

Registration number: 04258498

WAVEX TECHNOLOGY LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2022

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WAVEX TECHNOLOGY LIMITED

COMPANY INFORMATION

Directors	G Russell
	E Bullard
	A Hajjalexandrou
	S Flouri
Registered office	Staverton Court
	Staverton
	Cheltenham
	GL51 0UX
Auditors	Hazlewoods LLP
	Staverton Court
	Staverton
	Cheltenham
	GL51 0UX

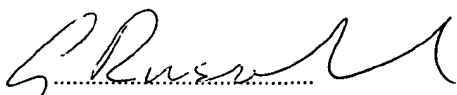
WAVEX TECHNOLOGY LIMITED**(REGISTRATION NUMBER: 04258498)****BALANCE SHEET AS AT 30 SEPTEMBER 2022**

	Note	2022 £	2021 £
Fixed assets			
Intangible assets	4	322,404	311,801
Tangible assets	5	<u>18,129</u>	<u>17,400</u>
		<u>340,533</u>	<u>329,201</u>
Current assets			
Debtors	6	3,463,285	3,592,146
Cash at bank and in hand		<u>741,439</u>	<u>1,046,559</u>
		4,204,724	4,638,705
Creditors: Amounts falling due within one year	7	<u>(1,466,112)</u>	<u>(1,710,778)</u>
Net current assets		<u>2,738,612</u>	<u>2,927,927</u>
Net assets		<u>3,079,145</u>	<u>3,257,128</u>
Capital and reserves			
Called up share capital	8	27,915	27,915
Share premium reserve		44,585	44,585
Profit and loss account		<u>3,006,645</u>	<u>3,184,628</u>
Total equity		<u>3,079,145</u>	<u>3,257,128</u>

These accounts have been prepared in accordance with the provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

These financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime and the option not to file the Profit and Loss Account has been taken.

Approved and authorised by the Board on 13/02/2023 and signed on its behalf by:



G Russell
Director

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Staverton Court

Staverton

Cheltenham

GL51 0UX

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

The company has adopted Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', taking advantage of the small company exemptions to produce reduced disclosure accounts under section 1A of FRS 102.

Basis of preparation

These financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items that are shown at fair value.

The presentational currency of the financial statements is Pounds Sterling, being the functional currency of the primary economic environment in which the company operates. Monetary amounts in these financial statements are rounded to the nearest Pound.

Going concern

The directors have prepared forecasts for the next 12 months and beyond. After reviewing those forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements

No significant judgements have been made by management in preparing these financial statements.

The company makes estimates and assumptions concerning the future. 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.

Key sources of estimation uncertainty

Development costs

The company has capitalised development costs that they believe will bring a future economic inflow to the company. These costs relate to the cost of software, borrowing costs up until the point that the software was ready to use and the costs of developing the software, which is done by estimating the time spent on the project. The carrying amount is £315,170 (2021 - £297,762).

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

2 Accounting policies (continued)

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The company recognises revenue when: The amount of revenue can be reliably measured; it is probable that future economic benefits will flow to the entity; and specific criteria have been met for each of the company's activities.

Government grants

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants relating to revenue are recognised in income over the period in which the related costs are recognised.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred tax is determined using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current and future taxable profits.

Intangible assets

Development costs

Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised in line with the expected future sales from the related project.

Website expenditure incurred on development for use internally can be carried forward when it can be reasonable to assume that it will be useful to staff. Any expenditure carried forward is amortised over a straight line basis of five years.

Amortisation

Amortisation is provided on development costs so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Development costs	5 years
Website costs	5 years

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

2 Accounting policies (continued)

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction, over their estimated useful lives as follows:

Asset class	Depreciation method and rate
Leasehold improvements	Straight-line over the length of the lease
Fixtures and fittings	25% straight line
IT equipment	33% reducing balance

Trade debtors

Trade debtors are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and are repayable within one year and hence are included at the undiscounted amount of cash expected to be paid.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in the Profit and Loss Account and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable or receivable under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

2 Accounting policies (continued)

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Share based payments

The company operates an equity-settled, share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (options) of the entity. The fair value of the employee services received is measured by reference to the estimated fair value at the grant date of equity instruments granted and is recognised as an expense over the vesting period. The estimated fair value of the option granted is calculated using the Black Scholes option pricing model. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Financial instruments

Classification

Financial instruments are classified and accounted for according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability on the balance sheet. The corresponding dividends relating to the liability component are charged as interest expenses in the profit and loss account.

Recognition and measurement

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when, there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Impairment

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets:

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

2 Accounting policies (continued)

Financial assets:

For financial assets carried at amortised cost, the amount of an impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

3 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 48 (2020 - 48).

4 Intangible assets

	Development costs £	Website costs £	Total £
Cost			
At 1 October 2021	755,373	31,165	786,538
Additions	127,963	-	127,963
At 30 September 2022	883,336	31,165	914,501
Amortisation			
At 1 October 2021	457,611	17,125	474,736
Amortisation charge	110,555	6,806	117,361
At 30 September 2022	568,166	23,931	592,097
Carrying amount			
At 30 September 2022	315,170	7,234	322,404
At 30 September 2021	297,762	14,039	311,801

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

5 Tangible assets

	IT equipment £	Fixtures and fittings £	Total £
Cost			
At 1 October 2021	83,375	5,910	89,285
Additions	13,305	1,038	14,343
At 30 September 2022	96,680	6,948	103,628
Depreciation			
At 1 October 2021	65,975	5,909	71,884
Charge for the year	13,495	120	13,615
At 30 September 2022	79,470	6,029	85,499
Carrying amount			
At 30 September 2022	17,210	919	18,129
At 30 September 2021	17,400	-	17,400

6 Debtors

	2022 £	2021 £
Trade debtors	525,091	647,782
Amounts owed by related parties	2,427,381	2,427,381
Other debtors	35,504	17,342
Prepayments	173,503	177,704
Accrued income	128,883	209,664
Deferred tax assets	112,923	8,505
Corporation tax asset	60,000	103,768
	<u>3,463,285</u>	<u>3,592,146</u>

7 Creditors

	2022 £	2021 £
Due within one year		
Trade creditors	535,188	392,868
Social security and other taxes	210,614	381,907
Outstanding defined contribution pension costs	11,588	10,396
Other creditors	13,036	10,523
Accrued expenses	223,917	302,261
Deferred income	471,769	612,823
	<u>1,466,112</u>	<u>1,710,778</u>

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

8 Share capital

Allotted, called up and fully paid shares

	2022		2021	
	No.	£	No.	£
Ordinary shares of £1 each	<u>27,915</u>	<u>27,915</u>	<u>27,915</u>	<u>27,915</u>

9 Obligations under lease and hire purchase contracts

Operating leases - lessee

The total of future minimum lease payments is as follows:

	2022	2021
	£	£
Not later than one year	<u>84,000</u>	<u>97,720</u>

10 Share-based payments

Scheme details and movements

IT Services Livonia Limited, the parent of Wavex Technology Limited, operates equity-settled share-based remuneration schemes for employees of Wavex Technology Limited which are Enterprise Management Incentive ("EMI") schemes. The options are granted with a maximum term of 10 years, the only condition being that the employee remains in the Group's employment. Options granted in December 2013 are to be settled by way of issues of A Ordinary Shares, options granted in March 2016 and February 2017 are to be settled by way of issues of C Ordinary Shares and options granted in January 2018 are to be settled by the way of issues of C Ordinary Shares.

The options have no vesting period, but cannot be exercised until the Group is listed on an exchange or the shares in the Group are sold such that control of the Group changes.

The fair value of the equity instruments granted was determined using the Black Scholes Model. This model was selected as it is a industry standard model. The share-remuneration expense for the year is not considered to be material and has not been recognised.

The entity is part of a group share-based payment scheme and it recognises and measures its share-based payment expense on the basis of a reasonable allocation of the expense recognised for the group. Expenses are allocated to Wavex Technology Limited, the company that receives the employee services.

The movements in the number of share options during the year were as follows:

	2022	2021
	Number	Number
Outstanding, start of period	101,000	272,800
Granted during the period	280,000	-
Forfeited during the period	(47,500)	(171,800)
Outstanding, end of period	<u>333,500</u>	<u>101,000</u>

The movements in the weighted average exercise price of share options during the year were as follows:

WAVEX TECHNOLOGY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2022

10 Share-based payments (continued)

	2022 £	2021 £
Outstanding, start of period	0.75	0.63
Forfeited during the period	0	0.55
Outstanding, end of period	<u>0.75</u>	<u>0.75</u>

11 Related party transactions

Summary of transactions with parent

At the year end, there is a balance outstanding of £2,427,381 (2021 - £2,427,381) owing from IT Services Livonia, the parent company.

12 Parent and ultimate parent undertaking

The company's immediate parent is IT Services Livonia Limited, incorporated in England and Wales. Its registered office is the same as that of the company.

13 Audit report

The Independent Auditor's Report was unqualified. The name of the Senior Statutory Auditor who signed the audit report on 13/02/2023 was Scott Lawrence, who signed for and on behalf of Hazlewoods LLP.