period/year is higher than (2020: higher than) the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%). The differences are explained below:

•	•		· · · .			52 week period	Year
•		••	•			ended	ended
	٠.					26 December	31 December
			•			2021	2020
•						£	£
Loss before taxation						(5,470,004)	(1,840,611)
•			·			<del></del> :	
Loss before taxation multiple of 19.00% (2020: 19.00%)	lied by stand	dard rate of	corpoi	ration tax in	the UK	(1,039,301)	(349,716)
Effects of:							•
Expenses not deductible fo	r tax purpos	es		•		294,516	305,229
Adjustments in respect of p	rior years	•				(71,532)	(3,757)
Differences in overseas tax	• •:	:		٠.,		311,559	127,875
Rate changes			•			783,816	18,013
Deferred tax not recognised	1					(87)	90
Total tax charge for the fi	nancial per	iod/year		*		278,971	97,734
	•						·

### Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of Finance Act 2021 (published on 24 May 2021, with royal assent received on 10 June 2021). This confirmed an increase to the corporation tax rate to 25% with effect from 1 April 2023. Deferred taxes at the Balance Sheet date have been calculated based on the corporation tax rate of 25% that is enacted at the reporting date.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 13. Intangible assets

Group

	Customer relationships £	Trademarks £	Goodwill £	Total £
Cost		·		
At 1 January 2021	18,500,000	780,000	13,404,660	32,684,660
At 26 December 2021	18,500,000	780,000	13,404,660	32,684,660
		•		· · · · · · · · · · · · · · · · · · ·
Accumulated amortisation				•
At 1 January 2021	3,530,557	115,584	3,268,305	6,914,446
Charge for the period	1,233,333	39,000	1,340,466	2,612,799
At 26 December 2021	4,763,890	154,584	4,608,771	9,527,245
Net book value				
At 26 December 2021	13,736,110	625,416	8,795,889	23,157,415
At 31 December 2020	14,969,443	664,416	10,136,355	25,770,214

Amortisation of goodwill is recognised within administration expenses in the revised Statement of Comprehensive Income.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

## 14. Tangible assets

Group

	Improvement to property £	Fixtures and fittings	Computer equipment £	Total £
Cost				
At 1 January 2021	1,191,241	573,698	3,036,362	4,801,301
Additions	153,757	34,241	228,805	416,803
Exchange adjustments	-	(1,694)	(856)	(2,550)
At 26 December 2021	1,344,998	606,245	3,264,311	5,215,554
Accumulated depreciation				· · ·
At 1 January 2021	207,578	221,139	1,596,824	2,025,541
Charge for the period	170,013	66,525	723,908	960,446
At 26 December 2021	377,591	287,664	2,320,732	2,985,987
Net book value		,		
At 26 December 2021	967,407	318,581	943,579	2,229,567
At 31 December 2020	983,663	352,559	1,439,538	2,775,760
•				

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

## 14. Tangible assets (continued)

## Company

					Computer equipment £
Cost		٠.,			
At 1 January 2021	•				650,904
At 26 December 2	2021				650,904
	•		. •	•	
Accumulated dep	reciation				
At 1 January 2021 Charge for the per	iod				150,465 132,046
At 26 December 2	2021	· :.			282,511
Net book value				•	
At 26 December 2	021				368,393
At 31 December 2	020				500,439

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 15. Investments

### Company

	. •	•	Investments in subsidiary companies £
Cost			
At 1 January 2021			63,175,622
At 26 December 2021		•	63,175,622
	. ,		*
Accumulated impairment At 1 January 2021			2,000,000
At 26 December 2021			2,000,000
Net book value			
At 26 December 2021		•	61,175,622
At 31 December 2020	•		61,175,622

## Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Belcan Engineering Services UK Limited	Scottish Enterprise Technology Park, Kelvin Building, Bramah Avenue East Kilbride, Lanarkshire, G75 0RD	Provision of engineering services	Ordinary	100%
Belcan Technical Recruiting UK Limited	Kelvin House Rtc Business Park, London Road, Derby, England, DE24 8UP	Management consultancy and recruitment services	Ordinary	100%
Belcan Engineering Services Germany GmbH*	The Townhouse, Ludwig-Erhard-Ring 4, 15827 Blankenfelde- Mahlow, Germany	Provision of engineering services	Ordinary	100%

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

## 15. Investments (continued)

## Subsidiary undertakings (continued)

	Name	Registered office	Principal activity	Class of shares	Holding
٠.	Belcan Engineering Services Poland Sp. z o.o.*	UI. Pl. Wolnosci 13/2, 35-073 Rzeszów, Poland	Provision of engineering services	Ordinary	100%
	Belcan Test Systems UK Limited	42 Central Way, Cheltenham Trade Park, Cheltenham, GL51 8LX	Provision of engineering services	Ordinary	100%
	Sitec Design Limited	Church House Church Road, Filton, Bristol, England, BS34 7BD	Holding company	Ordinary	100%
	SG Aerospace (India) Private Limited*	No. 288, 100 feet Ring Road, Fourth Phase, Seventh Block, Third Stage, Banashankari Bangalore KA 560085 IN	Provision of engineering services	Ordinary	100%
•	Sitec Recruitment Limited	Kelvin House, London Road, Derby, England, DE24 8UP	Holding company	Ordinary	100%
	Sitec Professional Services Limited*	Kelvin House, London Road, Derby, England, DE24 8UP	Holding company	Ordinary	100%
	Belcan Advanced Solutions Limited**	Kelvin House, London Road, Derby, England, DE24 8UP	Provision of engineering services	Ordinary	100%
	Sitec Holdings Limited*	Church House Church Road, Filton, Bristol, England, BS34 7BD	Holding company	Ordinary	100%
	Sitec Engineering Limited*	Church House Church Road, Filton, Bristol, England, BS34 7BD	Provision of engineering services	Ordinary	100%
	Belcan Supply Chain Solutions Limited*/***	Kelvin House, London Road, Derby, England, DE24 8UP	Provision of consulting services	Ordinary	100%

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 15. Investments (continued)

### Subsidiary undertakings (continued)

- \*Held indirectly.
- \*\*On 14 June 2021, the name of Lagoni Engineering Limited was changed to Belcan Advanced Solutions Limited.
- \*\*\*On 24 February 2021, the name of Sitec Limited was changed to Belcan Supply Chain Solutions Limited.

The Company has provided the necessary guarantees to its subsidiary companies, Belcan Technical Recruiting UK Limited (registered number 04796997), Belcan Engineering Services UK Limited (registered number SC163213), Belcan Test Systems UK Limited (registered number 06122998), Sitec Design Limited (registered number 10080721), Sitec Recruitment Limited (registered number 10080711), Sitec Professional Services Limited (registered number 07164509), Belcan Advanced Solutions Limited (registered number 06733445), Sitec Holdings Limited (registered number 08395868), Sitec Engineering Limited (registered number 06426920) and Belcan Supply Chain Solutions Limited (registered number 06444912) so that they are exempt from the requirements relating to the audit of accounts under section 479A of the Companies Act 2006.

### 16. Stocks

	Group	Group	Company	Company
	26	31	26	31
	December	December	December	December
	2021	2020	2021	2020
	£	£	£	£
Finished goods and goods for resale	38,644	19,792	-	
	-			

### 17. Debtors

Group 26 December	Group 31 December	Company 26 December	Company 31 December
2021 £	2020 £	2021 £	2020 £
11,982,455	11,795,306	702,708	468,995
11,629,312	10,743,657	17,733,131	17,224,808
115,081	116,879	-	324
1,302,512	1,442,506	12,600	
6,711,368	7,023,722	47,849	325,499
31,740,728	31,122,070	18,496,288	18,019,626
	26 December 2021 £ 11,982,455 11,629,312 115,081 1,302,512 6,711,368	26 31 December 2021 2020 £ 11,982,455 11,795,306 11,629,312 10,743,657 115,081 116,879 1,302,512 1,442,506 6,711,368 7,023,722	26 31 26 December 2021 2020 2021 £ £ £ 11,982,455 11,795,306 702,708 11,629,312 10,743,657 17,733,131 115,081 116,879 1,302,512 1,442,506 12,600 6,711,368 7,023,722 47,849

Amounts owed by group undertakings are unsecured and repayable on demand.

Trade debtors are stated after a provisions for bad debts of £491,550 (2020: £402,827) in Group and £Nil (2020: £Nil) in Company.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 18. Cash at bank and in hand

	•	Group 26	Group 31	Company 26	Company 31
		December 2021 £	December 2020 £	December 2021 £	December 2020 £
Cash at bank and in hand		3,393,577	-6,013,370	262,174	· 686,571

### 19. Creditors: amounts falling due within one year

	Group 26	Group 31	Company 26	Company 31
	December 2021 £	December 2020 £	December 2021	December 2020 £
Trade creditors	449,836	924,947	7,674	37,612
Amounts owed to group undertakings	46,507,861	44,946,593	87,093,207	82,839,201
Other taxation and social security	2,286,212	3,930,342	113,713	152,338
Other creditors	548,106	601,681	37,605	17,601
Accruals and deferred income	4,542,262	3,526,108	524,215	309,611
	54,334,277	53,929,671	87,776,414	83,356,363

Included in amounts owed to group undertakings are loans of \$64m on which interest is charged at 2.07% (2020: \$64m, interest 2.07%). The amount of interest expensed in the period/year for this loan was £1m (2020: £1m) and the balance at the period/year end including interest was \$67m (2020: \$66m).

### 20. Deferred taxation

Group

		2021 £
At beginning of period Charged to profit or loss		(3,105,478) (154,025)
At end of period		(3,259,503)

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 20. Deferred taxation (continued)

Co	m	na	nv

			•	2021 £
At beginning of period				(9,057)
Charged to profit or loss				9,057
At end of period			-	
The provision for deferred taxation is made	de up as follows:		. =	
	Group 26	Group 31	Company 26	Company 31
	December 2021	December 2020	December 2021	December 2020
Accelerated capital allowances	(152,840)	(156,936)	(1,170)	(10,808)
Acquired intangible assets	(3,590,382)	(2,970,434)	-	-
Other timing differences	16,304	16,124	1,170	1,751
Tax losses	461,837	190	· •	<del>,-</del> .
RDEC carried forward	5,578	5,578	-	-
	(3,259,503)	(3,105,478)	<u> </u>	(9,057)
·.				

### 21. Called up share capital

•	26	31
	December	December
	2021	2020
	£	£
Allotted, called up and fully paid		. • •
29,101 (2020: 29,101) Ordinary shares of £1.00 (2020: £1.00) each	29,101	29,101
•	· <del></del>	

Each ordinary share carries one vote, participates equally with the other ordinary shares as respects dividends and distributions of capital (including on a winding up) and is not redeemable.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 22. Reserves

### Share premium account

The amounts subscribed for share capital in excess of the nominal value.

### Foreign exchange reserve

The foreign exchange reserve account relates to the translation of foreign subsidiaries.

### Other reserves

Other reserves relate to a capital contribution.

### Profit and loss account

The profit and loss account represents the accumulated profits and losses made by the Group and Company less any distributions made.

### 23. Pension commitments

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £854,340 (2020: £903,054).

### 24. Commitments under operating leases

At reporting date the Group and the Company had future minimum lease payments under non-cancellable operating leases as follows:

	Group 26 December 2021	Group - 31 December 2020	Company 26 December 2021	Company 31 December 2020
	£	. £	£	£
Not later than 1 year	749,075	694,562	6,670	7,641
Later than 1 year and not later than 5 years	1,488,747	2,050,182	10,842	17,512
Later than 5 years	243,094	43,235	. • . •	-
	2,480,916	2,787,979	17,512	25,153
			<del></del>	

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 25. Financial instruments

### Group

Financial assets measured at historic cost

	26 December 2021 £	31 December 2020 £
Cash	3,393,577	6,013,370
Amounts owed by group undertakings	11,629,312	10,743,657
Trade debtors	11,982,455	11,795,306
Other debtors	115,081	116,879
	27,120,425	28,669,212
Financial liabilities measured at historic cost	• :	
	26 December 2021 £	31 December 2020 £
Amounts owed to group undertakings	(46,507,861)	(44,946,593)
Accruals	(4,542,262)	(3,526,108)
Trade creditors	(449,836)	(924,947)
Other creditors	(548,106)	(601,681)
	(52,048,065)	(49,999,329)

### 26. Related party transaction

Key management personnel are the directors of the Company whose remuneration is disclosed in note 9 or who are remunerated by other companies within the Propulsion Intermediate LP group.

The Company has taken advantage of the exemption, contained in FRS 102 section 33 "Related Party Disclosures", from disclosing transactions with entities which are a wholly owned part of the Group.

### 27. Post balance sheet events

The directors' are not aware of any post balance sheet events that would have an impact on the operations of the Company.

# NOTES TO THE REVISED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 DECEMBER 2021

### 28. Ultimate parent undertaking and controlling party

The Company is a wholly owned subsidiary of its immediate parent undertaking Belcan Alliances Inc., a company incorporated in the United States of America.

Its ultimate parent undertaking and controlling party, and the parent of the largest group to consolidate the financial statements, is Propulsion Intermediate LP, a company incorporated in the United States of America. The financial statements of Propulsion Intermediate LP are not, publicly available.

The parent of the smallest group to consolidate the financial statements, is Belcan LLC, a company incorporated in the United States of America. The financial statements of Belcan LLC are not publicly available.