REGISTERED NUMBER: 12154703 (England and Wales)

GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND AUDITED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

FOR

VENARI GROUP LIMITED

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FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

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COMPANY INFORMATION
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

DIRECTORS:	M R Brickhill C Scaife
REGISTERED OFFICE:	5 Larsen Road Goole East Yorkshire DN14 6XG
REGISTERED NUMBER:	12154703 (England and Wales)
AUDITORS:	DJH Mitten Clarke Audit Limited Chartered Accountants and Statutory Auditors Bates Mill Colne Road Huddersfield HD1 3AG

GROUP STRATEGIC REPORT
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

The directors present their strategic report of the company and the group for the period 1 March 2022 to 27 February 2023.

STRATEGY AND OBJECTIVES
The company is the management company of the group, holding an investment in the main trading subsidiary, Venari O&H Limited. During the period it also held an investment in another trading company, North Fire Engineering Limited (formerly known as Venari Engineering Limited), although this was disposed of on 19th December 2023. The group specialises in the manufacture of vehicles for the emergency services, with North Fire Engineering Limited specialising in the distribution of firefighting equipment. The group plans for its subsidiaries to increase the range and production capacity of specialist vehicles it can produce through efficient engineered solutions for serial production, whilst concentrating on industry leading quality and unrivalled customer service.

Research and Development is a key component in the group's future strategy and our vastly experienced engineering team continue to work on innovative projects both in house and with strategic partners.

The total qualifying expenditure in the year ended 28 February 2022 totalled £1,495,520 (2021 - £255,205) relating to staff costs, materials, consultancy and software licences. These costs include capitalised development costs which were subsequently impaired as per note 5, with the remaining costs recognised in the profit and loss account as they occured.

BUSINESS REVIEW AND RESULTS
The group incurred a loss before tax for the period ended 27 February 2023 of £9.1m (2022 - £3.9m loss).

A combination of several factors resulted in the loss for the period, the most notable being a combination of continuing weak NHS orders at the start of the period post-Covid and setbacks in the development of a new vehicle. A combination of design and manufacture issues, along with a failure in trying to align an achievable specification for the customers led to the mothballing of this project. Specifically, the intention was to deliver a lightweight 3.5 tonne Double Crewed Ambulance (DCA) together with our OEM partner Ford. However, the requirement was for a full NHS National Specification DCA, the weight of which exceeded the allowable payload of the chassis, and even when using lightweight materials from the aviation industry, the target could not be met. Of note, (i) no other Vehicle Converter has subsequently been able to achieve this "mission impossible" and (ii) the engineering and business leaders responsible for this failure left the business in 2022 and 2023. Significant investment had already been made into the project at the point of it being mothballed and therefore an exceptional impairment charge of £2.3m has been incurred, £1.45m of which relates to the prior year.

A contract related to the mothballed project was also subsequently cancelled, leading to the need to accelerate the design and production of some future orders. These future orders required accreditation of the NHS National Specification DCA to post-Brexit GB Whole Vehicle Type Approval standard, including new CEN BS EN 1789:2020 accreditation, by the Vehicle Certification Agency (VCA). This standard had yet to be delivered by any company within the UK, with the relevant authorities also in a learning phase as to the application of the regulations in question. This led to delays in the accreditation being achieved, and subsequently delays in the manufacture and delivery of that contract. Of note, this full NHS National Specification Type Approval has been achieved on a Fiat Ducato chassis upweighted during conversion from 4.1 tonnes ex-OE factory to 4.25 tonnes. Every vehicle is delivered with a unique Stage 2 Statutory Plate and Certificate of Conformity linked to the unique Vehicle Identification Number per VCA approval requirements.

Since the period end, the group has received the accreditation and delivered vehicles under the contract. This places the group at a distinct advantage for future tenders as the accreditation is a key requirement for ambulances procured by the NHS. We continue to believe that we are the only Vehicle Converter to have both legitimately achieved these standards whilst delivering finished DCA's entirely consistent with them which meet the VCA's Conformity of Production audit requirements. This in turn uniquely gives our customers confidence in the consistency, quality and safety of the vehicles we put on the road to serve the NHS, their patients and our paramedics.

The high inflation rates seen during the period, with CPI peaking in excess of 10% per annum, impacted several fixed price contracts with customers. These contracts were agreed over a year prior to production commencing, therefore the inflationary pressure on cost of sales at the point of production eroded margins significantly. The fixed price contracts were unable to be re-negotiated and have continued to impact the company after the period end, but new contracts coming on-stream from early 2024 have been priced more appropriately.

The appointment of Mark Brickhill, Group Managing Director, during the period has provided strength and experience to the management team. With a proven track record in business turnarounds and production management, the appointment enables us to be in the best position possible to mitigate against many of our key risks. A new strategic plan has been developed, including the consolidation of the business from two sites into the fully owned premises in Goole in order to reduce overheads whilst simultaneously increasing capacity at that site to cope with customer demand. This plan was delivered through Winter 23/24, including the successful retention of the majority of direct labour from the Brighouse site.

The group is now positioned to substantially increase output throughout 2024 and 2025. This will be achieved through production of the aforementioned newly developed and fully homologated vehicles supplied to NHS Trusts and partners through our existing Framework positions. The Type Approval noted above is also a key building block for all ambulance tenders that have followed since it was achieved. Also of note, we also now have a full Type Approval for our Ford PTS vehicles which have lifetime service flexibility between wheelchair and stretcher applications.

Key performance indicators
The group monitors numerous key performance indicators (KPIs) on both a weekly and periodic basis, to assess its financial position against targets. In addition to turnover (£14,168,696 to 27 February 2023, £20,510,311 28 February 2022) and earnings before interest and tax (EBIT), all cost streams are carefully scrutinised as are measures relating to productivity, order book and cash flow management.

Position of the business at the period-end date 27 February 2023
As at 27 February 2023 the company had net assets of £532,366 (2022 - net assets £2,767,348). The group had net liabilities of £9,602,609 (2022 - net liabilities £1,198,266).

PRINCIPAL RISKS AND UNCERTAINTIES
The most significant risks to the group's profitability are;
- Fluctuations in the volumes of orders across the period which can lead to under-utilisation of labour.
- Increased interest rates.
- Vehicles converted at greater cost than budgeted.
- Unusual delays in the availability of vehicles and key components

The board manages these risks through improved processes and controls concerning build slots management, cost control and pro-active supply chain management. A continuous improvement ethos is recurrently being embedded in the business.

POST BALANCE SHEET EVENTS
On 15th February 2024 the group completed a debt restructuring to re-capitalise the business. Portus Felix Limited, the former ultimate parent company, agreed to waive loans to Venari Group Limited and Venari O&H Limited totalling £24,132,424. In addition certain members of the management team subscribed for new shares in Venari Group Limited, to the extent that Portus Felix Limited it is no longer considered to be the ultimate parent company of Venari Group Limited.

On the 19th December 2023, the company disposed of its direct subsidiary, North Fire Engineering Limited (formerly known as Venari Engineering Limited).

FUTURE DEVELOPMENTS
The period since the February 2023 period end continued to see challenges, predominantly due to the aforementioned vehicle accreditation delays and inflationary pressures. This has in turn led to further support provided from Portus Felix Limited, however the waiver of those loans in December 2023 leaves the business with a significantly strengthened balance sheet and the required funding to take the business forward.

The group has continued to develop its order book within our well-established categories of the emergency services markets. This has yet to convert into overall annual profitability, however, this will improve quickly as we move on from legacy low margin contracts and also leverage the additional capacity but lower overhead costs afforded by our consolidation into one site. We are also continuing to see significant improvements in working capital since inventory has been consumed since mid 2023.

GOING CONCERN
Notwithstanding net liabilities of the group of £9,602,609 at 27 February 2023, the directors have reviewed the financial forecasts for the next 12 months and beyond, and prepared the accounts on a going concern basis (see note 2 for more details of the considerations made by the directors).

Post period end, the group has no reliance on any third party bank or institutional funding and does not factor its debtors.

The group has at all times ensured that all material suppliers including tax and payroll duties are paid in accordance with generally accepted terms and conditions.

ON BEHALF OF THE BOARD:

Mark Brickhill

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M R Brickhill - Director

Date: 30/04/2024

REPORT OF THE DIRECTORS
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

The directors present their report with the financial statements of the company and the group for the period 1 March 2022 to 27 February 2023.

PRINCIPAL ACTIVITY
The principal activities of the group in the period under review were as follows:

Venari Group Limited - managing company of the Venari Group.

Roubaix Bidco Limited - holding company.

Larsen Road Limited - non-trading.

Oughtred and Harrison Holdings Limited - holding company.

Venari O&H Limited - manufacture of emergency and non-emergency ambulances and rapid response vehicles.

Venari Engineering Limited (formerly known as Venari FVA Limited) - dormant.

North Fire Engineering Limited (formerly known as Venari Engineering Limited) - manufacture of emergency and non-emergency fire engines and rapid response vehicles.

DIVIDENDS
No dividends will be distributed for the period ended 27 February 2023 (2022 - £Nil).

EVENTS SINCE THE END OF THE PERIOD
Information relating to events since the end of the period is given in the notes to the financial statements.

DIRECTORS
The directors who have held office during the period from 1 March 2022 to the date of this report are as follows:

W D B Linton - resigned 5 September 2022
E Eastwood - appointed 5 October 2022
M R Brickhill - appointed 1 January 2023

C Scaife was appointed as a director after 27 February 2023 but prior to the date of this report.

K E Davy, S C Turvey, O J North, J A Houston and E Eastwood ceased to be directors after 27 February 2023 but prior to the date of this report.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The directors acknowledge the importance of effective financial risk management to the success of the group. The primary financial risks faced by the group include market price risk, credit risk, liquidity risk, and cash flow risk. The group's overall risk management strategy is designed to safeguard its financial stability and protect shareholder value.

Market Price Risk:
The group is exposed to market price risk arising from fluctuations in interest rates, foreign exchange rates, and commodity prices. To manage this risk, the group regularly monitors market conditions to ensure the exposure to unfavourable market price fluctuations is limited.

Credit Risk:
Credit risk is the risk that a counterparty will be unable to fulfill its contractual obligations, resulting in financial loss to the group. The group manages credit risk through a comprehensive credit assessment process for customers and suppliers. Credit limits are set based on the assessment of the counterparty's creditworthiness, and ongoing monitoring is performed to ensure compliance.

Liquidity Risk:
Liquidity risk is the risk that the group may encounter difficulty in meeting its short-term financial obligations. The group maintains sufficient liquidity through a combination of cash reserves, committed credit facilities, and ongoing cash flow management. The board regularly reviews and approves the liquidity risk management strategy.

Cash Flow Risk:
Cash flow risk is the risk that the group may face disruptions in its cash flows, impacting its ability to fund operations and meet financial commitments. The group mitigates cash flow risk by maintaining a diversified customer base, managing working capital efficiently, and closely monitoring cash flow forecasts.

DISCLOSURE IN THE STRATEGIC REPORT

The following information is not shown in the Report of the Directors as it is shown in the Group Strategic Report in accordance with S414C(11) of the Companies Act 2006:

- an indication of likely future developments in the business of the company and the group.
- an indication of the activities of the company and group in the field of research and development.
- an indication of events which have occurred since the period end in both the company and the group.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS
The auditors, DJH Mitten Clarke Audit Limited, will be deemed to continue in office under the Companies Act 2006 s.487.

ON BEHALF OF THE BOARD:

Mark Brickhill

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M R Brickhill - Director

Date: 30/04/2024

Opinion
We have audited the financial statements of Venari Group Limited (the 'parent company') and its subsidiaries (the 'group') for the period ended 27 February 2023 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:
- give a true and fair view of the state of the group's and of the parent company affairs as at 27 February 2023 and of the group's loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information
The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:
- the information given in the Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors
As explained more fully in the Statement of Directors' Responsibilities set out on page six, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

As part of designing our audit, we determined materiality and assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements such as making assumptions on significant accounting estimates.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, our planning procedures included gaining an understanding of the entity and its environment including the entity's legal and regulatory framework, any fraud indicators and internal control system via both discussions amongst the engagement team and with the directors. We also evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements including the risk of override of controls.

Based on our understanding of the company and its industry, the key laws and regulations we considered included the UK Companies Act and relevant tax legislation.

Audit procedures performed by the engagement team included but were not limited to:
- Evaluating and testing of the operating effectiveness of management's controls designed to prevent and detect irregularities;
- Discussing with the directors the policies and procedures in place regarding identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
- Reviewing relevant meeting minutes;
- Identifying and testing journal entries;
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing; and
- Reviewing and testing the accounting estimates to minimise potential bias.

The primary responsibility for the prevention and detection of irregularities including fraud rests with both those charged with governance and management. There are inherent limitations in the audit procedures described above and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements the less likely we would become aware of such non-compliance. 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, intentional misrepresentations or collusion.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Karen Borowski (FCA) (Senior Statutory Auditor)
for and on behalf of DJH Mitten Clarke Audit Limited
Chartered Accountants and Statutory Auditors
Bates Mill
Colne Road
Huddersfield
HD1 3AG

Date: 30/04/24

CONSOLIDATED INCOME STATEMENT
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

		Period 1.3.22 to 27.2.23		Year Ended 28.2.22 as restated	
	Notes	£	£	£	£
TURNOVER	3		14,168,696		20,510,311
Cost of sales			14,557,770		18,051,027
GROSS (LOSS)/PROFIT			(389,074)		2,459,284
Exceptional costs	5	854,505		1,446,913	
Administrative expenses		5,971,938		4,782,038	
			6,826,443		6,228,951
OPERATING LOSS	6		(7,215,517)		(3,769,667)
Amounts written off investments	7		1,410,328		-
			(8,625,845)		(3,769,667)
Interest payable and similar expenses	8		439,986		150,734
LOSS BEFORE TAXATION			(9,065,831)		(3,920,401)
Tax on loss	9		29,830		571,180
LOSS FOR THE FINANCIAL PERIOD			(9,095,661)		(4,491,581)
Loss attributable to:					
Owners of the parent			(9,095,661)		(4,491,581)

The notes form part of these financial statements

VENARI GROUP LIMITED (REGISTERED NUMBER: 12154703)

CONSOLIDATED OTHER COMPREHENSIVE INCOME
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

	Notes	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 as restated £
LOSS FOR THE PERIOD		(9,095,661)	(4,491,581)
OTHER COMPREHENSIVE INCOME			
Property revaluation		864,468	-
Income tax relating to other comprehensive income		(173,150)	-
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF INCOME TAX		691,318	-
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD		(8,404,343)	(4,491,581)
Prior year adjustment	Note 11	(1,446,913)	
TOTAL COMPREHENSIVE LOSS SINCE LAST ANNUAL REPORT		(9,851,256)	
Total comprehensive loss attributable to:			
Owners of the parent		(9,851,256)	(4,491,581)

The notes form part of these financial statements

CONSOLIDATED BALANCE SHEET
27 FEBRUARY 2023

		27.2.23		28.2.22 as restated	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	12		-		1,628,702
Tangible assets	13		3,214,886		2,348,329
Investments	14		-		-
			3,214,886		3,977,031
CURRENT ASSETS					
Stocks	15	9,091,099		1,664,540	
Debtors: amounts falling due within one year	16	2,342,136		510,497	
Cash at bank and in hand		873,632		290	
		12,306,867		2,175,327	
CREDITORS					
Amounts falling due within one year	17	24,758,214		4,884,652	
NET CURRENT LIABILITIES			(12,451,347)		(2,709,325)
TOTAL ASSETS LESS CURRENT LIABILITIES			(9,236,461)		1,267,706
CREDITORS					
Amounts falling due after more than one year	18		-		(2,356,400)
PROVISIONS FOR LIABILITIES	22		(366,148)		(109,572)
NET LIABILITIES			(9,602,609)		(1,198,266)
CAPITAL AND RESERVES					
Called up share capital	23		416		416
Share premium	24		2,574,742		2,574,742
Revaluation reserve	24		688,901		-
Retained earnings	24		(12,866,668)		(3,773,424)
SHAREHOLDERS' FUNDS			(9,602,609)		(1,198,266)

The financial statements were approved by the Board of Directors and authorised for issue on 30/04/2024 and were signed on its behalf by:

Mark Brickhill

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M R Brickhill - Director

The notes form part of these financial statements

VENARI GROUP LIMITED (REGISTERED NUMBER: 12154703)

COMPANY BALANCE SHEET
27 FEBRUARY 2023

	Notes	27.2.23 £	27.2.23 £	28.2.22 as restated £	28.2.22 as restated £
FIXED ASSETS					
Intangible assets	12		-		-
Tangible assets	13		2,732,418		120,394
Investments	14		2		325,002
			2,732,420		445,396
CURRENT ASSETS					
Debtors: amounts falling due within one year	16	11,281,727		5,951,595	
Debtors: amounts falling due after more than one year	16	-		2,356,400	
Cash at bank		6,537		34,239	
		11,288,264		8,342,234	
CREDITORS					
Amounts falling due within one year	17	13,249,769		3,644,527	
NET CURRENT (LIABILITIES)/ASSETS			(1,961,505)		4,697,707
TOTAL ASSETS LESS CURRENT LIABILITIES			770,915		5,143,103
CREDITORS					
Amounts falling due after more than one year	18		-		(2,356,400)
PROVISIONS FOR LIABILITIES	22		(238,549)		(19,355)
NET ASSETS			532,366		2,767,348
CAPITAL AND RESERVES					
Called up share capital	23		416		416
Share premium	24		2,574,742		2,574,742
Revaluation reserve	24		575,100		-
Retained earnings	24		(2,617,892)		192,190
SHAREHOLDERS' FUNDS			532,366		2,767,348
Company's (loss)/profit for the financial year			(2,812,499)		187,970

The financial statements were approved by the Board of Directors and authorised for issue on 30/04/2024 and were signed on its behalf by:

Mark Brickhill

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M R Brickhill - Director

The notes form part of these financial statements

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

	Called up share capital £	Retained earnings £	Share premium £	Revaluation reserve £	Total equity £
Balance at 1 March 2021	416	718,157	2,574,742	-	3,293,315
Changes in equity					
Deficit for the year	-	(3,044,668)	-	-	(3,044,668)
Total comprehensive loss	-	(3,044,668)	-	-	(3,044,668)
Balance at 28 February 2022	416	(2,326,511)	2,574,742	-	248,647
Prior year adjustment	-	(1,446,913)	-	-	(1,446,913)
As restated	416	(3,773,424)	2,574,742	-	(1,198,266)
Changes in equity					
Deficit for the period	-	(9,095,661)	-	-	(9,095,661)
Other comprehensive income	-	2,417	-	688,901	691,318
Total comprehensive loss	-	(9,093,244)	-	688,901	(8,404,343)
Balance at 27 February 2023	416	(12,866,668)	2,574,742	688,901	(9,602,609)

The notes form part of these financial statements

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

	Called up share capital £	Retained earnings £	Share premium £	Revaluation reserve £	Total equity £
Balance at 1 March 2021	416	4,220	2,574,742	-	2,579,378
Changes in equity					
Profit for the year	-	187,970	-	-	187,970
Total comprehensive income	-	187,970	-	-	187,970
Balance at 28 February 2022	416	192,190	2,574,742	-	2,767,348
Changes in equity					
Deficit for the period	-	(2,812,499)	-	-	(2,812,499)
Other comprehensive income	-	2,417	-	575,100	577,517
Total comprehensive loss	-	(2,810,082)	-	575,100	(2,234,982)
Balance at 27 February 2023	416	(2,617,892)	2,574,742	575,100	532,366

CONSOLIDATED CASH FLOW STATEMENT
FOR THE PERIOD 1 MARCH 2022 TO 27 FEBRUARY 2023

	Notes	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 as restated £
Cash flows from operating activities			
Cash generated from operations	30	(6,507,673)	(2,171,603)
Interest paid		(19,261)	(134)
Net cash from operating activities		(6,526,934)	(2,171,737)
Cash flows from investing activities			
Purchase of tangible fixed assets		(385,322)	(270,479)
Sale of tangible fixed assets		78,417	-
Net cash from investing activities		(306,905)	(270,479)
Cash flows from financing activities			
New loans in year		8,510,939	2,400,000
Loan repayments in year		(505,000)	(605,000)
Capital repayments in year		-	(1,382)
Interest paid		(25,435)	(185,079)
Net cash from financing activities		7,980,504	1,608,539
Increase/(decrease) in cash and cash equivalents		1,146,665	(833,677)
Cash and cash equivalents at beginning of period	31	(273,033)	560,644
Cash and cash equivalents at end of period	31	873,632	(273,033)

The notes form part of these financial statements

1. STATEMENT OF COMPLIANCE

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements
The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

These financial statements report the results for the period from 01 March 2022 to 27 February 2023. The comparative period relates to the 12 month period from 01 March 2021 to 28 February 2022.

Going concern basis of preparation
The financial statements have been prepared on a going concern basis which the directors consider to be appropriate.

The external bank loan, with a balance of £323,750 at the period end, has associated covenants. However, prior to the period end, it was agreed that the bank loan would be fully redeemed on 3 March 2023 and therefore has been classified as due in less than one year.

The other loans it had outstanding were provided by the then ultimate parent company, Portus Felix Limited. All of these loans, together with any accrued interest, have been subsequently waived since the balance sheet date.

The directors have prepared forecasts for a period of 12 months from the date of approval of these financial statements. The forecasts prepared for the group include a number of assumptions, in relation to performance, such as a healthy order book and cash reserves. Portus Felix Limited, a minority shareholder, has made available a £3.5m loan that is non-amortising and has a five year term and is not repayable until March 2029.

Post period end, the group has no external loans and does not factor its debtors.

Consequently, the group's directors are confident that the group will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Basis of consolidation
The Consolidated Statement of Comprehensive Income, Consolidated Balance Sheet, Consolidated Statement of Changes in Equity and Consolidated Cash Flow Statement include the financial statements of the company and all of its subsidiary undertakings made up to 27 February 2023. The results of subsidiaries sold or acquired are included in the Consolidated Statement of Comprehensive Income up to, or from, the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

2. **ACCOUNTING POLICIES - continued**

Significant judgements in applying the entity's accounting policies

Decision to impair previously capitalised development costs

As described in note 5 the directors have decided to write off previously incurred development costs of £2.3m in relation to a mothballed project to develop a 3.5 tonne Double Crewed Ambulance (DCA). The decision was taken on the basis that it became clear that the project would not become commercially viable.

Property classification

The directors have determined that the owned property at Larsen Road, Goole, should be no longer be categorised as an investment property following its transfer to Venari Group Limited. The decision was taken on the basis that the property is now owner-occupied and it would therefore be more appropriate to be classified as freehold property.

Valuation of fixed asset investments and goodwill

The directors have decided that the valuations of the investments in Oughtred & Harrison (Holdings) Limited and Roubaix Bidco Limited as well as the goodwill arising on consolidation need to be written down. The decision has been taken by assessing the future trading forecasts and balance sheets of the subsidiaries, including the main trading company of the group, Venari O&H Limited, which is a subsidiary of Oughtred & Harrison (Holdings) Limited.

Classification of bank loans

As described in note 19, the directors have judged that the bank loans should be classified as due in less than one year as it was agreed pre period end to fully redeem the loan on 3 March 2023.

Key accounting estimates and assumptions

Accounting estimates, by definition, will often vary from the actual results. They 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. The nature of the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below. The carrying amount of the estimates and assumptions at the period end are disclosed in the relevant note to the accounts.

Stock provision

When calculating the stock provision, management considers the nature and condition of the stock including whether the stock is slow moving or obsolete, as well as applying assumptions around anticipated future sales.

Warranty provision

The group accrues for the estimated cost of the warranty upon recognition of the sale. Costs are estimated based on a percentage of the conversion sales from a historical review of the costs incurred. Actual warranty costs are charged against the provision for warranty.

Impairment of debtors

The group makes an estimate of the recoverable value of trade and other debtors. When assessing impairment, management considers factors including the ageing profile and recent correspondence with the debtors and historical experience.

Impairment of fixed asset investments in group undertakings

The company tests investments for impairment if there are indications that they might be impaired. Investments are tested for impairment by comparing the carrying amount with the recoverable amount based on expected cash flows.

Useful economic lives of intangible and tangible assets

2. **ACCOUNTING POLICIES - continued**

The annual amortisation or depreciation charge for intangible and tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets, which are re-assessed 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.

Valuation of fixed assets

The group and company's freehold property is included in the Consolidated Balance Sheet and Balance Sheet at valuation. The directors base the valuation of the property on periodic professional valuations prepared on a market value basis.

Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts. Revenue for vehicle sales is recognised when the significant risks and rewards of ownership of the goods have transferred to the buyer.

Revenue for services rendered is recognised based on the entitlement to turnover in line with the service being provided.

Goodwill

Goodwill, being the amount paid in connection with the acquisition of a business in August 2019, is being amortised evenly over its estimated useful life of ten years. At the period end the remaining value of goodwill has been written off in full. The amortisation cost is recognised in administrative expenses within the Consolidated Statement of Comprehensive Income.

Intangible assets

Development expenditure is written off to the profit and loss account in the period in which it is incurred unless the directors are satisfied as to the technical, commercial and financial viability of individual projects and can assess the outcome of the project with reasonable certainty. In this situation, the expenditure is capitalised and amortised over the period during which the company is expected to benefit.

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less accumulated depreciation and accumulated impairment losses. Cost incudes the original purchase price and any costs directly attributable to bringing the asset to its working condition for its intended use. Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Leases in which the company assumes substantially all the risks and rewards of the ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

2. **ACCOUNTING POLICIES - continued**

Depreciation is charged to the profit and loss account over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Depreciation is provided at the following annual rates:

Freehold land	Nil
Freehold buildings	50 years straight line
Fixtures and fittings	*3 -5 years straight line*
Motor vehicles	25% reducing balance

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Stocks are valued using the first-in, first-out (FIFO) method and cost includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of absorbed labour.

Financial instruments

The company has chosen to adopt Section 11 of FRS 102 in respect of financial instruments.

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Taxation

Taxation for the period comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. ACCOUNTING POLICIES - continued

Foreign currencies
Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Operating lease
Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Finance lease
Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant period rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Pension costs and other post-retirement benefits
The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

Investments in subsidiaries
Investments in subsidiary undertakings are recognised at cost less any provision for impairment.

Provisions
A provision is recognised in the balance sheet when the group has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the group enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the group treats the guarantee contract as a contingent liability until such time as it becomes probable that the group will be required to make a payment under the guarantee.

Cash and cash equivalents
Cash and cash equivalents includes cash at bank and in hand and overdraft balances, as well as any short-term, highly liquid investments that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

Termination benefits
Termination benefits are recognised when the company has committed to providing them to employees. They are measured at the best estimate required to settle the obligation at the reporting date.

General information
The company is a private company limited by shares and is incorporated in England and Wales. The address of its registered office is 5 Larsen Road, Goole, East Yorkshire, DN14 6XG. The company's registered number is 12154703.

3. TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the group.

An analysis of turnover by class of business is given below:

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22
	£	£
Sale of goods	12,968,454	19,840,397
Rendering of services	1,200,242	669,914
	14,168,696	20,510,311

An analysis of turnover by geographical market is given below:

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22
	£	£
United Kingdom	10.142,593	20,510,311
Europe	4,026,103	-
	14,168,696	20,510,311

4. EMPLOYEES AND DIRECTORS

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22
	£	£
Wages and salaries	5,021,048	3,959,558
Social security costs	528,798	411,399
Other pension costs	115,251	210,262
	5,665,097	4,581,219

4. **EMPLOYEES AND DIRECTORS - continued**

The average number of employees during the period was as follows:

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22
Management	12	11
Administration and sales	50	39
Operatives	81	65
	143	115

	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 £
Directors' remuneration	429,778	494,846
Directors' pension contributions to money purchase schemes	25,666	134,366
Compensation to director for loss of office	52,500	-

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	4	3

Information regarding the highest paid director is as follows:

	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 £
Emoluments etc	151,777	273,737
Pension contributions to money purchase schemes	1,295	1,320

5. EXCEPTIONAL ITEMS

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22 as restated
	£	£
Exceptional items	(854,505)	(1,446,913)

Costs included in exceptional items relate to a development project which is no longer deemed commercially viable and therefore capitalised costs and related stocks have been fully impaired. £536,488 (2022 - £Nil) relates to development costs incurred in the period. £318,017 (2022 - £Nil) relates to raw materials which are not recoverable and have therefore been impaired to nil value. The prior year costs of £1,446,913 relate to previously capitalised development costs which have been written off as a prior year adjustment.

6. OPERATING LOSS

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

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22
	£	£
Depreciation - owned assets	242,894	231,509
Depreciation - assets on hire purchase contracts or finance leases	-	5,652
Loss on disposal of fixed assets	7,781	-
Goodwill amortisation	218,374	218,374
Auditors' remuneration	51,285	21,250
Additional audit fees in respect of prior periods	35,750	72,658
Auditors' remuneration for non audit work	54,715	22,263
Bad debt expense	(6,785)	(24,930)
Operating leases	451,546	439,379
Tangible fixed asset impairment	52,916	-

7. AMOUNTS WRITTEN OFF INVESTMENTS

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22
	£	£
Goodwill impairment	1,410,328	-

8. INTEREST PAYABLE AND SIMILAR EXPENSES

	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 £
Bank loan interest	25,891	24,751
Other interest	19,261	134
Interest on group loans	394,834	125,849
	439,986	150,734

9. TAXATION

Analysis of the tax charge
The tax charge on the loss for the period was as follows:

	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 £
Deferred tax	29,830	571,180
Tax on loss	29,830	571,180

Reconciliation of total tax charge included in profit and loss
The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 1.3.22 to 27.2.23 £	Year Ended 28.2.22 as restated £
Loss before tax	(9,065,831)	(3,920,401)
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2022 - 19%)	(1,722,508)	(744,876)
Effects of:		
Expenses not deductible for tax purposes	338,409	336,538
Tax rate differences	14,609	(5,790)
Deferred tax movement on unprovided losses	1,399,320	985,308
Total tax charge	29,830	571,180

9. **TAXATION - continued**

Tax effects relating to effects of other comprehensive income

	1.3.22 to 27.2.23		
	Gross	Tax	Net
	£	£	£
Property revaluation	864,468	(173,150)	691,318

The group only recognises deferred tax assets on losses where it is probable that they will be utilised in the short-term. A deferred tax asset of £3.8m (2022 - £1.9m (as restated)) has not been recognised on losses of approximately £15.2m (2022 - £7.5m (as restated)) which are available to carry forward against future trading profits.

Finance Act 2021 provides that from 1 April 2023, the main rate of Corporation Tax will increase to 25%. The deferred tax has been calculated on this basis.

10. **INDIVIDUAL INCOME STATEMENT**

As permitted by Section 408 of the Companies Act 2006, the Statement of Comprehensive Income of the parent company is not presented as part of these financial statements.

11. **PRIOR YEAR ADJUSTMENT**

A prior year adjustment of £1,446,913 has been made in respect of exceptional costs detailed in note 5. Management have determined that the information regarding this decision would have been available to the previous management team prior to finalisation and submission of the prior year financial statements, therefore a prior year adjustment has been made.

A prior year adjustment of £102,654 has also been made to reclassify warranty provisions as an other provision as opposed to a creditor due in less than one year, as it is felt this more accurately represents the liability.

12. **INTANGIBLE FIXED ASSETS**

Group

	Goodwill
	£
COST	
At 1 March 2022	
and 27 February 2023	2,183,736
AMORTISATION	
At 1 March 2022	555,034
Amortisation for period	218,374
Impairment in the period	1,410,328
At 27 February 2023	2,183,736
NET BOOK VALUE	
At 27 February 2023	-
At 28 February 2022	1,628,702

13. TANGIBLE FIXED ASSETS

Group

	Freehold property £	Fixtures and fittings £	Motor vehicles £	Totals £
COST OR VALUATION				
At 1 March 2022	1,925,000	2,589,850	389,279	4,904,129
Additions	-	295,474	88,623	384,097
Disposals	-	(299,882)	(365,935)	(665,817)
Revaluations	725,000	-	-	725,000
At 27 February 2023	2,650,000	2,585,442	111,967	5,347,409
DEPRECIATION				
At 1 March 2022	107,128	2,170,122	278,550	2,555,800
Charge for period	41,173	187,837	13,884	242,894
Eliminated on disposal	-	(299,882)	(279,737)	(579,619)
Revaluation adjustments	(139,468)	-	-	(139,468)
Impairments	-	52,916	-	52,916
At 27 February 2023	8,833	2,110,993	12,697	2,132,523
NET BOOK VALUE				
At 27 February 2023	2,641,167	474,449	99,270	3,214,886
At 28 February 2022	1,817,872	419,728	110,729	2,348,329

If the freehold land and buildings had not been revalued they would have been included at the following historical cost:

	27.2.23 £
Cost	1,925,000
Aggregate depreciation	145,937

13. TANGIBLE FIXED ASSETS - continued

Company

	Freehold property £	Fixtures and fittings £	Totals £
COST OR VALUATION			
At 1 March 2022	-	189,047	189,047
Additions	1,925,000	29,657	1,954,657
Revaluations	725,000	-	725,000
At 27 February 2023	2,650,000	218,704	2,868,704
DEPRECIATION			
At 1 March 2022	-	68,653	68,653
Charge for period	34,500	58,800	93,300
Revaluation adjustments	(25,667)	-	(25,667)
At 27 February 2023	8,833	127,453	136,286
NET BOOK VALUE			
At 27 February 2023	2,641,167	91,251	2,732,418
At 28 February 2022	-	120,394	120,394

If the freehold land and buildings had not been revalued they would have been included at the following historical cost:

	27.2.23 £
Cost	1,925,000
Aggregate depreciation	32,340

Freehold land and buildings were valued on a market value basis at £2,650,000 in January 2023 by an external, independent valuer, Eddisons, being RICS qualified with appropriate experience and expertise in the class of property being valued.

14. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At 1 March 2022	325,002
Additions	2,748,000
Impairment in the period	(3,073,000)
At 27 February 2023	2
NET BOOK VALUE	
At 27 February 2023	2
At 28 February 2022	325,002

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

Subsidiaries

Roubaix Bidco Limited
Registered office: 5 Larsen Road, Goole, East Yorkshire, DN14 6XG
Nature of business: Holding company

Class of shares:	% holding
Ordinary 'A'	100.00
Ordinary 'B'	100.00

Roubaix Bidco Limited (company number 10257399) has taken advantage of the exemption from audit under section 479A of the Companies Act 2006.

Larsen Road Limited
Registered office: 5 Larsen Road, Goole, East Yorkshire, DN14 6XG
Nature of business: Non-trading

Class of shares:	% holding
Ordinary	100.00

Larsen Road Limited (company number 06702717) has taken advantage of the exemption from audit under section 479A of the Companies Act 2006.

Oughtred and Harrison Holdings Limited
Registered office: 5 Larsen Road, Goole, East Yorkshire, DN14 6XG
Nature of business: Holding company

Class of shares:	% holding
Ordinary	100.00
Ordinary 'A'	100.00

Oughtred and Harrison Holdings Limited (company number 04606422) has taken advantage of the exemption from audit under section 479A of the Companies Act 2006.

14. FIXED ASSET INVESTMENTS - continued

Venari O&H Limited
Registered office: 5 Larsen Road, Goole, East Yorkshire, DN14 6XG
Nature of business: Vehicle conversion and modification

Class of shares:	% holding
Ordinary	100.00

North Fire Engineering Limited
Registered office: Belvoir House, Caldene Business Park, Burnley Road, Mytholmroyd, England, HX7 5QJ
Nature of business: Vehicle conversion and modification

Class of shares:	% holding
Ordinary	100.00

North Fire Engineering Limited (company number 12357902) has taken advantage of the exemption from audit under section 479A of the Companies Act 2006.

Venari Engineering Limited
Registered office: 5 Larsen Road, Goole, East Yorkshire, DN14 6XG
Nature of business: Dormant

Class of shares:	% holding
Ordinary	100.00

All the subsidiaries except Larsen Road Limited and Venari O&H Limited are held directly by the company.

15. STOCKS

	Group 27.2.23 £	Group 28.2.22 £
Raw materials	5,903,371	748,135
Work-in-progress	3,187,728	916,405
	9,091,099	1,664,540

Raw materials, consumables, changes in finished goods and work in progress and provisions for impairment are recognised as cost of sales. The write-down of stocks to net realisable value amounted to £210,961 (2022 - £309,679).

Raw materials are stated after provisions for impairment of £778,107 (2022 - £131,895).

16. DEBTORS

	Group		Company	
	27.2.23	28.2.22	27.2.23	28.2.22
	£	£	£	£
Amounts falling due within one year:				
Trade debtors	1,221,397	233,202	-	-
Amounts owed by group undertakings	-	-	946,199	3,366,711
Other debtors	657,789	93,051	18,732	640
Other loans to group undertakings	-	-	10,056,400	2,400,000
Prepayments and accrued income	462,950	184,244	260,396	184,244
	2,342,136	510,497	11,281,727	5,951,595
Amounts falling due after more than one year:				
Other loans to group undertakings	-	-	-	2,356,400
	-	-	-	2,356,400
Aggregate amounts	2,342,136	510,497	11,281,727	8,307,995

Trade debtors are stated after provisions for impairment of £6,340 (2022 - £71,127).

17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	27.2.23	28.2.22 as restated	27.2.23	28.2.22
	£	£	£	£
Bank loans and overdrafts (see note 19)	323,750	702,073	-	-
Other loans (see note 19)	12,867,339	2,400,000	10,056,400	2,400,000
Payments on account	3,523,485	520,346	-	-
Trade creditors	4,113,227	419,257	293,609	87,702
Amounts owed to group undertakings	-	-	1,991,152	664,005
Social security and other taxes	158,957	257,897	-	-
Other creditors	773,612	16,221	-	-
Accruals and deferred income	2,997,844	568,858	908,608	492,820
	24,758,214	4,884,652	13,249,769	3,644,527

18. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	27.2.23	28.2.22	27.2.23	28.2.22
	£	£	£	£
Other loans (see note 19)	-	2,356,400	-	2,356,400

19. LOANS

An analysis of the maturity of loans is given below:

	Group		Company	
	27.2.23	28.2.22	27.2.23	28.2.22
	£	£	£	£
Amounts falling due within one year or on demand:				
Bank overdrafts	-	273,323	-	-
Bank loans	323,750	428,750	-	-
Other loans from group undertakings	12,867,339	2,400,000	10,056,400	2,400,000
	13,191,089	3,102,073	10,056,400	2,400,000
Amounts falling due between two and five years:				
Other loans from group undertakings	-	2,356,400	-	2,356,400
	-	2,356,400	-	2,356,400

Covenants attached to the bank loans were breached during the 2023 financial period and no formal waiver was obtained. Prior to the period end it was agreed that the bank loan would be fully redeemed on 3 March 2023, as such the loans have been presented as due in less than one year.

Loan agreements relating to the other loans from group undertakings were not entered into until post period end. Therefore the loans have been classified as repayable on demand and are classified as due in less than one year.

20. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Non-cancellable operating leases	
	27.2.23	28.2.22
	£	£
Within one year	479,086	391,720
Between one and five years	3,515,702	46,693
	3,994,788	438,413

Company

	Non-cancellable operating leases	
	27.2.23	28.2.22
	£	£
Within one year	376,656	301,325
Between one and five years	3,398,157	-
	3,774,813	301,325

20. **LEASING AGREEMENTS - continued**

The below relates to minimum lease income due under operating leases as a lessor:

	Non-cancellable operating leases	
	28.2.23	28.2.22
	£	£
Within one year	84,750	-
	84,750	-

The lease is in respect of use of the property held by the company by its trading subsidiary, Venari O&H Limited. The carrying amount of assets held by the company as a lessor for use in operating leases is £2,641,167, which includes £8,833 of accumulated depreciation.

21. **SECURED DEBTS**

The following secured debts are included within creditors:

	Group	
	27.2.23	28.2.22
	£	£
Bank loans	323,750	428,750

The bank loan is secured by a fixed and floating charge over all of the assets of the group, which amounted to £15,521,753 (2022 - £6,152,358 (as restated)), including tangible fixed assets with net book values totalling £3,214,886 (2022 - £2,348,329).

22. **PROVISIONS FOR LIABILITIES**

	Group		Company	
	27.2.23	28.2.22 as restated	27.2.23	28.2.22
	£	£	£	£
Deferred tax				
Accelerated capital allowances	64,589	14,042	65,399	19,355
Other timing differences	(27,841)	(7,124)	-	-
Property revaluation	173,150	-	173,150	-
	209,898	6,918	238,549	19,355
Other provisions	156,250	102,654	-	-
Aggregate amounts	366,148	109,572	238,549	19,355

22. PROVISIONS FOR LIABILITIES - continued

Group

	Deferred tax £	Other provisions £
Balance at 1 March 2022	6,918	102,654
Provided during period	-	159,710
Charge/(credit) to Income Statement during period	29,830	(52,857)
Unused amounts reversed during period	-	(53,257)
Property revaluation	173,150	-
Balance at 27 February 2023	209,898	156,250

Company

	Deferred tax £
Balance at 1 March 2022	19,355
Charge to Statement of Comprehensive Income during period	15,001
Transferred from subsidiary	31,043
Property revaluation	173,150
Balance at 27 February 2023	238,549

The net reversal of deferred tax expected to occur for the 2024 period is £15,400 debit (2023 - £59,300 debit) for the group and £12,848 debit (2023 - £9,205 debit) for the company.

Other provisions relate to an estimate of potential future warranty expenditure based on the profile of historical warranty costs. The length of warranties ranges from between 3 and 5 years.

23. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	27.2.23 £	28.2.22 £
2,584,999	A Ordinary shares	£0.0001	259	259
1,572,873	B Ordinary shares	£0.0001	157	157
1	C Ordinary shares	£0.0001	-	-
			416	416

There are three classes of ordinary shares. A Ordinary and B Ordinary shares rank pari passu in respect of dividend and voting rights. C Ordinary shares carry no entitlement to dividends or voting rights. On a return of capital on liquidation or capital reduction or otherwise, the surplus assets of the company shall be applied in the following order:
C Ordinary shares - £5,150,000
A Ordinary and B Ordinary shares - £1,000,000 for each share held
C Ordinary shares - any remaining balance.

24. RESERVES

Group

	Retained earnings £	Share premium £	Revaluation reserve £	Totals £
At 1 March 2022	(2,326,511)	2,574,742	-	248,231
Prior year adjustment	(1,446,913)	-	-	(1,446,913)
	(3,773,424)	2,574,742	-	(1,198,682)
Deficit for the period	(9,095,661)	-	-	(9,095,661)
Revaluation reserve transfer	2,417	-	(2,417)	-
Deferred tax movement	-	-	(173,150)	(173,150)
Freehold property revaluation	-	-	864,468	864,468
At 27 February 2023	(12,866,668)	2,574,742	688,901	(9,603,025)

Company

	Retained earnings £	Share premium £	Revaluation reserve £	Totals £
At 1 March 2022	192,190	2,574,742	-	2,766,932
Deficit for the period	(2,812,499)	-	-	(2,812,499)
Revaluation reserve transfer	2,417	-	(2,417)	-
Deferred tax movement	-	-	(173,150)	(173,150)
Freehold property revaluation	-	-	750,667	750,667
At 27 February 2023	(2,617,892)	2,574,742	575,100	531,950

Retained earnings - includes all current and prior period retained profits and losses.

Share premium - arose due to the premium paid on the shares acquired above the par value of the shares.

Revaluation reserve - arose on the revaluation of freehold property which occurred during the period. Amounts representing the excess above the depreciation that would have been charged if no revaluation had occurred are transferred to retained earnings each period.

25. PENSION COMMITMENTS

Included in creditors are pension costs of £11,899 (2022 - £8,848) which remain outstanding at the period end.

26. ULTIMATE PARENT COMPANY

At the period end Portus Felix Limited, a company incorporated in Great Britain, is regarded by the directors as being the company's ultimate parent company.

Portus Felix Limited prepares consolidated financial statements and copies can be obtained from Companies House. The address of the parent's registered office is First Floor Office Suite, Mill B Colne Road Buildings, Colne Road, Huddersfield, HD1 3AG.

27. CONTINGENT LIABILITIES

The company has provided a guarantee against a mortgage for Venari O&H Limited, a subsidiary company. A fixed and floating charge over all of the assets of the company has been given as security. The total amount outstanding at the period end amounted to £323,750 (2022 - £428,750).

28. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Transactions between group entities which have been eliminated on consolidation are not disclosed within the financial statements.

Entities with control, joint control or significant influence over the entity

	27.2.23	28.2.22
	£	£
Purchases recharged from group companies	-	9,000
Loans received from group companies	8,510,939	2,400,000
Loan interest	394,834	125,849
Loans repaid to group companies	400,000	500,000
Amount due to related party	13,387,773	4,756,400

Key management personnel of the entity or its parent (in the aggregate)

	27.2.23	28.2.22
	£	£
Amount due to related party	30,000	12,000

During the period, a total of key management personnel compensation of £613,998 (2022 - £692,675) was paid.

Other related parties

	27.2.23	28.2.22
	£	£
Payments to and on behalf of related party	139,228	72,858
Amount due from related party	45,000	45,000
Amount due to related party	1,310	-

The group also has an operating lease agreement on behalf of other related parties. The total commitment at the period end is £13,233.

Other related parties relate to companies which are significantly influenced by members or close family members of key management personnel.

29. POST BALANCE SHEET EVENTS

On 15th February 2024 the Group completed a debt restructuring to re-capitalise the business. Portus Felix Limited, the former Ultimate Parent Company, agreed to waive loans to Venari Group and O&H Limited totalling £24,132,424 of which £13,387,773 is outstanding at the period end. In addition certain members of the management team subscribed for new shares in Venari Group Limited, to the extent that Portus Felix Limited is no longer considered to be the Ultimate Parent Company of Venari Group.

On the 19th December 2023, the company disposed of it's direct subsidiary, North Fire Engineering Limited (formerly known as Venari Engineering Limited).

A legal claim for consultancy fees was lodged against the company during the previous financial year. Following the period end, additional costs of £86,382 are payable by the company in order to settle the claim.

30. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	Period 1.3.22 to 27.2.23	Year Ended 28.2.22 as restated
	£	£
Loss before taxation	(9,065,831)	(3,920,401)
Depreciation charges	242,894	237,161
Loss on disposal of fixed assets	7,781	-
Amortisation charges	218,374	218,374
Impairment of tangible fixed assets	52,916	-
Impairment of intangible fixed assets	-	374,240
Impairment of goodwill	1,410,328	-
Movement on other provisions	53,596	-
Finance costs	439,986	150,734
	(6,639,956)	(2,939,892)
(Increase)/decrease in stocks	(7,426,559)	3,865,138
(Increase)/decrease in trade and other debtors	(1,831,639)	9,803,808
Increase/(decrease) in trade and other creditors	9,390,481	(12,900,657)
Cash generated from operations	(6,507,673)	(2,171,603)

31. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Period ended 27 February 2023

	27.2.23	1.3.22
	£	£
Cash and cash equivalents	873,632	290
Bank overdrafts	-	(273,323)
	873,632	(273,033)

Year ended 28 February 2022

	28.2.22	1.3.21
	£	£
Cash and cash equivalents	290	560,644
Bank overdrafts	(273,323)	-
	(273,033)	560,644

32. ANALYSIS OF CHANGES IN NET DEBT

	At 1.3.22	Cash flow	Other non-cash changes	At 27.2.23
	£	£	£	£
Net cash				
Cash at bank and in hand	290	873,342		873,632
Bank overdrafts	(273,323)	273,323		-
	(273,033)	1,146,665		873,632
Debt				
Debts falling due within 1 year	(2,828,750)	(8,005,939)	(2,356,400)	(13,191,089)
Debts falling due after 1 year	(2,356,400)	-	2,356,400	-
	(5,185,150)	(8,005,939)	-	(13,191,089)
Total	(5,458,183)	(6,859,274)	-	(12,317,457)

33. MAJOR NON-CASH TRANSACTIONS

Non-cash changes relates to an adjustment to the ageing of other loans included in the company at the period end.