# Kromek (Germany) Limited Annual report and financial statements for the year ended 30 April 2023

Registered number: 08617204

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# Kromek (Germany) Limited Officers and professional advisors

## **DIRECTORS**

A Basu

P Farquhar

#### **REGISTERED OFFICE**

**NETPark** 

Thomas Wright Way

Sedgefield

**County Durham** 

TS21 3FD

#### **BANKERS**

**HSBC Bank Plc** 

1 Saddler Street

Durham

County Durham

DH1 3NR

## **AUDITOR**

Haysmacintyre LLP

**Statutory Auditor** 

10 Queen Street Place

London

EC4R 1AG

#### **LEGAL ADVISERS**

Hill Dickinson

9 Bond Court

Leeds

LS1 2JZ

## Kromek (Germany) Limited Directors' report

The Directors are pleased to present the annual report on the affairs of the Company, together with the audited financial statements and auditor's report for the year ended 30 April 2023.

Kromek (Germany) Limited is a company limited by shares and is domiciled in the United Kingdom.

This Directors' report has been prepared in accordance with the special provisions relating to small companies under the Companies Act 2006 and consequently a separate strategic report has not been presented.

#### PRINCIPAL ACTIVITIES

Historically, the Company carried out the sale and distribution of radiation detectors in the medical, nuclear and security markets. However, since the year ending 30 April 2016, the company no longer trades and the financial statements only report annual movements in an intercompany creditor balance which is denominated in euros, that it owes to its immediate parent company, Kromek Limited.

#### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

The Company reported a profit of £8,384 (2022: £6,817 loss) because of movements in foreign exchange impacting balances owed to the immediate parent company, Kromek Limited.

#### PRINCIPAL RISKS AND UNCERTAINTIES

- Liquidity risk is managed though detailed cash flow forecasting; this risk being reduced following support by a Group company as detailed below.
- Foreign exchange risk affects the company through revaluations of the balance owed to the immediate parent company, Kromek Limited.

#### **DIRECTORS' INDEMNITIES**

The Company has made qualifying third party indemnity provisions for the benefit of its Directors, which were made during the year and remain in force at the date of this report.

#### **GOING CONCERN**

The directors do not intend to trade this company and they have not prepared the financial statements on a going concern basis.

#### **DIRECTORS**

The Directors who served during the period and up to the date of this report (unless otherwise stated) were as follows:

A Basu

P Farquhar

The company does not propose a dividend for the year ended 30 April 2023 (2022: £nil).

# Kromek (Germany) Limited Directors' report (continued)

#### **AUDITOR**

Each of the persons who is a Director at the date of approval of this annual report confirms that:

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as Directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This information is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

#### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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 (as explained in note 2, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

B**√**order of the Board

Director

21 July 2023

# Kromek (Germany) Limited Independent auditor's report to the members of Kromek (Germany) Limited

## Independent Auditor's Report to The Members of Kromek (Germany) Limited

#### Opinion

We have audited the Financial Statements of Kromek Limited ("the Company") for the year ended 30 April 2023 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the 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 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
   and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the 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.

#### Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 2 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

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.

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

## 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.

# Kromek (Germany) Limited Independent auditor's report to the members of Kromek (Germany) Limited (continued)

#### 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 by the Company, 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.

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:

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, income tax, payroll tax and sales tax.

- · Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Identifying and testing journals, in particular journal entries posted with unusual account combinations, postings by unusual users or with unusual descriptions; and

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <a href="www.frc.org.uk/auditorsresponsibilities">www.frc.org.uk/auditorsresponsibilities</a>. This description forms part of our auditor's report.

# Kromek (Germany) Limited Independent auditor's report to the members of Kromek (Germany) Limited (continued)

### 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.

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Jon Dawson (Senior statutory auditor) for and on behalf of Haysmacintyre LLP, Statutory Auditors 10 Queen Street Place London EC4R 1AG

21 July 2023

# Kromek (Germany) Limited Profit and loss account and other comprehensive loss

For the year ended 30 April 2023

•	2023 £	2022 £
Not	e	
Administrative expense	8,384	(6,817)
Profit/(loss) before tax Tax	<b>8,384</b> 5	(6,817)
Total comprehensive profit/(loss) for the year	8,384	(6,817)

All activities are derived from continuing operations.

The notes on pages 11 to 15 form part of these financial statements.

# Kromek (Germany) Limited Statement of financial position

As at 30 April 2023

	Note	2023 £	2022 £
Current assets Trade and other receivables	6	107	107
Total assets		107	107
Current liabilities Trade and other payables Net current liabilities	7	(134,445)	(142,829)
Equity Share capital Capital contribution Accumulated losses	8	100 79,816 (214,254)	100 79,816 (222,638)
Total deficit		(134,338)	(142,722)

The notes on pages 11 to 15 form part of these financial statements.

The financial statements of Kromek (Germany) Limited (registered number 08617204) were approved by the Diffectors and authorised for issue on 21 July 2023. They were signed on their behalf by:

A Basu MBÉ

Director

# Kromek (Germany) Limited Statement of changes in equity For the year ended 30 April 2023

	Share Capital £	Capital Contribution £	Accumulated Losses £	Total Equity £
Balance as at 1 May 2021	100	79,816	(215,821)	(135,905)
Total comprehensive loss for the year	-	-	(6,817)	(6,817)
Balance as at 30 April 2022	100	79,816	(222,638)	(142,722)
Total comprehensive income for the year	-	-	8,384	8,384
Balance as at 30 April 2023	100	79,816	(214,254)	(134,338)

The notes on pages 11 to 15 form part of these financial statements.

## Kromek (Germany) Limited Notes to the financial statements

For the year ended 30 April 2023

#### 1. General information

Kromek (Germany) Limited is a private company limited by shares, incorporated in the United Kingdom under the Companies Act 2006 and registered in England and Wales. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Directors' report on pages 3 and 4

#### 2. Significant accounting policies

#### Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" and the Companies Act 2006. Disclosure exemptions have been taken in respect of intragroup related party transactions and the company has taken advantage of the exemption within FRS101 to not produce a cash flow statement.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are set out below. The functional currency of the entity is Euro, and the presentational currency of these accounts is Sterling.

#### Going concern

There is no trading through this company. Accordingly, the directors have not prepared the financial statements on a going concern basis. There is no effect on financial statements of this decision.

#### **Taxation**

The tax expense represents the sum of the tax currently payable. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

The tax currently payable or recoverable is based on taxable profit or loss for the period. Taxable profit or loss differs from net profit or net losses reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the statement of financial position date.

#### **Financial instruments**

#### (i) Recognition and initial measurement

Trade receivables 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 (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at Fair Value Through Profit or Loss (FVTPL), 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.

#### (ii) Classification and subsequent measurement

#### Financial assets

#### (a) Classification

On initial recognition, a financial asset is classified as measured at: amortised cost; Fair Value through Other Comprehensive Income (FVOCI) – debt investment; FVOCI – equity investment; or FVTPL.

For the year ended 30 April 2023

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL.

Investments in subsidiaries are carried at cost less impairment.

Cash and cash equivalents comprise cash balances and call deposits.

(b) Subsequent measurement and gains and losses

Financial assets at FVTPL – these assets (other than derivatives designated as hedging instruments) are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost – these assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) They include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) Where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost or 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 and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy.

#### Intra-group financial instruments

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its Group, the Company considers these to be insurance arrangements and accounts for them as such. In

For the year ended 30 April 2023

this respect, the Company 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.

#### (iii) Impairment

The Company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI and contract assets (as defined in IFRS 15).

The Company measures loss allowances at an amount equal to lifetime ECL, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as twelve-month ECL.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- The borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- The financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

Twelve-month ECLs are the portion of ECLs that result from default events that are possible within twelve months after the reporting date (or a shorter period if the expected life of the instrument is less than twelve months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

#### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

#### Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit impaired. A financial asset is "credit impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

#### Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

#### 3. Critical accounting judgements and key sources of estimation uncertainty

In the opinion of the directors, there are no critical accounting judgements and key sources of estimation uncertainty.

For the year ended 30 April 2023

#### 4. Profit/(loss) for the year

Profit/loss for the year has been arrived at after crediting/(charging)

	2023 £	2022 £	
Net foreign exchange profit/(loss)	8,384	(6,817)	

The directors receive no remuneration for their services to the company.

Fees payable to the company's auditor for the audit of the company's annual financial statements of £1,000 (2022: £1,000) have been borne by its immediate parent undertaking.

#### 5. Tax

#### Recognised in the income statement

	2023 £	2022 £
Current tax: UK corporation tax on profit/(loss) in the period	-	-
Total current tax		-

Corporation tax is calculated at 19.49% (2022: 19%) of the estimated taxable profit/(loss) for the period. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

#### Reconciliation of tax credit

The tax for the year can be reconciled to the profit/(loss) in the income statement as follows:

	2023 £	2022 £
Profit/(loss) before tax	8,384	(6,817)
Tax at the UK corporation tax rate of 19.49% (2022: 19%)	(1,634)	1,295
Non-deductible expenses	1,634	(1,295)
Total tax for the period	-	-

The rate of corporation tax for the year is 19.49% (2022: 19%). A UK corporation rate of 19% (effective 1 April 2020) was substantively enacted on 17 March 2020, reversing the previously enacted reduction in the rate from 19% to 17%.

For the year ended 30 April 2023

#### 5. Tax (continued)

At the statement of financial position date, the Company has unused tax losses of £211,630 (2022: £220,014) available for offset against future profits. No deferred tax asset has been recognised in respect of these unused tax losses because there is not sufficient certainty that the company will generate future profits to offset such losses.

#### 6. Trade and other receivables

	2023 £	2022 £
Other receivables	107	107
7. Trade and other payables		
	2023 £	2022 £
Amounts owed to group companies	134,445	142,829

The Directors consider that the carrying amount of trade and other payables approximates to their fair value. Amounts owed to group companies are unsecured, interest free and repayable on demand. Amounts owed to group companies are classified as financial liabilities measured at amortised cost.

### 8. Share capital

	2023 £	2022 £
Called-up and fully paid: 100 Ordinary shares of £1 each	100	100
	100	100

#### 9. Ultimate controlling party

The immediate parent undertaking of Kromek (Germany) Limited is Kromek Limited. The ultimate controlling party and ultimate parent undertaking of Kromek Limited is Kromek Group plc.

Copies of the Group financial statements of Kromek Group Plc, the smallest and largest group of which it is a member for which group financial statements are drawn up, can be obtained from the Company Secretary at Kromek Group Plc's registered office, Netpark, Thomas Wright Way, Sedgefield, County Durham, TS21 3FD.