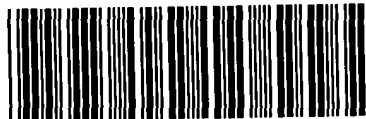


Company Registration No. 03335187 (England and Wales)

FERROLI LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2022
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FERROLI LIMITED

COMPANY INFORMATION

Directors	G Falcone R Kleister
Company number	03335187
Registered office	The Granary & Forge Barns Borough Hill Farm Catton Road Walton-On-Trent Swadlincote, Derbyshire England DE12 8LL
Auditor	RSM UK Audit LLP Chartered Accountants Rivermead House 7 Lewis Court Grove Park Leicester Leicestershire LE19 1SD
Bankers	HSBC Bank Plc Heathrow House 785 Bath Road Cranford Middlesex TW5 9AT

FERROLI LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

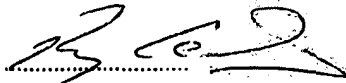
FERROLI LIMITED**STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022**

	Notes	2022 £	£	2021 £	£
Fixed assets					
Tangible assets	3		9,679		12,344
Current assets					
Stocks		505,033		805,149	
Debtors	4	339,687		1,292,794	
Cash at bank and in hand		536,176		193,126	
		<u>1,380,896</u>		<u>2,291,069</u>	
Creditors: amounts falling due within one year	5	<u>(1,506,709)</u>		<u>(2,138,168)</u>	
Net current (liabilities)/assets			(125,813)		152,901
Total assets less current liabilities			<u>(116,134)</u>		<u>165,245</u>
Provisions for liabilities					
Provisions	6	600,860		273,085	
			<u>(600,860)</u>		<u>(273,085)</u>
Net liabilities			<u>(716,994)</u>		<u>(107,840)</u>
Capital and reserves					
Called up share capital	7		9,211,186		9,100,269
Share premium account			2,264,400		2,264,400
Capital redemption reserve			1,118,174		1,118,174
Profit and loss reserves			<u>(13,310,754)</u>		<u>(12,590,683)</u>
Total equity			<u>(716,994)</u>		<u>(107,840)</u>

The directors of the company have elected not to include a copy of the income statement within the financial statements.

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

The financial statements were approved by the board of directors and authorised for issue on 22.01.23 and are signed on its behalf by:

x 
 R Kleister
 Director

FERROLI LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Notes	Share capital £	Share premium account £	Capital redemption reserve £	Profit and loss reserves £	Total £
Balance at 1 January 2021		8,783,943	2,264,400	1,118,174	(12,430,435)	(263,918)
Year ended 31 December 2021:						
Loss and total comprehensive income for the year		-	-	-	(160,248)	(160,248)
Conversion of loan to shares		316,326	-	-	-	316,326
Balance at 31 December 2021		9,100,269	2,264,400	1,118,174	(12,590,683)	(107,840)
Year ended 31 December 2022:						
Loss and total comprehensive income for the year		-	-	-	(720,071)	(720,071)
Conversion of loan to shares	7	110,917	-	-	-	110,917
Balance at 31 December 2022		9,211,186	2,264,400	1,118,174	(13,310,754)	(716,994)

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Ferrolì Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is The Granary & Forge Barns Borough Hill Farm, Catton Road, Walton-On-Trent, Swadlincote, Derbyshire, England, DE12 8LL.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", including the adoption of the amendments issued in December 2017, ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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

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

Going concern

As at 31 December 2022, the company has net current liabilities of £125,813 and net liabilities of £716,994 and as such is dependent on financial support from its parent company, Ferrolì S.p.A. The directors of Ferrolì S.p.A have confirmed that it is their intention to continue to provide the required support.

There does however remain an uncertainty over the parent company's ability to provide the support due to current economic and financial trends of the markets in which Ferrolì operates, the ongoing impact from the Ukraine crisis and the not completely overcome emergency from the Covid pandemic. Mitigation processes have been implemented to combat these challenges, however the directors acknowledge that these uncertainties give rise to a material uncertainty which may cast significant doubt over the entity's ability to continue as a going concern.

The directors are however confident that Ferrolì S.p.A will be able to provide the necessary support and as a result, the directors consider it appropriate to prepare the financial statements on the going concern basis. The financial statements do not include any adjustments that would result if the company was unable to continue as a going concern.

Turnover

Turnover represents the amounts (excluding Value Added Tax) derived from the provision of goods and services to customers in the year, after deduction of trade discounts and rebates. Income is recognised on invoicing except for income generated from service contracts which is recognised across the life of the contract.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Tangible fixed assets

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

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

Plant and machinery	Straight line over 5 years
Fixtures, fittings and equipment	Straight line over 5 years
Motor vehicles	Straight line over 3-4 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Impairment of fixed assets

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

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost of finished goods is calculated on a first in, first out basis. Net realisable value is based upon estimated selling price less further costs expected to be incurred to completion and disposal. Provision is made for obsolete and slow-moving items.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

Financial instruments

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

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include trade debtors, amounts owed by group undertakings and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost, being transaction price less amounts settled and any impairment losses.

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including trade creditors, other creditors, and amounts owed to group undertakings, are initially recognised at transaction price and are subsequently carried at amortised cost, being transaction price less amounts settled.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable. Current and deferred tax is charged or credited to profit or loss.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting period.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (Continued)

Provisions

Provisions are recognised when the company has a legal or constructive present obligation as a result of a past event, it is probable that the company 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 reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value. When a provision is measured at present value, the unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

Provision is made for product warranties based on historical claims experience, the volume of sales in the period and known specific product issues. Provisions are discounted when the time value of money is material. The warranty provision is subject to a number of key judgements and elements of uncertainty within the assumptions used. The determination of the provision reflects management's best estimate of the costs of resolving any issues and the continued appropriateness of the underlying assumptions are reviewed on an ongoing basis against actual experience and adjustment made to the provision over time as required.

Employee benefits

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

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

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

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Leases

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

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

2 Employees

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

	2022 Number	2021 Number
Total	10	11

3 Tangible fixed assets

	Plant and machinery	Fixtures, fittings and equipment	Motor vehicles	Total
	£	£	£	£
Cost				
At 1 January 2022	130,933	944,473	45,561	1,120,967
Additions	-	682	-	682
At 31 December 2022	130,933	945,155	45,561	1,121,649
Depreciation and impairment				
At 1 January 2022	130,933	932,129	45,561	1,108,623
Depreciation charged in the year	-	3,347	-	3,347
At 31 December 2022	130,933	935,476	45,561	1,111,970
Carrying amount				
At 31 December 2022	-	9,679	-	9,679
At 31 December 2021	-	12,344	-	12,344

4 Debtors

	2022 £	2021 £
Amounts falling due within one year:		
Trade debtors	301,917	1,150,822
Amounts owed by group undertakings	-	92,482
Other debtors	37,770	49,490
	339,687	1,292,794

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

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

5 Creditors: amounts falling due within one year

	2022 £	2021 £
Trade creditors	89,696	137,698
Amounts owed to group undertakings	1,151,843	1,659,510
Taxation and social security	75,778	220,818
Other creditors	189,392	120,142
	<u>1,506,709</u>	<u>2,138,168</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

6 Provisions for liabilities

	2022 £	2021 £
Warranty provision	<u>600,860</u>	<u>273,085</u>

7 Called up share capital

	2022 Number	2021 Number	2022 £	2021 £
Ordinary share capital Issued and fully paid				
Ordinary shares of £1 each	<u>9,211,186</u>	<u>9,100,269</u>	<u>9,211,186</u>	<u>9,100,269</u>

On 20 June 2022, £110,917 of creditors due to the parent company were converted into 110,917 £1 ordinary shares.

8 Reserves

Share premium account

Consideration received for shares issued above their nominal value net of transaction costs.

Capital redemption reserve

The nominal value of shares repurchased and still held at the end of the reporting period.

Profit and loss reserves

Cumulative profit and loss net of distributions to owners.

FERROLI LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

9 Operating lease commitments

Lessee

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

	2022 £	2021 £ As restated
Within one year	49,855	40,780
Between one and five years	103,331	132,548
	<u>153,186</u>	<u>173,328</u>

The 2021 figures have been restated due to the identification of a lease that had been incorrectly excluded in the prior year.

10 Events after the reporting date

On 28 June 2023, Ferroli SpA have converted an amount equal to €710,000 (£612,000) of group credit into equity of Ferroli Limited.

11 Parent company

The parent of the smallest group which consolidate these financial statements is Ferroli S.p.A., a company incorporated in Italy. The consolidated financial statements of Ferroli S.p.A. can be obtained from their registered office address: Via Ritonda, 78/A CAP 37047, San Bonifacio (VR), Italy.

12 Audit report information

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

The auditor's report was unqualified.

Material uncertainty related to going concern

We draw attention to note 1 in the financial statements, which notes that the company is dependent on the ongoing financial support from its parent company, Ferroli SpA. There does however remain a material uncertainty over the parent company's ability to provide the required financial support for a period of at least 12 months from the date of approval of the financial statements. As stated in note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

The senior statutory auditor was Gareth Jones.

The auditor was RSM UK Audit LLP.