

Spectrum Control Ltd
(Formerly API Microelectronics Limited)
Report and Financial Statements

For the year ended 31 December 2022

Registered Number: 02721281

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COMPANIES HOUSE

Directors and Advisors

Directors

N Snowdon
R D Sorelle

Independent Auditors

Ernst & Young LLP
400 Capability Green
Luton
LU1 3LU

Bankers

NatWest
Commercial & Private Banking
Amsterdam Place
Amsterdam Way
Norwich NR6 6JA

Registered Office

Fenner Road
South Denes
Great Yarmouth
Norfolk
NR30 3PX

Registered No. 02721281

Strategic report

Principal activities and review of the business

The principal activities of the company are the design, manufacture and production of radio frequency (RF) and microcircuit products and the provision of engineering design consultancy.

Turnover in the year remained consistent with prior year by the combined effect of phasing in demand for defence related programs and a steady recovery in demand from commercial Aerospace and Oil and Gas industries. As a result of the increased volume, gross profit increased by £340k. Operating profit for the year was £384k (2021: £1,448k) representing 2.7% of sales, this is after increased recharges from APITech Corp related to Sales, Engineering and Administration services (2022: £2,305k; 2021: £1,467k). Cash generation continued to be good supporting investment in new capital assets. At the end of the year net assets were £4,629k (2021: £4,820k).

We plan to continue to grow turnover by investing in our core skills of innovation and product design, manufacture and supply of electronics for high reliability applications.

Key performance indicators

The company uses a range of performance measures to monitor and manage the business effectively. These are both financial and non-financial and the most significant of these are the financial key performance indicators (KPI's). The key financial performance indicators are turnover, gross profit and gross margin percentage.

These KPI's indicate the volume of work the company has undertaken as well as the efficiency and profitability with which this work has been delivered.

The key financial performance indicators for the years, are set out below;

	<i>Year ended 31 December 2022</i>	<i>Year ended 31 December 2021</i>
Turnover - £ 000s	14,040	14,004
Gross profit - £ 000s	4,500	4,160
Gross margin (%)	<u>32.1%</u>	<u>29.7%</u>

There was an increase in gross profit margin, due to progress on new product initiatives skewing the mix of business towards higher margins.

Company name and legal entity changes

On December 8th 2022 the company changed its name to Spectrum Control Ltd. This rebranding initiative was also implemented globally at other group companies to reinforce the Spectrum Control brand and improve the product and service offering.

At the same time the process of consolidating certain legal entities was initiated. In the UK this action resulted in the consolidation of API Microwave Limited with Spectrum Control Ltd on 31 December 2022. No changes to management, operations, products, or services were associated with this action.

Accordingly, the company's financial statements represents the consolidated balance sheet of the combined entities.

Post balance sheet event

On February 1st 2023 the company announced a restructuring proposal to streamline operations at the Great Yarmouth and Milton Keynes facilities. All departments across the two sites were impacted with a reduction of up to 50 positions.

To achieve these savings manufacturing processes from the Milton Keynes production facility have been transferred to the Great Yarmouth based facility, synergies realised through higher operational utilisation and lower costs will enable the business to invest in new resources, further enhancing the firm's competitive advantage.

Strategic report (continued)

At the same time a best-in-class customer facing Research and Development facility has been established at a new location in Milton Keynes, enabling the business to consolidate engineering development and R&D resources. Being located in close proximity to many of Spectrum Control's customers, development partners and suppliers will enable the business to accelerate delivery of innovative new technologies and products. The Directors estimate total restructuring costs in 2023 as a result of this to be £1.6m which are relating to staff redundancies and property and equipment relocations.

Principal risks and uncertainties

The principal risks that the company is exposed to come from customer demand in our main markets of Aerospace and Defence Electronics. The company has a long history and an enviable track record of being selected as a preferred supplier and has a proven pedigree in these markets. The company is a preferred or sole source supplier on several key UK and pan-European defence programs which remain subject to governmental, political and economic factors.

Progress on diversification into the Oil & Gas sector with high temperature product remains subject to global economic conditions effect on oil price stability. Recent recovery in oil prices gives confidence that customer demand for innovative product development programs will be maintained.

The company continues to see core defence related contracts being updated and renewed in line with national defence programmes. Relatively small and less significant market segments for the group, including commercial aerospace and petrochemicals are recovering following adverse effects of the Covid-19 pandemic.

Apprenticeship and graduate training schemes have been enhanced and are mitigating challenges in the recruitment of qualified and experienced staff that seen due to the UK exit from the European Union.

Financial risk management objectives and policies

The company makes use of various financial instruments including loans and cash, and items such as trade debtors and trade creditors that arise directly from its operations, as necessary. Management of these financial instruments is directed to providing adequate liquidity for the company's operations.

The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below. The main risks arising from the company's financial instruments are price risk, currency risk, credit risk, cash flow, liquidity risk and interest rate risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Price risk

The company is exposed to some price risk as a result of its operations. A few contracts are agreed on a longer-term basis, and where this is the case, price escalation/indexation clauses, where appropriate, are agreed at the outset, so that margins are maintained throughout the duration. The company has no exposure to equity securities price risks as it holds no listed or other equity investments.

Currency risk

The company has some exposure to translation and transaction foreign exchange risk. It is the directors' decision not to formally hedge against currency risk but wherever possible natural hedging is used, however the directors will continue to monitor the company's exposure to currency fluctuations.

Credit risk

The company's principal credit risk relates to the recovery of amounts owed by trade debtors. In order to manage credit risk the directors set limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history. Debts are actively chased by the credit control department.

Strategic report (continued)

Cash flow and liquidity risk

Interest bearing assets include cash balances which earn interest at a floating rate. In order to ensure stability of cash out flows and hence manage interest rate risk, the company has access to fixed interest rate loans from its ultimate parent undertaking, and regularly forecasts cash flows several months forward to monitor peak and troughs in balances. The company currently holds all funds in bank accounts where monies are immediately available.

Interest rate risk

During the year internal debt with its ultimate parent company has existed on a fixed rate basis. The company's policy is to actively manage interest rate risk on long-term and short-term borrowings while ensuring that the exposure to fixed rates remains within an acceptable range.

Future developments

Company revenue and profitability were held back in 2021 by the adverse phasing in demand for defence programs coupled with lower demand from customers in commercial aerospace and petroleum industry segments, demand from defence programs has increased through 2022 and is forecast to increase further in 2023 and beyond. The company continues to develop new sectors and products through better sales coverage and R&D investment, developing services and products in the Satellite Communication and Oil & Gas sectors.

Research and development

The company is committed to research and development and continues to develop a range of communication and sensor products. Identified projects are put through a process of appraisal encompassing risk, investment cost, complexity and potential rewards before sign-off is granted to proceed. It is anticipated the future of the businesses will be enhanced by positive returns from research and development programmes and continuing IP development. Investment in R&D activities during the year totalled £336,000 (2021: £473,000).

On behalf of the Board



N Snowdon

Director

20 December 2023

Directors' report

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

Results and dividends

The trading loss for the year after taxation was £191,000 (2021: profit of £1,131,000). No dividends were proposed or paid during the current year (2021: £Nil). At 31 December 2022, the company has net assets of £4,629,000 (2021: £4,820,000).

Directors

The Directors who served the company during the year, and to the date of this report, were as follows:

K Dunne	(appointed 31 March 2022 and resigned 12 January 2023)
M J Howchin	(resigned 31 March 2022)
I M Skiggs	(resigned 22 October 2022)
N Snowdon	(appointed 28 November 2022)
R D Sorelle	

Employees

It is company policy to give full and fair consideration to all applications for employment by the company based on the needs of the role, and irrespective of any personal persuasions of the applicant.

The company seeks to provide an engaging, rewarding and safe workplace and to develop employees through training, career development and promotion - able and disabled alike.

Employees are kept informed of developments in and performance of the business through regular forums and information sessions held several times a year.

Going concern

In determining that the Company's financial statements should be prepared on a going concern basis, the Directors considered all the factors likely to affect the future development, performance and financial position including funding and the risks and uncertainties applicable to its business and manufacturing activities and assessed the company's forecasts and projections, taking account of reasonably possible changes in trading performance.

The company continues to see core defence related contracts being updated and renewed in line with national defence programmes. Relatively small and less significant market segments for the group, including commercial aerospace and petrochemicals are recovering following adverse effects of the Covid-19 pandemic. The directors also considered the Ukraine / Russia conflict had a minimal impact on the Company.

The company has received confirmation from API Holdings II LLC (formerly known as API Holdings II Corp), the company's intermediate parent company, that financial support will be provided for a period of twelve months from the date of approval of these financial statements such as to enable the company to meet its obligations as they fall due.

Having regard to the company's financial position, its forecast and after making enquiries about the parent company's financial position, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of twelve months from the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the report and financial statements.

Directors' report (continued)

Financial instruments

Details of the financial risk management objectives and exposure to risk are included within the strategic report.

Indemnity cover

Indemnity cover was provided for the Directors, through an insurance policy taken out by the US parent company. This was in place throughout the year and up until the date of the signing of the financial statements.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). 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 for that period.

In preparing these financial statements the directors are required to:

- select suitable accounting policies in accordance with Section 10 of FRS 102 and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company financial position and financial performance;
- state whether applicable UK Accounting Standards, including FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is appropriate to presume that the company will not continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the company 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.

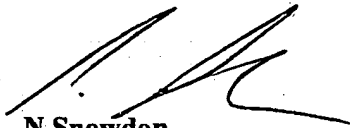
Under applicable law and regulations, the directors are also responsible for preparing a directors' report that complies with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

Directors' report (continued)

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditors in connection with preparing their report, of which the auditors are unaware. Having made enquiries of fellow directors and the company's auditors, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

On behalf of the Board



N Snowdon

Director

20 December 2023

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPECTRUM CONTROL LTD

Opinion

We have audited the financial statements of Spectrum Control Ltd for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet and the related notes 1 to 23, 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the 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; 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.

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 12 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPECTRUM CONTROL LTD
(continued)**

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the 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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or 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 6, 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPECTRUM CONTROL LTD
(continued)**

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. 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. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are the Companies Act 2006, the Financial Reporting Standard 102, the United Kingdom direct and indirect tax regulations. In addition, the company must comply with operational and employment laws and regulations including health and safety regulations, environmental regulations and GDPR.
- We understood how the company is complying with those frameworks by making enquiries of management and senior finance personnel and gaining an understanding of the entity level controls of the company in respect of these areas and the controls in place to reduce opportunity for fraudulent transactions.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management and finance personnel. We considered the procedures and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud and gained an understanding as to how those procedures and controls are implemented and monitored. We audited the risk of management override of controls, including through testing certain non-standard journal entries and other adjustments for appropriateness. We also audited the risk of improper revenue recognition through performing audit procedures on revenue cut off.
- Based on this understanding, we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures included obtaining and reading management meeting minutes and relevant approval documents, enquiries of senior finance personnel and management and agreement of samples of transactions throughout the audit to supporting source documentation. In addition, we completed procedures to conclude on the compliance of the disclosures in the financial statements with all applicable reporting requirements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SPECTRUM CONTROL LTD
(continued)**

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://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.

DocuSigned by:

Ernst & Young LLP

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Farzin Radfar (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Luton

20 December 2023

Date:

Statement of comprehensive income

for the year ended 31 December 2022

		<i>Year ended</i> <i>31 December</i> <i>2022</i> <i>£000</i>	<i>Year ended</i> <i>31 December</i> <i>2021</i> <i>£000</i>
	<i>Notes</i>		
Turnover	5	14,040	14,004
Cost of sales		(9,540)	(9,844)
Gross Profit		4,500	4,160
Other income		112	248
Distribution costs		(354)	(363)
Administrative expenses		(3,874)	(2,597)
Operating Profit	6	384	1,448
Interest receivable and similar income	8	6	-
Interest payable and similar expenses	9	(1)	(1)
Profit on ordinary activities before taxation		389	1,447
Taxation	10	(580)	(316)
(Loss)/Profit for the financial year		(191)	1,131
Other comprehensive income		-	-
Total comprehensive income for the financial year		(191)	1,131

All amounts were derived from continuing operations.

Statement of changes in equity

for the year ended 31 December 2022

	Share capital £'000	Profit & loss account £'000	Total shareholders funds £'000
At 31 December 2020	2,560	1,129	3,689
Profit for the financial year	-	1,131	1,131
Dividends	-	-	-
At 31 December 2021	2,560	2,260	4,820
Loss for the financial year	-	(191)	(191)
Dividends	-	-	-
At 31 December 2022	2,560	2,069	4,629

Balance sheet

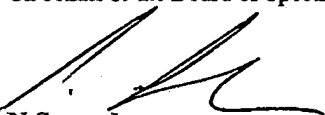
at 31 December 2022

	<i>Notes</i>	<i>2022</i> £000	<i>2021</i> £000
Fixed assets			
Tangible assets	11	2,823	1,866
Current assets			
Stock	12	6,843	2,119
Debtors	13	12,452	11,422
Cash at bank and in hand		2,799	970
		<u>22,094</u>	<u>14,511</u>
Creditors: amounts falling due within one year	14	<u>(19,053)</u>	<u>(11,322)</u>
Net current assets		<u>3,041</u>	<u>3,189</u>
Total assets less current liabilities		5,864	5,055
Provision for liabilities	15	(1,235)	(235)
Net assets		<u>4,629</u>	<u>4,820</u>
Capital and reserves			
Called up share capital	17	2,560	2,560
Profit and loss account	21	2,069	2,260
Total shareholders' funds		<u>4,629</u>	<u>4,820</u>

The financial statements were approved by the board of directors, signed and authorised for issue on 20 December 2023.

On behalf of the Board of Spectrum Control Ltd:

Registered No. 02721281



N Snowdon
Director

Notes to the financial statements

For the year ended 31 December 2022

1. General information

Spectrum Control Ltd, based in Great Yarmouth, designs, manufactures and produces radio frequency (RF) and microcircuit products and provides engineering design consultancy.

The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is shown on page 1.

2. Statement of compliance

The individual financial statements of Spectrum Control Ltd, have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS102") and the Companies Act 2006.

3. Accounting policies

Basis of preparation

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

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

Going concern

In determining that the Company's financial statements should be prepared on a going concern basis, the Directors considered all the factors likely to affect the future development, performance and financial position including funding and the risks and uncertainties applicable to its business and manufacturing activities and assessed the company's forecasts and projections, taking account of reasonably possible changes in trading performance.

The company continues to see core defence related contracts being updated and renewed in line with national defence programmes. Relatively small and less significant market segments for the group, including commercial aerospace and petrochemicals are recovering following adverse effects of the Covid-19 pandemic. The directors also considered the Ukraine / Russia conflict had a minimal impact on the Company.

The company has received confirmation from API Holdings II LLC (formerly known as API Holdings II Corp), the company's intermediate parent company, that financial support will be provided for a period of twelve months from the date of approval of these financial statements such as to enable the company to meet its obligations as they fall due.

Having regard to the company's financial position, its forecast and after making enquiries about the parent company's financial position, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of twelve months from the date of approval of these financial statements. Accordingly, they continue to adopt the going concern basis in preparing the report and financial statements.

Notes to the financial statements

For the year ended 31 December 2022

3. Accounting policies (continued)

Exemptions for qualifying entities under FRS 102

The company has taken advantage of certain disclosure exemptions under FRS 102, as it believes the conditions for the exemptions have been complied with. As such the company has taken advantage of the following exemptions:

- i) from preparing a statement of cash flows, on the basis that it is a qualifying entity and its intermediate parent company, API Technologies (UK) Limited, includes the company's cash flows in its consolidated financial statements.
- ii) from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statements mentioned in i).
- iii) from disclosing transactions with other wholly-owned members of the Group under Section 33.7 of FRS 102.
- iv) from disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7.

Foreign currency

The company's functional and presentational currency is Pounds Sterling (GB£).

Foreign currency transactions are translated into the functional currency using the spot exchange rate on the date of the transaction.

At each period end foreign currency monetary items are translated using a closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Foreign exchange gain and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Turnover

The turnover shown in the profit and loss account represents amounts receivable for conducting the company's principal activities during the year, exclusive of Value Added Tax.

Turnover generated from the sale of products is recognised on acceptance by the customer of that product. Where the sale involves design and development of a new product or consultancy, agreement may be made with the customer over staged or phased payments. Revenue is then recognised in accordance with the stage of the project reached.

Turnover generated from maintenance contracts is deferred over the period to which the contracts relate.

Exceptional items

The company classifies certain one-off charges or credits that have a material impact on the company's financial results as 'exceptional items'. These are disclosed separately to provide further understanding of the financial performance of the company.

Employee benefits

The company provides a range of benefits to employees, including paid holiday arrangements and defined contribution pension plans.

- i) **Short-term benefits**
Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.
- ii) **Defined contribution pension plan**
The company operates a defined contribution pension plan for its employees. The company pays fixed contributions based on pay level to a separate entity, and thereafter has no further payment obligations. The contributions are recognised as an expense when they are due. The assets in the scheme are held separately from those of the company in an independently administered fund.

Notes to the financial statements

For the year ended 31 December 2022

3. Accounting policies (continued)

Taxation

Taxation expense for the year comprises current and deferred tax recognised in the reporting year. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

i) Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the year end.

ii) Deferred tax

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Tangible assets

Tangible assets are stated at cost (or deemed cost) less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, and dismantling, restoration and borrowing costs capitalised where these are applicable.

i) Land & buildings

These include freehold and leasehold buildings and offices. Land and buildings are stated at cost less accumulated depreciation and impairment losses if applicable.

ii) Plant and machinery and fixtures, fittings, tools and equipment

Plant and machinery and fixtures, fittings, tools and equipment are stated at cost less accumulated depreciation and impairment losses if applicable.

iii) Depreciation and residual values

Depreciation is provided on all tangible fixed assets at rates calculated to write down each asset to its estimated residual value by equal annual instalments over their expected useful lives. The periods generally applicable are:

Freehold property	over periods up to 50 years
Leasehold property	over the life of the lease
Plant and machinery	5 to 10 years
Fixtures and fittings	10 years

No depreciation is provided on plant under construction.

The carrying value of tangible fixed assets is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Notes to the financial statements

For the year ended 31 December 2022

3. Accounting policies (continued)

Stock

Stock is valued at the lower of cost and estimated selling price less costs to complete and sell. Stock is recognised as an expense in the period in which the related revenue is recognised.

In determining the cost of raw materials, finished goods and goods for resale, the FIFO (first-in, first-out) method is used. Cost includes the purchase price, including taxes and duties and handling directly attributable to bringing the stock to its present location and condition. The cost of manufactured finished goods and work in progress includes design costs, raw materials, direct labour and other direct costs and related production overheads (based on normal level of activity) where applicable.

At the end of each reporting period stock is assessed for impairment. Provision is made for obsolete and slow moving items and this is charged to the profit and loss account.

Research and development expenditure

Research and development expenditure includes resource cost (measured by time spent and including an apportionment of overheads) and relevant project materials, where incurred in relation to approved programmes. Currently all these costs are charged to Profit and loss in the period incurred.

Leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Rental charges applicable to operating leases are taken to the profit and loss account on a straight-line basis over the period of the lease.

Provisions and contingencies

i) Provisions

Provisions are recognised when the company has a present, legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the likely cost can be estimated reliably.

ii) Contingencies

Contingent liabilities are not recognised. These arise as a result of past events when 1) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or 2) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised, but are disclosed in the financial statements when an inflow of economic benefits is probable.

Impairment of non-financial assets

At each balance sheet date non-financial assets not carried at fair value are assessed to determine whether there is indication that the asset may be impaired. If there is such an indication the recoverable amount of the asset is compared to the carrying amount of the asset.

The recoverable amount of the asset is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's continued use. These cash flows are discounted using the pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit and loss account, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the profit and loss account.

Notes to the financial statements

For the year ended 31 December 2022

3. Accounting policies (continued)

Impairment of non-financial assets (continued)

If the recoverable loss is subsequently reversed, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the profit and loss account.

Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Basic financial assets, including trade and other receivables, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at the market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Basic financial liabilities, including trade and other payables and loans from fellow group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Trade payables 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 payment is due within one year or earlier. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

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

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual liability is extinguished, cancelled or expires.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary share or options are shown in equity as a deduction, net of tax, from the proceeds.

Distributions to equity holders

Dividends and other distributions to shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the company's shareholders. These amounts are recognised in the statement of changes in equity.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expenses.

Notes to the financial statements

For the year ended 31 December 2022

4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and reviewed based on historical experience and other factors, including expectations of future events that are believed to be reasonably foreseeable from current circumstances.

Estimates and assumptions

The company makes estimates and assumptions concerning future events. The resulting accounting estimates can, by definition, only be our best assessment of likely out-turns and will seldom equal the corresponding results. 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.

a) **Bad debt provision**

The annual bad debt provision assessment is sensitive to changes in the situation with the customer. The likelihood of repayment in full of the debtors should be re-assessed annually. A provision is made or amended to reflect the most up to date position with recoverability of debt.

b) **Stock provisioning**

The company designs and manufactures product on some long-lived projects where consistency of output and performance characteristics are crucial to supplier needs. This, in some instances, involves significant amounts of inventory value and foresight around likely long-term demand. As a result it is necessary to consider recoverability of the cost of inventory, and the associated provisioning required. When assessing the adequacy of the inventory provision, management considers the nature, condition and recent usage of the inventory, as well as applying assumptions around saleability of finished goods, and future requirements for raw materials.

5. Turnover

The company's turnover and profit before taxation were all derived from its principal activities. Sales were made in the following geographical markets.

	<i>Year ended</i> <i>31 December</i> <i>2022</i> <i>£000</i>	<i>Year ended</i> <i>31 December</i> <i>2021</i> <i>£000</i>
United Kingdom	3,614	4,453
Other EU countries	6,797	4,349
North America	3,564	4,934
Rest of world	65	268
	<u>14,040</u>	<u>14,004</u>

Notes to the financial statements

For the year ended 31 December 2022

6. Operating profit

This is stated after charging / (crediting):

	<i>Year ended 31 December 2022</i>	<i>Year ended 31 December 2021</i>
<i>Notes</i>	<i>£000</i>	<i>£000</i>
Research and development – expenditure credit	(112)	(85)
Depreciation of tangible assets	349	369
Operating lease rentals – plant and equipment	132	109
Impairment of trade receivables	(35)	(238)
Net exchange loss/(gain)	10	161
Research and development	336	473
Auditors' remuneration – audit fees	55	50

7. Employees and directors

	<i>Year ended 31 December 2022</i>	<i>Year ended 31 December 2021</i>
<i>Notes</i>	<i>£000</i>	<i>£000</i>
Wages and salaries	4,300	3,646
Social security costs	461	365
Other pension costs	19 480	425
Staff costs	<u>5,241</u>	<u>4,436</u>

In addition to the above, the company incurred £255k (2021: £116k) in respect of restructuring costs.

The average monthly number of employees (including executive directors) during the years were:

	<i>Year ended 31 December 2022</i>	<i>Year ended 31 December 2021</i>
	<i>No.</i>	<i>No.</i>
Administration	23	17
Manufacturing	120	114
	<u>143</u>	<u>131</u>

Notes to the financial statements

For the year ended 31 December 2022

7. Employees and directors (continued)

The directors' emoluments were as follows:

	2022	2021
	£000	£000
Directors' remuneration (including benefits in kind)	103	177
Contributions to money purchase pension schemes	5	12

Of the above remuneration MJ Howchin, K Dunne and N Snowdon received combined remuneration of £108,000 apportioned to this company (2021: MJ Howchin, IM Skiggs received combined remuneration of £189,000).

The number of directors accruing benefits under pension schemes were:-

	2022	2021
	No.	No.
Money purchase schemes	3	2

No director was a member of a defined benefit pension scheme to which the company contributes in either the current or preceding year. No director received shares for their qualifying services to the company or exercised share options, in either the current or the preceding year. No director exercised share options awarded from other group companies in either the current or the preceding year.

R Sorelle is an employee and remunerated by other group undertakings. It is considered that the level of their qualifying services to the company is negligible compared to their main roles. There are no management charges from these group undertakings for their services. Consequently, they determine that, given the level of the services required, their remuneration for qualifying services is £nil (2021: £nil).

8. Interest receivable and similar income

	<i>Year ended</i> 31 December 2022	<i>Year ended</i> 31 December 2021
	£000	£000
Interest receivable	6	-
	<u>6</u>	<u>-</u>

9. Interest payable and similar expenses

	<i>Year ended</i> 31 December 2022	<i>Year ended</i> 31 December 2021
	£000	£000
Bank overdraft and loan interest	1	1
	<u>1</u>	<u>1</u>

Notes to the financial statements

For the year ended 31 December 2022

10. Tax on profit

(a) Tax on profit for the year

The tax charge is made up as follows:

	<i>Year ended 31 December 2022 £000</i>	<i>Year ended 31 December 2021 £000</i>
Current tax:		
UK corporation tax on profit for the year	27	241
Adjustment in respect of prior years	(2)	(3)
Total current tax charge for the year	<u>25</u>	<u>238</u>
Deferred tax: (note 10(c))		
Origination and reversal of timing differences	46	25
Effect of rate change	-	56
Adjustment in respect of prior years	3	(3)
Derecognition of deferred tax asset	506	-
Total deferred tax	<u>555</u>	<u>78</u>
Tax on profit for the year (note 10(b))	<u><u>580</u></u>	<u><u>316</u></u>

(b) Factors affecting the tax charge for the year

The tax assessed for the year is higher (2021: higher) than the standard rate of corporation tax in the UK of 19.00% (2021 – 19.00%). The differences are explained below:

	<i>Year ended 31 December 2022 £000</i>	<i>Year ended 31 December 2021 £000</i>
Profit before taxation	<u>389</u>	<u>1,447</u>
Profit multiplied by standard rate of corporation tax in the UK of 19.00% (2021 – 19.00%)	74	275
Effects of:		
Expenses not deductible for tax purposes	3	5
Effect of rate change	11	56
Tax incentives	(15)	(14)
Adjustment in respect of prior years	1	(6)
Derecognition of deferred tax asset	506	-
Tax charge for the year (note 10(a))	<u><u>580</u></u>	<u><u>316</u></u>

Notes to the financial statements

For the year ended 31 December 2022

10. Tax on profit (continued)

(c) Deferred taxation

The movement in the deferred tax account during the year was as follows

	<i>Year ended 31 December 2022 £000</i>
At 31 December 2021 – liability/(asset)	235
Charged to statement of income and retained earnings during the year - note 10(a)	49
Above the line R&D credit	(18)
Acquired on business combination	(506)
Derecognition of deferred tax asset	506
At 31 December 2022	<u>266</u>

The amounts provided for deferred taxation are set out below

	<i>2022 £000</i>	<i>2021 £000</i>
Depreciation in excess of capital allowances	385	235
Trading losses	(40)	-
RDEC step 2 restriction	(18)	-
RDEC step 2 carried forward	(61)	-
Deferred tax liability/(asset)	<u>266</u>	<u>235</u>

Unprovided deferred tax assets relating to tax losses amounted to £506k. There are no other amounts of unprovided deferred tax.

(d) Factors that may affect future tax charges

The UK headline corporation tax rate for the year was 19% (2021: 19%). In the Spring Budget of 2021, the UK Government announced that from 1 April 2023 the rate of corporation tax will increase from 19% to 25%. This rate was substantively enacted on 24 May 2021. Therefore, deferred tax assets and liabilities have been calculated at a rate of 25% (2021: 25%).

Notes to the financial statements

For the year ended 31 December 2022

11. Tangible assets

	<i>Freehold property</i> £000	<i>Leasehold property</i> £000	<i>Plant and machinery</i> £000	<i>Fixtures and fittings</i> £000	<i>Plant in course of construction</i> £000	<i>Total</i> £000
Cost:						
At 31 December 2021	585	796	8,939	738	212	11,270
Additions	-	81	244	-	37	362
Transfers	-	59	153	-	(212)	-
Arising on business combinations		311	545	13	75	944
Disposals	-	-	(47)	-	-	(47)
At 31 December 2022	585	1,247	9,834	751	112	12,529
Accumulated depreciation:						
At 31 December 2021	556	579	7,545	724	-	9,404
Charge in the year	3	39	304	3	-	349
Disposals	-	-	(47)	-	-	(47)
At 31 December 2022	559	618	7,802	727	-	9,706
Net book amount:						
At 31 December 2022	26	629	2,032	24	112	2,823
At 31 December 2021	29	217	1,394	14	212	1,866

12. Stocks

	2022 £000	2021 £000
Raw materials	3,363	1,059
Work in progress	3,293	780
Finished goods and goods for resale	187	280
	6,843	2,119

There is no significant difference between the replacement cost of the inventory and its carrying amount. Stocks are stated after provisions for impairment of £5,477k (2021: £2,999k).

Notes to the financial statements

For the year ended 31 December 2022

13. Debtors

	2022	2021
	£000	£000
Trade debtors	3,506	4,663
Amounts owed by group undertakings:		
– Parent undertakings	7,043	6,312
– Fellow group undertakings	578	144
Corporation tax	823	69
Other debtors	257	43
Prepayments and accrued income	245	191
	<u>12,452</u>	<u>11,422</u>

Amounts owed by group undertakings are unsecured, and have no fixed date of repayment and are repayable on demand.

Trade debtors are stated after provisions for impairment of £13,000 (2021: £46,000).

14. Creditors: amounts falling due within one year

	2022	2021
	£000	£000
Trade creditors	1,330	239
Goods Received Not Invoiced	340	128
Amounts owed to group undertakings:		
– Parent undertakings	5,334	368
– Fellow group undertakings	8,926	9,994
Other taxation and social security	195	185
Accruals and deferred income	2,928	408
	<u>19,053</u>	<u>11,322</u>

Amounts owed to group undertakings are unsecured and have no fixed date of repayment and are repayable on demand.

Notes to the financial statements

For the year ended 31 December 2022

15. Provision for liabilities

	<i>Deferred taxation</i> £000	<i>Dilapidation provision</i> £000	<i>Warranty provisions</i> £000	<i>Total</i> £000
At 31 December 2021	235	-	-	235
Charged to statement of income and retained earnings during the year	31	-	-	31
Acquired on business combination	(506)	935	34	463
Derecognition of deferred tax asset	506	-	-	506
At 31 December 2022	266	935	34	1,235

The dilapidation provision is expected to remain in place until the termination of the property lease. The current lease terminates in 2026.

Warranty provisions are based on specific product warranties given, and past experience of the frequency and costs of consequent repairs to returned product.

Details of deferred tax liabilities are shown in Note 10.

Notes to the financial statements

For the year ended 31 December 2022

16. Acquisition of trade and assets

On 31 December 2022, the company acquired the trade and assets of API Microwave Limited, a fellow group company.

The acquisition has been accounted for under the merger accounting method, whereby the underlying net assets of the company were acquired at book value.

Recognised amounts of identifiable assets acquired, and liabilities assumed

	Book Value £000
Tangible fixed assets	944
Fixed Assets	944
Stock	3,572
Debtors	10,413
Cash	943
Total Assets	15,872
Liabilities due within one year	(6,558)
Provisions	(463)
Total identifiable net assets	8,851

Consideration

Intercompany debt	8,851
Directly attributable costs	-
Total purchase consideration	8,851

Cash flow on acquisition

There was £Nil cash outflow as a result of the acquisition.

The results attributable to the business acquisition since the date of acquisition are as follows:

	Current period since acquisition £
Turnover	-
Profit for the year	-

Notes to the financial statements

For the year ended 31 December 2022

17. Called up share capital

<i>Allotted, called up and fully paid</i>	<i>No.</i>	<i>2022</i>		<i>2021</i>	
		<i>£000</i>	<i>No.</i>	<i>£000</i>	<i>£000</i>
Ordinary shares of £1 each	2,560,000	<u>2,560</u>	2,560,000	<u>2,560</u>	

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

As noted in the Statement of changes in equity, the company paid no dividends during the year (2021: £Nil).

18. Capital and other commitments

At 31 December, the company had the following capital commitments:

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Contracts for future capital expenditure not provided in the financial statements – Property, plant and equipment	<u>98</u>	<u>214</u>

The company had the following future minimum lease payments under non-cancellable operating leases as set out below:

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Operating leases which expire:		
Not later than one year	341	74
Later than one year and not later than five years	796	7
Later than five years	41	43
	<u>1,178</u>	<u>124</u>

The company had no other off-balance sheet arrangements.

19. Pensions

The company operates a group personal pension plan for employees. This is a defined contribution pension scheme whose assets are held in an independently administered fund. The pension cost charge represents contributions payable by the company to the Plan and amounted to £480,164 (2021 – £425,215).

At 31 December 2022 there were no outstanding pension contributions in relation to the year (2021 – £Nil).

Notes to the financial statements

For the year ended 31 December 2022

20. Contingent liabilities

	2022	2021
	£000	£000
H M Revenue and Customs	10	10

The liability in respect of H M Revenue and Customs represents a VAT bond entered into by the company.

The net total VAT position at 31 December 2022 was an asset of £207,142 (2021 – liability of £63,969).

21. Reserves

Profit and loss account

The profit and loss account holds the retained earnings of the company, after the deduction of any dividends paid in the period.

22. Ultimate parent undertaking and controlling party

At 31 December 2022 the immediate parent undertaking of the company is RF2M Ltd which owns 100% of the issued ordinary share capital of Spectrum Control Ltd (formerly known as API Microelectronics Limited). On 8th November 2023, API Technologies UK Limited became the company's immediate parent undertaking.

The ultimate parent undertaking and controlling party is considered to be API Holdings I Corp, a company incorporated in Delaware, USA. This is the largest group into which the results of RF2M Ltd are consolidated.

Spectrum Control Ltd results are incorporated into the consolidated financial statements of API Technologies (UK) Limited, the ultimate UK-domiciled entity. Copies of these are available from the Registered Address on page 1.

23. Post balance sheet event

On February 1st 2023 the company announced a restructuring proposal to streamline operations at the Great Yarmouth and Milton Keynes facilities. All departments across the two sites were impacted with a reduction of up to 50 positions.

To achieve these savings manufacturing processes from the Milton Keynes production facility have been transferred to the Great Yarmouth based facility, synergies realised through higher operational utilisation and lower costs will enable the business to invest in new resources, further enhancing the firm's competitive advantage.

At the same time a best-in-class customer facing Research and Development facility has been established at a new location in Milton Keynes, enabling the business to consolidate engineering development and R&D resources. Being located in close proximity to many of Spectrum Control's customers, development partners and suppliers will enable the business to accelerate delivery of innovative new technologies and products. The Directors estimate total restructuring costs in 2023 as a result of this to be £1.6m which are relating to staff redundancies and property and equipment relocations.