

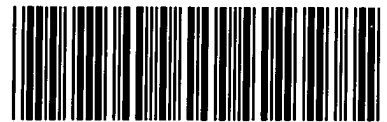
Registered number
5165202

HTSL Group Limited
(formerly James Fisher Nuclear Holdings Limited)

Annual Report and Financial Statements

for the year end
31 December 2022

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HTSL Group Limited

Strategic Report

The directors present their report and financial statements for the year ended 31 December 2022.

Principal activities

The principal activity of the company is that of a group holding company.

Results for the year

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements on pages 8 to 17. The loss for the year after taxation was (£15,060,849) (2021 loss: (£2,022,899)).

Key performance indicators

The directors have considered the issue of key performance indicators (KPI's) as a measure of performance and have concluded that profit before taxation is the most appropriate measure.

Risks and uncertainties

The main risk facing the company is in the value of the company's investment in its major subsidiary undertakings, and provided that these companies continue to be successful then the value of its investment will be sustained.

Going concern

The directors are of the opinion that the company has sufficient financial resources to continue trading for at least 12 months from the date of this report.

Section 172 disclosure


Section 172 of the Companies Act 2006 requires a Director of a company to act in the way he or she considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole. In doing this, Section 172 requires a Director to have regard, among other matters to:

- the likely consequences of any decision in the long term; the interests of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and the environment;
- the desirability of the company maintaining a reputation for high standards of business conduct;
- and the need to act fairly with members of the company.

The Directors give careful consideration to the factors set out above in discharging their duties under section 172. The stakeholders we consider in this regard are the people who work for us, buy from us, supply to us, own us, regulate us and live in the societies we serve and the planet we inhabit. The Board recognises that building strong relationships with our stakeholders will help us deliver our strategy in line with our long term values, and operate the business in a sustainable way. The board is committed to effective engagement with all of its stakeholders.

The Board of HTSL Holdings Limited, hold regular meetings and receive reports from management on issues concerning customers, suppliers, employees, regulators and investors, which it takes into account in its discussions and its decision-making process under section 172. In addition to this, the Board seeks to understand the interests and views of the Group's stakeholders by engaging with them directly.

This report was approved by


Ben Read (Feb 6, 2024 15:50 GMT).....
B Read
Director

06/02/2024
Date:.....

HTSL Group Limited**Registered number:**

5165202

Directors' Report**Directors**

The following persons served as directors during the year:

E O'Lionard (resigned 31 October 2022)
J Marsh (resigned 1 September 2022)
P G Greenhalgh (resigned 9 August 2023)
P A Speirs (appointed 1 August 2022, resigned 31 December 2022)
D Bean (appointed 1 August 2022, resigned 9 August 2023)
T Albutt (appointed 3 March 2023, resigned 9 August 2023)
B D Read (appointed 3 March 2023)
W4S Directors Limited (appointed 3 March 2023)

Secretary

Cossey Cossec Services Limited (appointed 3 March 2023)

Auditors

Saffery LLP
Mitre House
North Park Road
Harrogate
North Yorkshire
HG1 5RX

Registered office

4th Floor
24 Old Bond Street
London
W1S 4AW

Statement of Compliance

To comply with the Companies Act 2006, the Company has detailed in the Strategic report, a review of the development and performance of the business during the year including key financial performance indicators, and a description of the principal risks and uncertainties facing the Company.

Political contributions

The company made no political contributions in the year (2021: £nil).

HTSL Group Limited**Registered number:**

5165202

Directors' Report**Post balance sheet event**

Following the year end HTSL Group Limited and its trading subsidiary High Technology Sources Limited was sold and acquired by HTSL Holdings Limited in March 2023. Following the transaction the Group has continued to trade profitably.

Subsequent to the year end, the Company received a dividend from High Technology Sources Limited, of £1,259,475, in November 2023. The dividend was then utilised by the Company to settle a loan balance owed to High Technology Sources Limited.

The directors and new owners expect the Company and the Group to continue to trade profitably for the remainder of the current financial year, with a strategic plan for targeted growth and acquisition opportunities in the year ahead, supported by the new ownership structure.

Dividends

The dividends paid during the year amounted to £nil (2021: £nil).


Disclosure of information to the auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' Indemnity

The directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

By order of the Board


Ben Read (Feb 6, 2024 15:50 GMT).....

B Read

Date 06/02/2024.....

HTSL Group Limited**Registered number:****5165202****Directors' Report****Directors' responsibilities**

The directors are responsible for preparing the report and 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 (Financial Reporting Standard 101 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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.

HTSL Group Limited
Independent auditor's report
to the members of HTSL Group Limited

Opinion

We have audited the financial statements of HTSL Group Limited for the year ended 31 December 2022 which comprise the Profit and loss account, and other comprehensive income, balance sheet, statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosed Framework'.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS101; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis of opinion

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

Conclusions relating to going concern

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

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 course of 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

HTSL Group Limited
Independent auditor's report
to the members of HTSL Group Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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

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

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Identifying and assessing risks related to irregularities:

We assessed the susceptibility of the company's financial statements to material misstatement and how fraud might occur, including through discussions with the directors, discussions within our audit team planning meeting, updating our record of internal controls and ensuring these controls operated as intended. We evaluated possible incentives and opportunities for fraudulent manipulation of the financial statements. We identified laws and regulations that are of significance in the context of the company by discussions with directors and updating our understanding of the sector in which the company operates.

Laws and regulations of direct significance in the context of the company include The Companies Act 2006, and UK Tax legislation.

Audit response to risks identified:

We considered the extent of compliance with these laws and regulations as part of our audit procedures on the related financial statement items including a review of financial statement disclosures. We reviewed the company's records of breaches of laws and regulations, minutes of meetings and correspondence with relevant authorities to identify potential material misstatements arising. We discussed the company's policies and procedures for compliance with laws and regulations with members of management responsible for compliance,

HTSL Group Limited
Independent auditor's report
to the members of HTSL Group Limited

During the planning meeting with the audit team, the engagement partner drew attention to the key areas which might involve non-compliance with laws and regulations or fraud. We enquired of management whether they were aware of any instances of non-compliance with laws and regulations or knowledge of any actual, suspected or alleged fraud. We addressed the risk of fraud through management override of controls by testing the appropriateness of journal entries and identifying any significant transactions that were unusual or outside the normal course of business. We assessed whether judgements made in making accounting estimates gave rise to a possible indication of management bias. At the completion stage of the audit, the engagement partner's review included ensuring that the team had approached their work with appropriate professional scepticism and thus the capacity to identify non-compliance with laws and regulations and fraud.

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 it. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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



Jonathan Davis
(Senior Statutory Auditor)
for and on behalf of
Saffery LLP
Accountants and Statutory Auditors

Mitre House
North Park Road
Harrogate
North Yorkshire

8/2/24

HTSL Group Limited
Profit and Loss Account and Other Comprehensive Income
for the year ended 31 December 2022

	Notes	2022 £	2021 £
Administrative expenses	3	(3,500)	(2,527)
Operating loss		<u>(3,500)</u>	<u>(2,527)</u>
Other Losses	5	(15,042,004)	(2,063,429)
Interest receivable	6	50,795	109,992
Interest payable	7	(70,560)	(57,428)
Loss on ordinary activities before taxation		<u>(15,065,269)</u>	<u>(2,013,392)</u>
Tax on loss on ordinary activities	8	4,420	(9,507)
Loss for the financial year		<u><u>(15,060,849)</u></u>	<u><u>(2,022,899)</u></u>

The results for the period are derived from continuing operations. The accompanying notes on pages 11 to 17 form part of these financial statements.


There was no other comprehensive income for the period other than the loss for the financial year (2021: £nil)

HTSL Group Limited
Balance Sheet
as at 31 December 2022

	Notes	2022 £	2021 £
Fixed assets			
Investments	9	2,491,248	16,662,585
Current assets			
Debtors	10	-	5,801,586
Creditors: amounts falling due within one year	11	(1,359,278)	(12,147)
Net current assets		(1,359,278)	5,789,439
Total assets less current liabilities		1,131,970	22,452,024
Creditors: amounts falling due after more than one year	12	-	(6,259,206)
Net assets		1,131,970	16,192,818
Capital and reserves			
Called up share capital	13	1,001	1,001
Share premium	14	19,999,999	19,999,999
Profit and loss account	15	(18,869,030)	(3,808,182)
Total equity		1,131,970	16,192,818

The accompanying notes on pages 11 to 17 form part of these financial statements.

These financial statements were approved by the board on 6/2/24 and signed on the Board's behalf by:


 Ben Read (Feb 6, 2024 15:50 GMT)
 Benjamin D Read
 Director

06/02/2024

Company Registered Number 5165202

HTSL Group Limited
Statement of Changes in Equity
for the year ended 31 December 2022

	Share capital	Share premium	Profit and loss account	Total
	£	£	£	£
At 1 January 2021	1,001	19,999,999	(1,785,283)	18,215,717
Loss for the financial year	-	-	(2,022,899)	(2,022,899)
At 31 December 2021	<u>1,001</u>	<u>19,999,999</u>	<u>(3,808,182)</u>	<u>16,192,818</u>
At 1 January 2022	1,001	19,999,999	(3,808,181)	16,192,819
Loss for the financial year	-	-	(15,060,849)	(15,060,849)
At 31 December 2022	<u>1,001</u>	<u>19,999,999</u>	<u>(18,869,030)</u>	<u>1,131,970</u>

The accompanying notes on pages 11 to 17 form part of these financial statements.

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

1 Summary of significant accounting policies

HTSL Group Limited (the "Company") is a company incorporated and domiciled in England and Wales. The registered office is 4th Floor, 24 Old Bond Street, London, W1S 4AW.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101")

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

At 31 December 2022, the Company's ultimate parent undertaking was James Fisher & Sons PLC and as such was included in its financial statements. Subsequent to the year end, HTSL Group Limited was sold to its ultimate parent HTSL Holdings Limited in March 2023.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
 - Disclosures in respect of transactions with wholly owned subsidiaries;
 - Disclosures in respect of capital management;
 - The effects of new but not yet effective IFRSs; and
 - Disclosures in respect of the compensation of Key Management Personnel.
- As the consolidated financial statements of James Fisher and Sons plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures.
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

Basis of preparation of financial statements

Going Concern

As set out in the Directors' Report on page 4, the principal activity of the company is that of a holding company. In considering the going concern of the company and the group The Directors have considered the performance of the company's main trading subsidiary, High Technology Sources Limited, which has traded profitably, and also prepared trading and cashflow forecasts for a period of at least 12 months from the date of approval of these financial statements. This has taken into account the impacts of wider macro-economic environment, as well as the new ownership structure and future plans for the group, and these continue to show the group trading profitably with sufficient cash headroom.

Taking the above into account, the Directors are confident that the company 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 these financial statements and therefore have prepared the financial statements on a going concern basis.

Company investments in subsidiaries and joint ventures

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss. Income is recognised from these investments when its right to receive the dividend is established.

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

Financial instruments

Financial instruments are recognised under IFRS 9.

Financial assets

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument. A financial asset, other than a trade receivable without a significant financing component, or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or 'Fair Value through the Profit and Loss' (FVTPL). A financial liability is classified as at FVTPL if it is classified as held for trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses, and any gain or loss on de-recognition are recognised in profit or loss.

Company investments in subsidiaries and joint ventures

The Company recognises its investments in subsidiaries and joint ventures at cost. Income is recognised from these investments when its right to receive the dividend is established.

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

Foreign currency

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

Exchange differences arising on settlement of monetary items or on the retranslation of monetary items at rates different from those at which they were initially recognised are taken to the profit & loss account.

All exchange differences on assets and liabilities denominated in foreign currencies are taken to the income statement, other than investments in foreign operations and foreign currency borrowings used to hedge those investments, where exchange differences are taken to the translation reserve.

Taxation

Corporation tax is provided on taxable profits recognised in the income statement except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected corporation tax payable or receivable in respect of the taxable profit for the year using tax rates enacted or substantively enacted at the balance sheet date, less any adjustments to tax payable or receivable in respect of previous years.

Deferred tax is recognised in respect of all temporary differences between the carrying amounts of assets and liabilities included in the financial statements and the amounts used for tax purposes, that will result in an obligation to pay more, a right to pay less or to receive more tax, with the following exceptions:

- No provision is made where a deferred tax liability arises from the initial recognition of an asset or liability in a transaction that at the time of the transaction affect neither accounting nor taxable profit; and
- No provision is made for deferred tax that would arise on all taxable temporary differences associated with investments in subsidiaries and interests in joint ventures where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are recognised only to the extent that the Directors consider that it is probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences and unused tax losses and credits can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the asset is expected to be realised or liability settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Share capital and reserves

Ordinary shares are classified as equity. Costs attributable to the issue of new shares are deducted from equity from the proceeds.

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

2 Critical accounting estimates and judgements

Financial and business risks

The company's activities expose it to a variety of financial and business risks. Where possible the company seeks to minimise these risks through its risk management policies.

Impairment of investments and other assets

At each reporting date the Company assesses whether there are any indications that an asset has been impaired. If any indication exists, an estimate of the recoverable amount of the asset is made which is determined as the higher of its fair value less costs to sell and its value in use. These calculations are determined for an individual asset unless that asset does not generate cash inflows independently from other assets, in which case its value is determined as part of that group of assets. To assess the value in use, estimated future cash flows relating to the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the asset. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered to be impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement. No impairment losses were recognised in the current or previous year.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Revenue recognition

Revenue is recognised at the fair value of consideration received in the form of dividends received from investments. Dividend revenue should be recognised when the right to receive payment is established.

3 Expenses and auditor's remuneration	2022	2021
	£	£
This is stated after charging:		
Auditors' remuneration for audit services	<u>3,500</u>	<u>2,527</u>

4 Directors' emoluments

The company did not employ any staff in the year. No remuneration has been paid to the directors during the year or the preceding year.

Certain directors who served during the year are also directors of the ultimate parent company or a fellow subsidiary company and are remunerated by those companies. Although they do receive remuneration from these companies in respect of their services to various Group companies, including the Company, it is not practicable to allocate their remuneration to individual companies in the Group. Therefore their remuneration has been disclosed in the accounts of the relevant company from which remuneration is received.

5 Other Losses

Subsequent to the year-end, James Fisher Nuclear Limited entered Administration, in August 2023. The Other Loss in the income statement for £15,042,004 in the year relates to a loan write-off from James Fisher Nuclear Limited of £1,759,471, and an impairment of the investment in the subsidiary amounting to £14,171,337, being the full carrying value of the investment.

Offsetting this is the write off of £888,804, due by HTSL Group Limited to James Fisher plc, written off as part of the sale of HTSL Group by James Fisher plc to HTSL Holdings Limited. (2021: £2,063,429, loan write off to a subsidiary).

6 Other interest receivable and similar income	2022	2021
	£	£
Interest receivable on amounts owed by group undertakings	<u>50,795</u>	<u>109,992</u>
	<u>50,795</u>	<u>109,992</u>

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

7 Interest payable and similar expenses	2022	2021
	£	£
Interest payable on amounts owed to group undertakings	70,560	57,428
	<u>70,560</u>	<u>57,428</u>

8 Taxation on loss	2022	2021
	£	£
Analysis of charge in period		
Current tax:		
UK corporation tax on losses of the period	(4,420)	9,507
	<u>(4,420)</u>	<u>9,507</u>
 Tax on loss on ordinary activities	 <u>(4,420)</u>	 <u>9,507</u>

Factors affecting corporation tax charge in the year

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	2022	2021
	£	£
Loss on ordinary activities before tax	(15,065,269)	(2,013,392)
Standard rate of corporation tax in the UK	19%	19%
	£	£
Loss on ordinary activities multiplied by the standard rate of corporation tax	(2,862,401)	(382,544)
Effects of:		
Other - Group write-off	2,857,981	392,051
Current tax charge for period	<u>(4,420)</u>	<u>9,507</u>

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

9 Fixed asset investments

	Investments in subsidiary undertakings £
Cost	
At 1 January 2022	16,662,585
Disposal	<u>(14,171,337)</u>
At 31 December 2022	<u>2,491,248</u>
Net book value	
At 31 December 2022	<u>2,491,248</u>
At 1 January 2022	<u>16,662,585</u>

Following the year end, in August 2023, one of the company's subsidiaries, James Fisher Nuclear Limited was placed into administration. This investment, amounting to £14,171,337 has been fully impaired in these financial statements, year ended 31 December 2022. A loan owed by James Fisher Nuclear Limited at 31 December amounting to £1,759,471 has also been fully impaired, incurring a total loss of £15,930,810 associated with this subsidiary.

The company holds 20% or more of the share capital of the following companies:

Company	Nature of Business	Country of incorporation	Percentage held %	Class of shares
JF Nuclear Limited	Dormant	England	100%	Ordinary shares
James Fisher Nuclear Limited	Engineering	England	100%	Ordinary shares
High Technology Sources Limited	Engineering	England	100%	Ordinary shares

All the above companies (except for James Fisher Nuclear Limited) registered office address is 4th Floor, 24 Old Bond Street, London, W1S 4AW.

10 Debtors	2022 £	2021 £
Amounts owed by group undertakings	-	5,801,586
Amounts due after more than one year	<u>-</u>	<u>5,801,586</u>

11 Creditors: amounts falling due within one year	2022 £	2021 £
Amounts owed to group undertakings and undertakings in which the company has a participating interest	1,360,198	-
Corporation tax	(4,420)	9,507
Accruals and contract liabilities	3,500	2,640
	<u>1,359,278</u>	<u>12,147</u>

Following the sale of HTSL Group Limited in March 2023, a loan balance payable of £888,804 was waived by James Fisher & Sons Limited as part of the sale and purchase agreement. Following the year end, the loan balance owing to High Technology Sources Limited of £1,360,198 has been fully repaid.

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

12 Creditors: amounts falling due after one year			2022	2021
			£	£
Amounts owed to group undertakings and undertakings in which the company has a participating interest			-	6,259,206
			-	6,259,206
13 Share capital			2022	2021
	Nominal value	Number	£	£
Allotted, called up and fully paid:				
Ordinary shares			1,001	1,001
			1,001	1,001
14 Share premium			2022	2021
			£	£
At 1 January			19,999,999	19,999,999
At 31 December			19,999,999	19,999,999
15 Profit and loss account			2022	2021
			£	£
At 1 January			(3,808,181)	(1,785,283)
Loss for the financial year			(15,060,849)	(2,022,899)
At 31 December			(18,869,030)	(3,808,182)

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

16 Related party transactions

	Receivable outstandings		Creditors outstandings	
	2022	2021	2022	2021
	£	£	£	£
Parent	-	-	-	6,203,995
Subsidiaries/fellow subsidiaries	-	5,801,586	1,360,198	55,211
	<u>-</u>	<u>5,801,586</u>	<u>1,360,198</u>	<u>6,259,206</u>

17 Ultimate parent company and parent company of larger group

At 31 December 2022, the Company's ultimate parent undertaking was James Fisher & Sons PLC and as such was included in its financial statements. Subsequent to the year end, HTSL Group Limited was sold to its ultimate parent HTSL Holdings Limited in March 2023.

18 Presentation currency

The financial statements are presented in Sterling.

19 Legal form of entity and country of incorporation

HTSL Group Limited is a private company limited by shares and incorporated in England.

20 Principal place of business

The address of the company's principal place of business and registered office is:
 4th Floor
 24 Old Bond Street
 London
 W1S 4AW

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

Financial instruments

Financial instruments are recognised under IFRS 9.

Financial assets

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument. A financial asset, other than a trade receivable without a significant financing component, or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or 'Fair Value through the Profit and Loss' (FVTPL). A financial liability is classified as at FVTPL if it is classified as held for trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense, foreign exchange gains and losses, and any gain or loss on de-recognition are recognised in profit or loss.

Company investments in subsidiaries and joint ventures

The Company recognises its investments in subsidiaries and joint ventures at cost. Income is recognised from these investments when its right to receive the dividend is established.

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

Foreign currency

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Exchange differences arising on settlement of monetary items or on the retranslation of monetary items at rates different from those at which they were initially recognised are taken to the profit & loss account.

All exchange differences on assets and liabilities denominated in foreign currencies are taken to the income statement, other than investments in foreign operations and foreign currency borrowings used to hedge those investments, where exchange differences are taken to the translation reserve.

Taxation

Corporation tax is provided on taxable profits recognised in the income statement except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is the expected corporation tax payable or receivable in respect of the taxable profit for the year using tax rates enacted or substantively enacted at the balance sheet date, less any adjustments to tax payable or receivable in respect of previous years.

Deferred tax is recognised in respect of all temporary differences between the carrying amounts of assets and liabilities included in the financial statements and the amounts used for tax purposes, that will result in an obligation to pay more, a right to pay less or to receive more tax, with the following exceptions:

- No provision is made where a deferred tax liability arises from the initial recognition of an asset or liability in a transaction that at the time of the transaction affect neither accounting nor taxable profit; and
- No provision is made for deferred tax that would arise on all taxable temporary differences associated with investments in subsidiaries and interests in joint ventures where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are recognised only to the extent that the Directors consider that it is probable that there will be suitable taxable profits from which the future reversal of the underlying temporary differences and unused tax losses and credits can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the asset is expected to be realised or liability settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Share capital and reserves

Ordinary shares are classified as equity. Costs attributable to the issue of new shares are deducted from equity from the proceeds.

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

2 Critical accounting estimates and judgements

Financial and business risks

The company's activities expose it to a variety of financial and business risks. Where possible the company seeks to minimise these risks through its risk management policies.

Impairment of investments and other assets

At each reporting date the Company assesses whether there are any indications that an asset has been impaired. If any indication exists, an estimate of the recoverable amount of the asset is made which is determined as the higher of its fair value less costs to sell and its value in use. These calculations are determined for an individual asset unless that asset does not generate cash inflows independently from other assets, in which case its value is determined as part of that group of assets. To assess the value in use, estimated future cash flows relating to the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the asset. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered to be impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement. No impairment losses were recognised in the current or previous year.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Revenue recognition

Revenue is recognised at the fair value of consideration received in the form of dividends received from investments. Dividend revenue should be recognised when the right to receive payment is established.

3 Expenses and auditor's remuneration	2022	2021
	£	£
This is stated after charging:		
Auditors' remuneration for audit services	<u>3,500</u>	<u>2,527</u>

4 Directors' emoluments

The company did not employ any staff in the year. No remuneration has been paid to the directors during the year or the preceding year.

Certain directors who served during the year are also directors of the ultimate parent company or a fellow subsidiary company and are remunerated by those companies. Although they do receive remuneration from these companies in respect of their services to various Group companies, including the Company, it is not practicable to allocate their remuneration to individual companies in the Group. Therefore their remuneration has been disclosed in the accounts of the relevant company from which remuneration is received.

5 Other Losses

Subsequent to the year-end, James Fisher Nuclear Limited entered Administration, in August 2023. The Other Loss in the income statement for £15,042,004 in the year relates to a loan write-off from James Fisher Nuclear Limited of £1,759,471, and an impairment of the investment in the subsidiary amounting to £14,171,337, being the full carrying value of the investment.

Offsetting this is the write off of £888,804, due by HTSL Group Limited to James Fisher plc, written off as part of the sale of HTSL Group by James Fisher plc to HTSL Holdings Limited. (2021: £2,063,429, loan write off to a subsidiary).

6 Other interest receivable and similar income	2022	2021
	£	£
Interest receivable on amounts owed by group undertakings	<u>50,795</u>	<u>109,992</u>
	<u>50,795</u>	<u>109,992</u>

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

7 Interest payable and similar expenses	2022	2021
	£	£
Interest payable on amounts owed to group undertakings	<u>70,560</u>	<u>57,428</u>
	<u>70,560</u>	<u>57,428</u>

8 Taxation on loss	2022	2021
	£	£
Analysis of charge in period		
Current tax:		
UK corporation tax on losses of the period	<u>(4,420)</u>	<u>9,507</u>
	<u>(4,420)</u>	<u>9,507</u>
 Tax on loss on ordinary activities	 <u>(4,420)</u>	 <u>9,507</u>

Factors affecting corporation tax charge in the year

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	2022	2021
	£	£
Loss on ordinary activities before tax	<u>(15,065,269)</u>	<u>(2,013,392)</u>
Standard rate of corporation tax in the UK	19%	19%
	£	£
Loss on ordinary activities multiplied by the standard rate of corporation tax	<u>(2,862,401)</u>	<u>(382,544)</u>
Effects of:		
Other - Group write-off	2,857,981	392,051
Current tax charge for period	<u>(4,420)</u>	<u>9,507</u>

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

9 Fixed asset investments

	Investments in subsidiary undertakings £
Cost	
At 1 January 2022	16,662,585
Disposal	(14,171,337)
At 31 December 2022	<u>2,491,248</u>
Net book value	
At 31 December 2022	<u>2,491,248</u>
At 1 January 2022	<u>16,662,585</u>

Following the year end, in August 2023, one of the company's subsidiaries, James Fisher Nuclear Limited was placed into administration. This investment, amounting to £14,171,337 has been fully impaired in these financial statements, year ended 31 December 2022. A loan owed by James Fisher Nuclear Limited at 31 December amounting to £1,759,471 has also been fully impaired, incurring a total loss of £15,930,810 associated with this subsidiary.

The company holds 20% or more of the share capital of the following companies:

Company	Nature of Business	Country of incorporation	Percentage held %	Class of shares
JF Nuclear Limited	Dormant	England	100%	Ordinary shares
James Fisher Nuclear Limited	Engineering	England	100%	Ordinary shares
High Technology Sources Limited	Engineering	England	100%	Ordinary shares

All the above companies (except for James Fisher Nuclear Limited) registered office address is 4th Floor, 24 Old Bond Street, London, W1S 4AW.

10 Debtors	2022 £	2021 £
Amounts owed by group undertakings	-	5,801,586

Amounts due after more than one year	<u>-</u>	<u>5,801,586</u>
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11 Creditors: amounts falling due within one year	2022 £	2021 £
Amounts owed to group undertakings and undertakings in which the company has a participating interest	1,360,198	-
Corporation tax	(4,420)	9,507
Accruals and contract liabilities	3,500	2,640
	<u>1,359,278</u>	<u>12,147</u>

Following the sale of HTSL Group Limited in March 2023, a loan balance payable of £888,804 was waived by James Fisher & Sons Limited as part of the sale and purchase agreement. Following the year end, the loan balance owing to High Technology Sources Limited of £1,360,198 has been fully repaid.

HTSL Group Limited
Notes to the Accounts
for the year ended 31 December 2022

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	2022	2021
	£	£
Amounts owed to group undertakings and undertakings in which the company has a participating interest	-	6,259,206
	<u>-</u>	<u>6,259,206</u>

13 Share capital

	Nominal value	2022 Number	2022 £	2021 £
Allotted, called up and fully paid:				
Ordinary shares	£1 each	1,001	1,001	1,001
			<u>1,001</u>	<u>1,001</u>

14 Share premium

	2022	2021
	£	£
At 1 January	19,999,999	19,999,999
At 31 December	<u>19,999,999</u>	<u>19,999,999</u>

15 Profit and loss account

	2022	2021
	£	£
At 1 January	(3,808,181)	(1,785,283)
Loss for the financial year	<u>(15,060,849)</u>	<u>(2,022,899)</u>
At 31 December	<u>(18,869,030)</u>	<u>(3,808,182)</u>

HTSL Group Limited
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for the year ended 31 December 2022

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	2022	2021	2022	2021
	£	£	£	£
Parent	-	-	-	6,203,995
Subsidiaries/fellow subsidiaries	-	5,801,586	1,360,198	55,211
	<u>-</u>	<u>5,801,586</u>	<u>1,360,198</u>	<u>6,259,206</u>

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At 31 December 2022, the Company's ultimate parent undertaking was James Fisher & Sons PLC and as such was included in its financial statements. Subsequent to the year end, HTSL Group Limited was sold to its ultimate parent HTSL Holdings Limited in March 2023.

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