



Registered number 01885075

Annual report and financial
statements

For the year ended 30 June 2023

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Directors and advisers

Directors

N F Rogers (Executive Chairman)
M Segal (Chief Financial Officer)
R E Maughan (Business Development Director)
R J Westhead (Non-Executive Director) ^(1, 3)
S Parker (Non-Executive Director) ^{(1) (2) (3)}

1 Member of the Audit and Risk Committee

2 Appointed 1 May 2023

3 Member of the Remuneration Committee

Company Secretary and Registered Office

M Segal
1 Landscape Close
Weston-on-the Green
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Oxfordshire
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Auditor

Cooper Parry Group Limited
Statutory Auditor
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Bankers

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Nominated Adviser & Broker

Allenby Capital Limited
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Registrars

Neville Registrars Limited
Neville House
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Halesowen
B62 8HD

Registration Number 01885075

Financial Highlights

- Revenue up 34% to £3.53m (FY22: £2.63m)
- iTrack royalty increased 29% to £2.01m (FY22: £1.56m)
- Translogik probe revenue up 17% to £1.03m (FY22: £0.88m)
- SAWsense revenue up 146% to £0.49m (FY22: £0.20m) with further substantial increases in activity from prospective customers
- Adjusted profit before taxation of £1.09m (FY22: £0.27m) *
- Earnings per share up more than 64% to 8.81 pence (FY22: 5.36 pence)
- Cash and cash equivalents at year end of £0.98m (FY22: £1.06m)
- Completed share buybacks of £0.40m (FY22: £0.30m)
- Distributable reserves at year end of £2.90m (FY22: £1.20m)

*Before exceptional administrative expenses

Chairman's Statement for the year ended 30 June 2023

The Company has again delivered good growth and reports another year of positive results, which in turn provides a strong base for the continuing momentum across all business segments and thereby maintaining a healthy future outlook.

Business strategy

The business strategy of the Company remains to develop innovative sensing solutions across a range of applications, which are commercialised either through the launch of products and services to customers or by forming strategic alliances with partner organisations. Value is realised through a combination of commercial income, royalties, licensing income and capital gains on disposals.

There are currently two active business segments: Translogik and SAWsense. Translogik develops and supplies smart, connected tyre monitoring equipment for the commercial truck and bus market, and SAWsense designs and supplies advanced sensor solutions for accurate non-contact measurement of torque, force, pressure and temperature for aerospace, electric motors and drives (EMD), industrial machinery and high performance automotive sectors. In addition, the company earns residual royalty income from iTrack, a system developed by the company for monitoring mining haul tyre performance which was licenced to Bridgestone Corporation for a ten year period expiring in 2030.

Progress in the development of each of these segments during the year and plans for the future are discussed in the Operating and Financial Review on pages 7 to 12.

The directors consider that there are positive market drivers across all of our key target market sectors which provide ample opportunity to expand both businesses, despite current uncertain economic conditions. We are investing in technology, equipment and human resources across both active business segments in order to secure greater access to the target markets and build strategic and sustainable long term shareholder value.

Financial overview

Results for the year were again in line with expectation with revenue up by more than one third and adjusted profit before taxation up fourfold. Earnings per share (EPS) was up 64% and adjusted EPS before exceptional costs nearly double. It was particularly pleasing to note that Translogik and SAWsense made a combined positive contribution to the company's earnings in the second half of the year; an important step towards full financial self-sufficiency without reliance on residual royalty income.

The financial position continued to strengthen with net assets increasing to £4.19m or 28 pence per share (FY22: £3.09m and 19 pence respectively), and available cash resources were broadly unchanged at £0.98m (FY22: £1.06m). The company bought back shares for treasury at a cost of £0.41m during the year, to add to the £0.30m purchased in the prior year, with distributable reserves closing at £2.20m (FY22: £1.20m).

The directors are confident that the company has the financial resources necessary to continue to fund expected growth in the business, invest for the future, and consider further returns to shareholders.

Corporate Governance, board structure and composition

The directors are committed to the framework and principles of the QCA Corporate Governance Code ("the Code") and seek to apply these wherever this is practicable. Full application of the Code, with the implications that this may have on board and compliance costs, is counterbalanced by the scale of the Company and the relatively low risk profile of its operations.

The board currently comprises the Executive Chairman, two independent non-executive directors, and two executive directors with responsibility for finance and business development respectively.

In May 2023, Stephen Parker joined the board as an independent non-executive director. He is a highly experienced board director with an enviable track record of leading and advising businesses across the technology, automotive and transportation sectors. The company has already benefited greatly from his expertise and judgement, and I am grateful for his valuable support.

Chairman's statement (continued)

Rodney Westhead has indicated that he intends to retire from the board following the appointment of an appropriate independent non-executive director and chair of audit committee to replace him. He has served as a director since 2007 and has made an invaluable contribution over many years, especially more recently as the commercialisation of SAW technology has come to the forefront of the company's strategy. The directors intend to appoint a suitable successor during the current financial year.

The directors maintain constructive dialogue with major shareholders on the development of the business and associated governance matters and will continue to ensure that any feedback is addressed promptly and effectively. Furthermore, there are opportunities for regular engagement with all shareholders with full details set out on the company's website.

Distribution policy

Since February 2022, when the Company first announced the commencement of a programme to conduct market purchases of ordinary shares of 10 pence each in the Company, a total of 935,356 ordinary shares have been acquired for treasury at an average price of 80 pence each (including 40,000 post year end).

During the financial year the share price fluctuated between 48.5 pence and 95.5 pence, and averaged approximately 80 pence. The directors continue to view the Company's shares as undervalued at this level, and will execute further market purchases when suitable opportunities arise, subject to the renewal of shareholder approval for such action at the upcoming Annual General Meeting.

The board has given careful consideration to the relative merits of share buybacks as an alternative form of distribution over the payment of dividends. On balance, share buybacks are considered to be more flexible and tax efficient, and are the preferred mechanism for the majority of shareholders by both number and value. Accordingly, the directors do not recommend the payment of a dividend at the present time.

Current trading and outlook

In the first two months of trading since the end of the financial year revenues have increased year on year by 16%, and the commercial pipeline in both Translogik and SAWsense continue to expand.

Royalties from iTrack have increased almost fourfold since inception in 2020, and with seven years of the licence to run it is expected to provide more than sufficient cash income to enable further significant investment in both SAWsense and Translogik and deliver strong returns to shareholders.

We have visibility of several exciting growth opportunities for Translogik and are now adding an experienced and successful business development leader with sole focus on the delivery of greater scale and reach.

There has been a rapid expansion of market awareness at SAWsense, and an increasing intensity of funded development projects. Taken together with the potential to add depth, breadth and longevity to the intellectual property portfolio of this segment, the directors are confident of achieving a financially self-sustaining business model with substantial strategic value.

We now believe that we have built a dynamic leadership group within the executive team, with the requisite skills, experience and networks to deliver further step changes in results in coming years.

Nigel Rogers

Executive Chairman

22 September 2023

Strategic Report

Operating and Financial Review

Results for the year

Revenues for the year increased by 34% to £3.53m (FY22: £2.63m), with SAWsense up 146% and Translogik up 17%. Royalty income from iTrack increased by 29%, reflecting an expected improvement in the second half of the year. Gross margin improved to 87% of revenue (FY22: 85%) amounting to £3.05m (FY22: £2.23m).

Administrative expenses increased a modest amount to £2.09m (FY22: £1.97m), before exceptional severance costs of £0.22m. Earnings before Interest, Taxation, Depreciation and Amortisation (EBITDA) adjusted for the charge for exceptional costs and share-based payments was £1.40m (FY22: £0.62m), and the adjusted net profit before taxation (excluding exceptional costs) was £1.09m (FY22: £0.27m).

There was a credit for taxation of £0.53m (FY22: £0.61m) arising from the increase in the deferred taxation asset relating to the use of previous years' tax losses in the future, reflecting a future forecast period of two years which is in line with the basis adopted in the prior year. In total, the Company has UK tax losses available to carry forward at 30 June 2023 in excess of £21m, which are available for offset against future profits subject to HMRC agreement, of which approximately £4.70m is currently recognised for deferred taxation purposes (FY22: £2.58m).

The resulting net total comprehensive income attributable to equity shareholders was £1.40m (FY22: £0.88m) resulting in earnings per share (EPS) of 8.81 pence (FY22: 5.36 pence).

The adjusted EPS before exceptional administrative costs was 10.20 pence.

Mid-term financial goals 2023-28

Mid-term financial goals for the Company's businesses were last set out in June 2020, immediately following the completion of the iTrack licence with Bridgestone. Since that time, financial results have been in line with or ahead of our expectations.

The directors now consider it an appropriate time to set out new mid-term goals for the company for the period 2023 to 2028. During this period it is anticipated that the iTrack licence income will continue to show healthy growth before reaching a peak in the year ending 30 June 2025. The increase in the number of installations thereafter is unlikely to fully offset the reduction in the unit royalty rate, and the annual royalty in the year to 30 June 2026 is expected to reduce to a level comparable with the year ended 30 June 2023.

The directors are confident that prospects in each of the two active business segments will be such that the Company can maintain the overall level of profitability and earnings despite any reduction in the level of iTrack royalty revenues.

Segmental review

Translogik tyre monitoring

Our range of tyre monitoring equipment marketed under the Translogik brand generated revenue of £1.03m; an increase of almost 17% over the prior year (FY22: £0.88m), and the segmental result was up by 17% to £0.42m (FY22: £0.36m).

The road haulage and transport logistics sector continues to experience strong volume growth yet is also subject to intense competitive pressure to reduce unit costs and optimise asset utilisation. In parallel, however, operators are subject to increasing road safety regulations, including the mandatory use of tyre pressure monitoring systems (TPMS) in the EU from 2024 and the US from 2028. These add to the existing regulations for mandatory vehicle inspections and digital record keeping, and the increasing adoption of radio frequency identification tags (RFID) for tyre inventory management.

Strategic Report (continued)

All of these challenges can be managed efficiently through the use of Translogik tyre monitoring equipment, which digitises key tyre data to integrate into a fleet management platform. We have a robust blue chip customer base of global tyre manufacturers upon which to build, lending credibility to the effectiveness and reliability of our equipment.

The directors estimate that there is an addressable market for fleet management tools exceeding US\$25m per annum, and this leads us to believe that Translogik provides the capacity to accelerate segmental revenue in the next three to five years. Accordingly, we have recently secured the appointment of a dedicated business development director to lead this activity who has the breadth of knowledge and established network of contacts to deliver step change when he takes up this new role shortly.

SAWsense

SAWsense revenues more than doubled to £0.49m (FY22: £0.20m) and with operating overheads almost unchanged the net loss (before exceptional costs) for the segment reduced by 33% to £0.55m (FY22: £0.82m). During the year, changes were implemented to the segmental management structure to better align the senior team to customer needs, which is now led by Ryan Maughan as Business Development Director and Andy Bullock as Technical Director.

Our market approach for SAW technology continues to focus on four sectors in which there are applications with clear differentiated benefits, and we have made good progress in each during the year.

Target market sectors for SAWsense:

Aerospace

The aerospace sector is undergoing a period of profound change driven by the need to reduce the environmental impact of air travel, and opportunities to expand the sector through new and innovative platforms for electrified urban air mobility (UAM). This has created intense development activity by established market leaders and new entrants, focused on developing cleaner and more efficient conventional aircraft, and on the feasibility of new propulsion systems including all-electric, hybrid electric and hydrogen fuel cell technology.

In the past twelve months, we have doubled the number of potential customers with whom we are working to introduce SAW technology into aerospace applications from seven to fourteen. These include GE Aerospace, to whom we have granted existing licences, and Parker Meggitt who are subject of a Memorandum of Understanding signed in September 2022 with the shared intention of agreeing terms for a licence before the end of 2023. Discussions with Parker Meggitt are ongoing, and a further update will be provided in due course. In addition, there are several other potential customers in this sector whose involvement is covered by confidentiality agreements. The case for using SAW torque sensing has been proven for helicopter engines, and there are now live development activities for use in electric actuator force and torque control, and torque in hybrid generation systems and advanced open rotor engines. In addition, there are other opportunities to introduce SAW for use in electric propulsion motors for aerospace applications, as well as torque, pressure and/or temperature measurement for a variety of other airframe and propulsion systems.

The aircraft sensor market was estimated to be valued at US\$4bn in 2021, with forecast compound annual growth at a rate of 8% in the period to 2028. The directors believe that a realistic goal for annual revenue from development, engineering services and component supply into this sector by SAWsense could lie in the range US\$5-10m by 2030.

Industrial Machinery (including Off-Highway Vehicles and Robotics)

The use of SAW sensing technology for torque and/or temperature can improve accuracy, efficiency and power distribution in industrial machinery ranging from robots to agricultural equipment. Enhanced sensing is also required to enable more autonomous operation of machinery.

Strategic Report (continued)

During the year, SAWsense technology underwent rigorous trials by a major producer of agricultural machinery. The project was completed on schedule and validated the accuracy and reliability of the resulting data. Whilst this is expected to strengthen the business case for the use of SAW, this was an advanced research and technology program and work continues to explore production applications for the technology. A number of other off-highway OEM's have also expressed interest, and are at an early stage of engagement in information exchange under NDA. We believe that the addressable market for torque and temperature sensors in this sector exceeds US\$25m per annum.

The global market for force and torque sensors for industrial robotics was estimated to be worth US\$300m in 2022, and was forecast to grow to more than US\$650m by 2028. Engagement with a select group of leading companies in this industry indicates that SAW technology can provide an improved way to measure torque and temperature in a robotic system, increasing the speed and accuracy of the robot by reducing joint flex and motor jitter. This in turn offers increased load capacity and productivity, because of this we believe that this valuable differentiation results in more than US\$50m per annum of the robot torque sensor market to be addressable by our technology by 2028.

Motorsport and high-performance vehicles

SAWsense continues to work closely in the premium motor sport sector with our joint collaboration agreement partner, McLaren Applied. During the year, use of SAW was extended beyond its roots in IndyCar to the Le Mans Daytona Hybrid series of endurance racing. There are further opportunities to extend to additional championships at proposal stage, with the outcome expected in the final quarter of 2023.

SAW has proven to be more accurate and reliable than competitor systems, and offers a lower lifecycle cost to event organisations and race teams. Whilst motorsport is a niche sector, we estimate that the addressable market for motorsport torque measurement exceeds US\$25m per annum and believe that there are unique characteristics in our technology to be successful.

Success in these motor sport applications demonstrates the performance and reliability of the technology in harsh operating conditions.

Electric Motors and Drives (EMD)

The drive to reduce global dependency on fossil fuels is heavily dependent on the development and commercialisation of efficient electric motors and drives across a broad range of transport and industrial applications. Using SAW technology offers access to real-time torque and temperature data to improve performance, efficiency, range and functional safety, and provides opportunity to reduce material costs, particularly of rare earth materials in permanent magnet motors.

Unlike our other key target sectors, the use of real time torque data to control electric motors and drives is not common practice, and instead controls are reliant upon traditional torque estimation methods with roots going back decades. During the year we have contracted a leading engineering consultancy to carry out a program of simulation work to demonstrate the benefits of using real time actual torque in the control loop, with good results.

In the current year, these findings will be expanded by conducting live trials on a demonstration test rig, and we anticipate that this activity will generate opportunities to expand our intellectual property portfolio further and to build a platform for commercial advancement.

Business development activities

Throughout the year there has been an increasing volume of inbound enquiries across all of our main target markets, mostly driven by the increased awareness of the benefits of our technology from marketing assets such as on-line video content, conference presentations and trade show attendance. Discussions with Parker Meggitt are ongoing, a further update will be provided in due course. There are several other potential customers in this sector whose involvement is covered by confidentiality agreements.

Strategic Report (continued)

Enquiries are carefully vetted, and those which meet our qualification criteria enter a standardised process through a number of stage gates. Passage through this mechanism can take several months before reaching agreement on a funded development project to instrument a demonstration unit and carry out

performance assessment. Beyond that, there are many other factors to evaluate (including for example productionisation methods, supply chain and associated cost) before customers are ready to commit to full scale commercial implementation.

Overall, it is realistic to expect that achieving volume production in highly regulated markets such as aerospace and automotive will take three to five years, during which period customers will have the capacity and willingness to fund further development work.

This process has been underway for more than one year, and progress has been made both in the number of active qualified enquiries (which has more than doubled from 24 to 57), and the depth of engagement indicated by moving to towards funded development (which has also doubled from 6 to 13). Full details are as follows:

Status of potential customers by sector as at September 2023 (September 2022)

| | Aerospace | Electric Motors & Drives | Industrial Machinery | Performance Automotive | Total |
|--|------------------|-------------------------------------|-----------------------------|-------------------------------|----------------|
| Stage 4 - Contracted | 1 (1) | 0 (0) | 0 (0) | 1 (1) | 2 (2) |
| Stage 3 – Contract under negotiation | 2 (1) | 0 (0) | 0 (0) | 0 (0) | 2 (1) |
| Stage 2 – In development | 1 (1) | 3 (1) | 1 (1) | 1 (0) | 6 (3) |
| Stage 1a – Development project in planning | 3 (0) | 2 (2) | 1 (1) | 1 (0) | 7 (3) |
| Stage 1b – Active enquiry | 7 (4) | 24 (8) | 8 (3) | 1 (0) | 40 (15) |
| Total | 14 (7) | 29 (11) | 10 (5) | 4 (1) | 57 (24) |

iTrack royalty income

Royalty income from iTrack generated income of £2.01m during the year, representing an increase of 29% over the prior year (FY22: £1.56m). By the end of the year, the installed base had risen to almost four times that which prevailed at the outset of the licence, and the annualised royalty run rate had increased to \$2.92m, compared with \$2.26m, representing a 29% increase over the prior year.

Bridgestone Corporation, Japan, continues to indicate that iTrack is a key strategic component of their mobility solutions business and express confidence in the future growth potential for this technology.

Financial position and cash flow

The Company's financial position strengthened further during the year with net assets increasing to £4.19m at 30 June 2023 (FY22: £3.09m) as a result of the retention of net profits after taxation. Net available cash balances amounted to £0.98m at the year end (FY22: £1.06m), and the final quarter royalty income on iTrack receivable on 31 July 2023 stood at £0.54m (FY22: £0.47m).

Net cash generated from operations amounted to £0.65m (FY22: £0.41m). This was re-invested in capital expenditure of £0.26m (FY22: £0.10m) and in the share buy-back programme during the year totaling £0.41m (FY22: £0.30m). The directors anticipate that the Company will continue to be cash generative for the foreseeable future and will accumulate further cash balances well in excess of the ongoing and any proposed new buy-back programme.

Strategic Report (continued)

Going concern

The Company meets its day to day working capital requirements through existing cash reserves and does not currently require an overdraft or other borrowing facility. The directors have prepared cash flow forecasts for the period to 30 June 2025 which indicate that there is a reasonable expectation that the Company will continue to operate within current and future cash resources throughout this period. Accordingly, these financial statements have been prepared on the going concern basis.

Key Performance Indicators

The following KPIs are some of the tools used by management to monitor the performance of the operating business. In addition to the KPIs, the statement of financial position and cash flow analysis are reviewed at monthly Board meetings.

| KPIs | | |
|--|-------|-------|
| | FY 23 | FY 22 |
| Turnover - (£m) | 3.53 | 2.63 |
| Adjusted EBITDA – (£m) * | 1.40 | 0.62 |
| EBT - (£m) | 0.87 | 0.27 |
| EPS - attributable to shareholders (Pence) | 8.81 | 5.36 |
| Closing share price (Pence) | 86.5 | 62.5 |
| Net cash generated in operations (£m) | 0.65 | 0.41 |
| Closing cash balance (£m) | 0.98 | 1.06 |
| Cash per Share (Pence) ** | 6.2 | 6.6 |
| Consolidated Net Assets (£m) | 4.31 | 3.09 |
| Net Assets/Share (Pence) ** | 27.85 | 19.30 |
| Market Capitalisation at year end (£m) ** | 13.44 | 10.00 |
| Shares in issue (million) ** | 15.5 | 16.0 |

Strategic Report (continued)

*Adjusted EBITDA excludes the charge for share based payments £0.10m (2022: £0.10m) and exceptional administrative expenses £0.22m (2022: £0m).





**Based on free shares in issue of 15,542,384 (2022: 16,003,740). Free shares are calculated based on the total issued share capital of 16,437,740 less Treasury shares of 895,356.

Principal risks and uncertainties

Risk management is essential as part of the management process. Regular reviews are undertaken to assess the nature and magnitude of risks faced and the manner in which they may be mitigated. Where controls are in place, their adequacy is monitored.

| Risk and Uncertainty | Details of Risk & Impact | Mitigation | Year on Year change in risk FY 23 | Year on Year change in risk FY 22 | Year on Year change in risk FY21 |
|--|--|--|-----------------------------------|-----------------------------------|----------------------------------|
| Suppliers and Raw Materials | Due to a combination of worldwide events, the latest being the continued conflict in Ukraine, lead times for acquiring stock for our products and services remains challenging. | The Company has increased inventory levels and has experienced a greater availability of electrical components towards the end of the current financial year and has seen lead times drop by over 50%. | ↓ | ↔ | ↑ |
| Foreign currency fluctuation | The Royalty income from Bridgestone is payable in USD and a substantial proportion Translogik sales are made outside the UK. The major currency exposure is to USD. | The Board regularly review the key foreign exchange rates (USD & Euro) and during the year, as the dollar has strengthened, hedged against detrimental movements. During the course of the financial year the USD against the GBP has ranged from 1.08 to 1.28 (18.5% movement). The hedging has mitigated the impact by around £0.04m. | ↓ | ↓ | ↔ |
| People | An experienced and knowledgeable team is essential to continually develop complex products for customers to be used in demanding markets. The market for skilled staff is extremely competitive and a failure to recruit and retain suitably qualified staff could impact the Company's ability to develop and deliver services and product. | Providing the existing team with good training and incentives is a key priority for the business and has been instrumental in retaining key staff. The recruitment and development of new employees, when required, is done so by experienced staff to ensure the correct calibre of individual is identified. During the course of the of the financial year the Company identified senior roles that were effectively redundant going forward and a restructuring of the team is ongoing. | ↔ | ↔ | ↔ |
| Global Companies and Competition | Many of the customers of Transense are major global companies . The impact on Transense dealing with customers of this size is that invariably the time from initial discussions to receiving a PO can be far longer than the usual business transaction cycle between SME's. | Whilst in the past the delay in PO's could have been critical to the Company's cash flow the Board consider the Company is sufficiently funded to endure the long lead times between initial discussions and PO's with Global businesses. | ↔ | ↓ | ↔ |
| Commercialisation and Development of New Products | Following the disposal of the iTrack operating business in June 2020 and the introduction of the modular Translogik TLGX probe range the focus on new products is primarily on SAWsense. The decision making process for the development of new and existing products needs a broad understanding of future industrial needs and then an assessment of the potential return which can be uncertain in the early stages of development. A changing and evolving market place and environment will always present challenges to produce profitable products. | Development spend is regularly planned and reviewed. The Company's understanding of customer needs and expectations is greatly enhanced by working closely with customers on extensive product trials. The Board changes made has enabled the Company to best understand where our opportunities lie and also to best understand the problems of particular markets and technical products. This has resulted in the Company focusing on 4 key areas (aerospace, motorsport, eDrive & robotics) thereby reducing the possibility of investing time and money on non fruitful projects. | ↓ | ↔ | ↔ |

Strategic Report (continued)

| Risk and Uncertainty | Details of Risk & Impact | Mitigation | Year on Year change in risk FY 23 | Year on Year change in risk FY 22 |
|------------------------------|---|--|--|--|
| Intellectual Property | <p>The SAWsense business is centred on the exploitation of the SAW patents with a clear focus on the design and development of technologically advanced products and applications. Investment continues to be made in Development. Following the latest review of our patent portfolio we currently have 17 live granted patents and continue to have significant in house know how. The development of know how is equally applicable to the iTrack system and the Translogik probe.</p> <p>The risk exists that we fail to improve and generate new know how and where possible extend the scope and life of our patents.</p> | <p>We have a strong inhouse development team, and with excellent input from our new Board Members widen our scope of technical abilities. With the assistance of our Patent agents we monitor new third party patent applications, in order to ensure adequate protection for our key intellectual property including registration and avoid infringing third party rights.</p> <p>Development in the form of know how is applied to the Translogik probe adapting it to the needs of OEM and fleet management software systems.</p> |  |  |
| Liquidity | <p>Transense has in the past found it necessary to raise funds to support losses and working capital requirements.</p> | <p>Following the completion of the Bridgestone deal the Company's finances have become substantially stronger and the operating cash flow has become positive. Notwithstanding the stronger financial position the Board review monthly forecast cash flows which look forward between 12 and 24 months to ensure the Company remains liquid throughout that period.</p> |  |  |

By order of the board

Nigel Rogers

Executive Chairman

22 September 2023

Melvyn Segal

Chief Financial Officer

22 September 2023

Environmental, Social and Governance

Transense's commitment to promoting a greener environment continues to be of significant importance to our mission. Our technologies can improve sustainability across the wide variety of markets in which we are present. Transense operates in line with the United Nations 17 Sustainable Development Goals (SDGs); the UN guidelines for member states to ensure they operate in line with its 2030 Agenda for Sustainable Development. As a leading developer of technology, Transense aims to "ensure sustainable consumption and production patterns" aligned with Goal 12 of the SDGs.

Reducing our impact on the environment

Transense has adopted a policy to safeguard the environment and minimize the generation of harmful substances as much as possible. We enable customers to do the same, through the supply of our value added technologies that improve efficiency, optimise performance and reduce emissions.

We operate in line with all relevant environmental legislation and regulatory requirements and train our employees to carry out their duties whilst being mindful of the environment and the Company's concern for it. Transense only uses approved waste disposal contractors to dispose of waste in an environmentally friendly manner, whilst promoting responsible energy use and recycling on site. We encourage and support our suppliers to have sound environmental policies in place.

Our technology is an enabling technology and aims to achieve a positive environmental impact for larger manufacturing companies who wish to use it to improve their products in areas of performance, fuel consumption, predictive maintenance, and unit up time as they work towards net zero emissions.

Social responsibility

The Board of Transense continually aim to manage their business in a socially responsible and ethical manner and act with integrity and behave responsibly as we execute our strategy.

Health and safety

We are committed to operating an environment that promotes Health and Safety (H&S). Our Health and Safety Policy enables employees to perform their work safely and efficiently in line with health and safety law and is reviewed annually with employees consulted before the integration of any new practices.

Employees

People are central to what we do. Transense strives to provide its team with good training and incentives which have been instrumental in retaining and recruiting key employees.

We are continually looking to develop a high performance culture through our recruitment, employee engagement, people development and resource management strategies.

Equal opportunities

The Group is committed to a policy of equal opportunity by which it ensures that all activities are based on merit.

Corporate Governance Statement

The Board is committed to high standards of Corporate Governance as appropriate to the Company's size and activities and sets out below key areas of Corporate Governance. The Board considers it appropriate to adopt the principles of the QCA Code published in April 2018. The extent of compliance with the ten principles that comprise the QCA Code, together with an explanation of any areas of non-compliance, and any steps taken or intended to move towards full compliance, are set out on the company website <https://www.transense.com>.

The Group aims to operate to high standards of moral and ethical behaviour. All members of the Board fully support the value and importance of good corporate governance and their accountability to all of the Company's stakeholders, including shareholders, employees, customers, distributors, suppliers, regulators and the wider community.

The Corporate Governance framework which the Company has set out, including Board leadership and effectiveness, remuneration and internal control, is based upon practices which the Board believes are proportionate to the risks inherent to the size and complexity of Group operations.

Below is a brief description of the role of the Board and its committees, including a statement regarding the Company's system of internal financial control.

The Board of Directors

The following is a list of the full names, positions and ages of the current members of the Board: The business address of each Director is 1 Landscape Close, Weston-on-the-Green, Bicester, Oxfordshire, OX25 3SX.

Nigel Rogers (Executive Chairman) age 62

Nigel qualified as a Chartered Accountant in 1983, spending eight years with PwC before moving into industry. He has over twenty years' experience as a Director of listed businesses, including thirteen years as Group CEO of both AIM listed Stadium Group Plc (2001-2011) and 600 Group Plc (2012-2015). Nigel serves on the Audit committee.

In addition to his responsibilities at Transense, he is also Chairman of Solid State plc (AIM: SOLI) and an independent non-executive director of Surgical Innovations Group plc (AIM: SUN), where he has indicated his intention to step down around the end of 2023.

Melvyn Segal (Chief Financial Officer) age 68

Melvyn is a Chartered Accountant and during his career of 22 years as a senior partner of mid-sized accountancy firm Arram Berlyn Gardner he specialised in business advice, audit and taxation and was involved in the successful sale of the firm's financial services arm. On leaving the profession Melvyn has been active as company finance Director and Non-Executive Director of successful SME's.

Ryan Maughan (Business Development Director) age 44

Ryan is an award-winning engineer and business leader with more than 20 years' experience in the high-performance, heavy-duty and off-highway automotive markets. Prominent in the development of power electronics, electric motors and drives (PEMD) for these demanding applications, he has successfully founded, scaled and sold three businesses in the electric vehicle space. He is currently CEO of eTech49 Limited, an advisory business specialising in disruptive hardware technology in PEMD. In addition, he is Chairman of EV North, an industry group representing the booming electric vehicle industry in the north of England, a Board member of the North East Local Enterprise Partnership and an advisor to a number of corporations.

Corporate Governance Statement (continued)

Rodney Westhead (Non-Executive Director **) age 79

Rodney qualified as a Chartered Accountant in 1967 spending time with PwC and Grant Thornton, the latter including a term as managing partner of the London office. His experience in industry commenced in 1992 at Ricardo Group plc, a major automotive consulting engineering group with annual sales exceeding £200 million, where he was finance Director and subsequently CEO. After leaving Ricardo in 2005 he has had appointments as Chairman of Carter and Carter Group plc, Chairman of Clean Air Power Limited and a Non-Executive Director of AEA Technology plc, Mouchel Plc and ACTA spa. Rodney was a member of council at Brunel University. As stated above Rodney plans to retire during the current financial year.

Stephen Parker (Non-Executive Director*) age 70

Stephen was appointed as a Non-Executive Director in May 2023. Stephen is an experienced automotive and aerospace industry professional and company director, with particular expertise in electric motors and drives. He has previously held senior executive positions at FEV Group, Ricardo plc, Perkins Engines and was a Vice President of A.T. Kearney the global management consulting firm. More recently he is currently Chairman of Evolito an aerospace e-propulsion business and a Non Executive Director of YASA a Mercedes Benz company. He is currently a Pro-Chancellor of Coventry University and was previously Chair of the Board of Governors.

*Member of Audit & Risk and Remuneration committee

** Chair of Audit & Risk and Remuneration committee

Andrew Bullock (Operations and Technical Director – Non Board) age 60

Andy joined Transense in 2022 as Technical Director bringing over 30 years experience of RF & Microwave Engineering design and management from the Space, Defence, Security and Telecommunications industries.

He is experienced in leading R&D and developing new technologies and processes, a manager with proven ability to lead cross functional engineering teams, maximise productivity and increase company profitability. Andy holds Engineering degrees from Leeds University and UCL and a Technology MBA from the OU.

The Board has not adopted a formal process of evaluation, although the Chairman has actively encouraged self-evaluation by all Board members, and sought individual feedback on the conduct and content of Board meetings. The Board will consider whether a more structured approach is required in future.

The Board is satisfied that the current composition provides the required degree of skill, experience and capabilities appropriate to the current needs of the business, and that individual Directors have access to adequate sources of information to update their knowledge as required.

The Board seeks appropriate expert advice where circumstances require such action to be necessary or desirable, for example, by utilising legal advisors and regulatory compliance specialists in transaction work. No Board committees or individual Board members have sought external advice in the current year, but are free to do so at any time, and at the Company's expense, should the need arise.

Throughout the financial year the Board schedule regular monthly formal Board meetings. It will approve financial statements and significant changes in accounting practices and key commercial matters, such as decisions to be taken on whether to take forward or to cancel a material collaboration project or commercial agreement. There is a formal schedule of matters reserved for decision by the Board in place.

Corporate Governance Statement (continued)

During the year, Board members attended meetings as follows:

| Director | Maximum number of meetings | Actual meetings attended | Audit Committee | Remuneration Committee |
|-----------------|----------------------------|--------------------------|-----------------|------------------------|
| Nigel Rogers | 9 | 9 | 1 | - |
| Melvyn Segal | 9 | 9 | 1* | - |
| Rodney Westhead | 9 | 9 | 1 | 2 |
| Ryan Maughan | 9 | 7 | - | - |
| Stephen Parker | 2 | 2 | - | - |
| Nick Hopkins | 5 | 5 | - | - |

* attended part of the meeting as a non-committee member

The Board now has two Non-Executive Directors who are considered by the Directors to be independent for the purposes of the QCA Code; Rodney Westhead who joined the Board in April 2007 and Stephen Parker who joined the Board in May 2023. Both Rodney and Stephen prior to joining had no association with the Company.

The Board promotes high ethical and moral standards. The Board and all employees expect to be judged by, and accountable for, their actions and compliance with the Company's policies procedures.

Regular meetings with shareholders and other key representative groups provide specific opportunity for raising any concerns relating to Company performance and/or corporate governance. Independent feedback is sought following such meetings and provided to the Board, where appropriate on an anonymised basis.

As noted in the Strategic Report on pages 7-13, the Board has in place a risk management policy and a risk management register for identifying, assessing and mitigating the Company's principal risks and uncertainties.

Internal Financial Control

The Board is responsible for establishing and maintaining the Company's system of internal financial controls. Internal financial control systems are designed to meet the particular needs of the Company and the risk to which it is exposed, and by its very nature can provide reasonable, but not absolute, assurance against material misstatement or loss. The Directors have reviewed the effectiveness of the procedures presently in place and consider that they are appropriate to the nature and scale of the operations of the Company. The Directors will continue to reassess internal financial controls as the Company expands further.

Board Committees

Audit & Risk Committee

The Audit & Risk Committee's principal functions include ensuring that the appropriate accounting systems and financial controls are in place, monitoring the integrity of the financial statements of the Company, reviewing the effectiveness of the Company's accounting and internal control systems, reviewing reports from the Group's auditors relating to the Company's accounting and internal controls, and reviewing the interim and annual results and reports to Shareholders, in all cases having due regard to the interests of Shareholders.

Corporate Governance Statement (continued)

The Audit & Risk Committee meets twice a year, with regard to the reporting and audit cycle. Rodney Westhead has recent and relevant financial experience through his role as senior partner in a large firm of Chartered Accountants and CEO of other UK listed companies and acts as Chairman. Nigel Rogers the other member of the Audit & Risk Committee is a Fellow of the ICAEW and has several years' experience of listed company financial reporting.

Remuneration Committee

The Remuneration Committee is responsible for determining and agreeing with the Board the framework for the remuneration packages for Directors. The Remuneration Committee considers all aspects of the Executive Directors' remuneration, including pensions, bonus arrangements, benefits, incentive payments and share option awards, and the policy for, and scope of any termination payments. The remuneration of the Non-Executive Directors is a matter for the Board. The Remuneration Committee meets at least twice a year and at such other times as may be deemed necessary. No Director may be involved in discussions relating to their own remuneration. Rodney Westhead and Stephen Parker are members of the Remuneration Committee.

Nomination Committee

The Nomination Committee is responsible for reviewing the structure, size and composition of the Board based upon the skills, knowledge and experience required to ensure the Board operates effectively. The Nomination Committee is expected to meet when necessary to do so. The Nomination Committee also identifies and nominates suitable candidates to join the Board when vacancies arise and makes recommendations to the Board for the re-appointment of any Non-Executive Directors. The Nomination Committee comprises the Chairman and two independent non-executive directors.

Remuneration report

Remuneration Policy

The remuneration policy is to ensure that all staff, including the Executive Directors, are adequately motivated and rewarded in relation to companies of similar size and type.

The Remuneration Committee is responsible for determining the remuneration arrangements of the Executive Directors and advising the Board on the remuneration policy for senior executives and participation in the Company's long term incentive share schemes.

The Remuneration Committee can also grant options over ordinary shares under its Enterprise Management Incentive Option Schemes (EMI) and options granted outside Company schemes but approved by shareholders. These schemes potentially offer long term incentives to Directors and key personnel.

In addition to the vote to be held on this Remuneration Report, shareholders will be given the opportunity to question the Remuneration Committee Chairman, Rodney Westhead, on any aspect of the Company's remuneration policy.

The Board as a whole, set the remuneration of the Non-Executive Directors, which consists of fees for their services in connection with Board and Board Committee meetings. The Non-Executive Directors are not eligible for pension scheme membership, but they are eligible to participate in the Company's Unapproved Directors Share Option Scheme (UDSOS).

Each element of remuneration paid to all Directors is shown in detail below.

Base Salary, Bonuses and Benefits

The base salaries for the Executive Directors are reviewed annually, but not necessarily increased, by the Remuneration Committee.

The Executive Directors are eligible to be considered for an annual bonus entitlement based on the overall performance of the company and its financial position. Annual bonus entitlements may be based upon the achievement of pre-agreed objectives or declared at the end of the year based solely on the discretion of the Remuneration Committee.

Executive Share Option Schemes

The Committee considers that potential for share ownership and participation in the growing value of the Group increases the commitment and loyalty of Directors and senior executives.

Directors' Pension Policy

Executive Directors are entitled to participate in the Company's pension scheme on the same basis as other full time employees, during the year ended 30 June 2023 two directors participated and total contributions were £6.5k (2022: £4.6k).

Service Contracts

The service contracts provide for the following notice periods:

- 12 months: Nigel Rogers and Melvyn Segal.
- 3 months: Rodney Westhead and Stephen Parker
- 6 Months: Ryan Maughan

If the Company terminates without notice, the individual is entitled to a payment in lieu of notice being the value of the maximum notice period in his contract. In the event of termination for unsatisfactory performance (if necessary, decided by an independent tribunal) or for reasons of misconduct, no compensation is payable.

Remuneration report (continued)

Directors' Emoluments

Information on Directors' emoluments is as follows:

This table excludes the fair value of Directors' share based payment options as defined by International Financial Reporting Standard (IFRS) 2. Details of all options granted to Directors are shown on the next page. Information on Directors' emoluments is as follows:

| | Basic salary £ | Cessation payments £ | Benefits £ | Pension £ | Total emoluments | |
|--------------------------------|-------------------|-------------------------|---------------|--------------|-----------------------------------|-----------------------------------|
| | | | | | 12 months ended 30-Jun-23 £ | 12 months ended 30-Jun-22 £ |
| Executive directors | | | | | | |
| N Rogers | 51,933 | - | - | - | 51,933 | 45,000 |
| M Segal | 143,800 | - | 8,813 | - | 152,613 | 144,540 |
| N Hopkins* | 77,328 | 103,149 | 307 | 4,658 | 185,442 | 64,559 |
| R Maughan | 77,733 | - | - | 1,800 | 79,533 | 42,288 |
| Non-executive directors | | | | | | |
| R Westhead | 28,100 | - | - | - | 28,100 | 26,400 |
| S Parker** | 4,667 | - | - | - | 4,667 | - |
| Total 2023 | 383,561 | 103,149 | 9,120 | 6,458 | 502,288 | 322,787 |
| Total 2022 | 309,938 | - | 8,286 | 4563 | 322,787 | |

* resigned from the board on 30 April 2023

** appointed to the board on 1 May 2023

Share based payment options have been granted under EMI and the discretionary scheme for Executive Directors. The details of these are set out below:

Remuneration report (continued)

The options can only be exercised once the share price has met or exceeded the hurdle price at any point since the date of grant of the option.

| | At 1 July 2022 | At 30 June 2023 | Earliest exercise date | Exercise price per share | Hurdle price per share |
|--|-------------------|--------------------|------------------------------|--------------------------------|------------------------------|
| Directors' interests in the EMI were: | | | | | |
| M Segal | 170,000 | 170,000 | 12/08/21 | £0.75 | £2.00 |
| M Segal | 126,000 | 126,000 | 24/06/23 | £0.62 | £1.50 |
| M Segal | 40,000 | 40,000 | 30/09/24 | £0.10 | £1.50* |
| R Maughan | - | 100,000 | 23/03/26 | £0.10 | £1.50* |
| N Hopkins | 100,000 | - | 24/06/23 | £0.62 | ** |
| N Hopkins | 25,000 | - | 22/11/24 | £0.10 | £1.50* |

| | At 1 July 2022 | At 30 June 2023 | Earliest exercise date | Exercise price per share | Hurdle price per share |
|--|-------------------|--------------------|------------------------------|--------------------------------|------------------------------|
| Directors' interests in the UDSOS were: | | | | | |
| M Segal | 74,000 | 74,000 | 24/06/23 | £0.62 | £1.50 |
| M Segal | 35,000 | 35,000 | 30/09/24 | £0.10 | £1.50* |
| N Rogers | 400,000 | 400,000 | 24/06/23 | £0.62 | £1.50 |
| N Rogers | 150,000 | 150,000 | 30/09/24 | £0.10 | £1.50* |
| R Maughan | 50,000 | 50,000 | 22/11/24 | £0.10 | £1.50* |
| R Westhead | 25,000 | 25,000 | 30/09/24 | £0.10 | £1.50* |

* The hurdle price commences at £1.50 (for 10 consecutive days) and rises to £2.00

** The hurdle is based on the SAWsense segment making a positive contribution after direct salary costs

Share price performance

The share price performance is disclosed in the Directors' Report on page 23.

Directors' report

The Directors present their annual report and audited financial statements for the year ended 30 June 2023.

Business activities, review of the business and future developments

Transense is a provider of specialist sensor systems.

A review of the Company's business and research and development activities for the year, together with developments since the year end and for the future, is included in the Chairman's Statement and Strategic report on pages 5 to 13.

Results and Dividends

The results for the year ended 30 June 2023 show a profit after tax of £1.40m (2022: £0.88m). The Directors do not recommend the payment of a dividend (2022: £nil).

Directors

The present Directors are listed on page 3. Nick Hopkins resigned from the Board on 13 March 2023.

There are no contracts of significance in which the Directors had a material interest during the year.

Substantial Shareholdings

The following substantial shareholdings of 3% or more of the Company's share capital have been notified to the Company:

| | Ordinary shares of 10p each | % |
|------------------------|--------------------------------|--------|
| CriSeren | 1,610,004 | 10.39% |
| Seneca | 1,250,000 | 8.06% |
| P Lobbenberg | 968,979 | 6.25% |
| Harwood Capital LLP | 660,000 | 4.26% |
| Dowgate Wealth Limited | 620,300 | 4.00% |
| Javed Abrahams | 569,214 | 3.67% |
| Legal & General | 540,000 | 3.48% |
| Gerald Oury | 493,333 | 3.18% |

Information correct as at 22 September 2023. The total number of Ordinary Shares in issue (including 935,356 shares held as treasury shares) is 16,437,740 and, therefore, the total number of voting rights in the Company, which is the basis for the above percentages, totals 15,502,384.

Directors' report (continued)

Directors' interests

The number of shares in the Company in which the current Directors were deemed to be interested at the beginning and end of the period, all of which are beneficially held, were as follows:

| | Ordinary shares of 50p each | Ordinary shares of 50p each |
|--------------|-----------------------------------|--------------------------------|
| | 30 June 2023 | 30 June 2022 |
| N Rogers | 265,000 | 265,000 |
| M Segal | 55,000 | 50,000 |
| R J Westhead | 30,655 | 30,655 |
| R Maughan | 18,363 | 18,363 |
| N Hopkins* | - | 5,000 |

- Resigned 13 March 2023

Share price

The mid-price of the shares in the Company at 30 June 2023 was 86.5p (2022: 62.50p) and the range during the period was 48.5 to 95.5p (2022: 58.0p to 122.5p).

Share based payment option schemes

The Remuneration Committee is responsible for the operation and administration of the Company's UDSOS and EMI Schemes. In an increasingly competitive market, the Committee regards the provision of options as an important incentive for other members of staff as well as Directors.

Details of share based payment options granted to Directors are disclosed in the Remuneration Report on page 21.

Financial Instruments

The directors adopt a low risk financial objective. The financial instruments are denominated in sterling, Euros and US dollars. In view of the significant exposure to US dollar income including the royalties, the Group now enters into forward contracts to sell US dollars for sterling at fixed rates in order to mitigate the risk of unexpected fluctuations in exchange rates (see note 22 to the financial statements).

Research and Development

In order to maintain and improve upon its market position, each of the Group's trading divisions actively engage in research and development activities. This ensures the Group continually improves its product offerings and technical abilities.

Following the grant of an exclusive licence to ATMS in June 2020 in respect of the iTrack Intellectual Property no further development expenditure on the iTrack or other products has been capitalised in the year (2022: £Nil).

Directors' report (continued)

Indemnification of Directors

Qualifying third party indemnity provisions (as defined in Section 413 of the Companies Act 2006) are in force for the benefit of the Directors who held office during 2022/23.

Disclosure of information to Auditors

The Directors confirm that:

- So far as each director is 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 in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

In accordance with Section 489 of the Companies Act 2006, a resolution to appoint Cooper Parry Group Limited as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board

N F Rogers
Chairman

22 September 2023

M Segal
Chief Financial Officer

1 Landscape Close
Weston-on-the-Green
Bicester
Oxfordshire
OX25 3SX

Statement of Directors' responsibilities in respect of the Annual Report

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

Company law requires the Directors to prepare group and parent company financial statements for each financial year. Under that law the Directors have to prepare the group financial statements in accordance with UK adopted international accounting standards.

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 and profit or loss of the group and parent 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 adopted international accounting standards have been followed, subject to any material departures and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements and Remuneration Report comply with the Companies Act 2006. They have general responsibility for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for ensuring the Annual Report and the Financial Statements are made available on a website. Financial statements are published on the Company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Independent auditor's report to the members of Transense Technologies plc

Opinion

We have audited the financial statements of Transense Technologies plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2023 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheet, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statement of Cash Flows and the related notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the group and parent company financial statements is applicable law and UK adopted international accounting standards.

In our opinion:

the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2023 and of the group's profit for the year then ended;

have been properly prepared in accordance with UK adopted international accounting standards; and

the financial statements 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 group and parent 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 as applied to listed entities, 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.

Our approach to the audit

We adopted a risk-based audit approach. We gained a detailed understanding of the group's business, the environment it operates in and the risks it faces.

The key elements of our audit approach were as follows:

Our Group audit scope focused on the Group's principal trading entity, Transense Technologies plc which was subject to a full scope audit and represents all of the revenue and profits generated in the year and all of the net assets at year end.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent auditor’s report to the members of Transense Technologies plc (continued)

| Risk Description | Our response to the risk |
|---|--|
| <p>Revenue recognition: Under International Standard on Auditing (UK) 240 there is a presumed risk that revenue is misstated due to fraud. The Group recognises revenue to the extent that economic benefits will flow to the Group and the revenue can be reliably measured. Whilst there are a number of ways in which the Group generates revenue, there is relatively little judgement involved in determining the timing and value of the amount to be recognised. We therefore assess the significant risk to be specifically with respect to manual journals posted to revenue.</p> | <p>We have assessed accounting policies for consistency and appropriateness with the financial reporting framework and in particular that revenue was recognised when performance obligations were fulfilled. In addition, we reviewed for the consistency of application as well as the basis of any recognition estimates.</p> <p>We have obtained an understanding of processes through which the businesses initiate, record, process and report revenue transactions.</p> <p>We performed walkthroughs of the processes as set out by management, to ensure controls appropriate to the size and nature of operations are designed and implemented correctly throughout the transaction cycle.</p> <p>We selected a sample of transactions from each revenue stream to confirm that revenue has been recognised in accordance with the accounting policies and performance obligations for the recognition have been met. These have been vouched to invoices, delivery notes and nominal postings.</p> <p>We performed cut-off procedures to test transactions around the year end and verified a sample of revenue to originating documentation to provide evidence that transactions were recorded in the correct year.</p> <p>We obtained a complete listing of journals posted to revenue nominal codes and reviewed the listing for any unexpected entries. These were then tested to supporting evidence.</p> <p>Our procedures did not identify any material misstatements in the revenue recognised during the year.</p> |

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in determining the nature, timing and extent of our audit procedures, in evaluating the effect of any identified misstatements, and in forming our audit opinion.

The materiality for the group and parent company financial statements as a whole was set at £52,000. This has been determined with reference to the benchmark of the group’s revenue which we consider to be an appropriate measure for a group of companies such as these. Materiality represents 1.5% of group revenue. Performance materiality has been set at 75% of group materiality.

Independent auditor's report to the members of Transense Technologies plc (continued)

Our application of materiality

We apply the concept of materiality in planning and performing our audit, in determining the nature, timing and extent of our audit procedures, in evaluating the effect of any identified misstatements, and in forming our audit opinion.

The materiality for the group and parent company financial statements as a whole was set at £52,000. This has been determined with reference to the benchmark of the group's revenue which we consider to be an appropriate measure for a group of companies such as these. Materiality represents 1.5% of group revenue. Performance materiality has been set at 75% of group materiality.

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.

Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included:

- Reviewing management's cash flow forecasts for a period of at least 12 months from the date of approval of these financial statements;
- Challenging management on key assumptions included in their forecast scenarios;
- Considering the potential impact of various scenarios on the forecasts;
- Reviewing results post year end to the date of approval of these financial statements and assessing them against original budgets;
- Reviewing the forecasting accuracy through reviewing the prior year budgets compared to actuals; and
- Reviewing management's disclosures in the financial statements.

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

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

Other information

The 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 included in the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the 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.

Independent auditor's report to the members of Transense Technologies plc (continued)

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.

Matters on which we are required to report by exception

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

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

adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or

the parent company financial statements are not in agreement with the accounting records and returns; or

certain disclosures of directors' remuneration specified by law are not made; or

we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 25 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 group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

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:

Our assessment focused on key laws and regulations the company has to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, UK adopted international accounting standards and relevant tax legislation.

Independent auditor's report to the members of Transense Technologies plc (continued)

We are not responsible for preventing irregularities and cannot be expected to detect non-compliance with all laws and regulations. Our approach to detecting irregularities included, but was not limited to, the following:

- Obtaining an understanding of the legal and regulatory framework applicable to the entity and how the entity is complying with that framework;
- Obtaining an understanding of the entity's policies and procedures and how the entity has complied with these, through discussions and sample testing of controls;
- Obtaining an understanding of the entity's risk assessment process, including the risk of fraud;
- Designing our audit procedures to respond to our risk assessment;
- Performing audit testing over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business; and
- Reviewing accounting estimates for bias specifically in relation to goodwill and deferred tax assets.

Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities arising from fraud are inherently more difficult to detect than those arising from error.

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 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 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: 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 parent 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 parent 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 parent company and the parent company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Melanie Hopwell (Senior Statutory Auditor)
For and on behalf of Cooper Parry Group Limited
Statutory Auditor
Sky View
Argosy Road
East Midlands Airport
Caste Donington
Derby
DE74 2SA

Date: 22 September 2023

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2023

| | Note | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|--|------|--|--|
| Revenue | 5 | 3,529 | 2,632 |
| Cost of sales | | (474) | (398) |
| Gross profit | | 3,055 | 2,234 |
| Administrative expenses | 6 | (2,086) | (1,970) |
| Exceptional administrative expenses | 6 | (220) | - |
| Operating profit | | 749 | 264 |
| Financial income and (expense) | 7 | 4 | (12) |
| Other income | | 113 | 16 |
| Profit before taxation | | 866 | 268 |
| Taxation | 10 | 530 | 609 |
| Profit and total comprehensive income for the year attributable to the equity holders of the parent | | 1,396 | 877 |
| Basic profit per share for the year (pence) | 21 | 8.81 | 5.36 |

The Company only has dormant subsidiaries and therefore its result is shown above and comprises all of the Consolidated statement of comprehensive income presented.

Notes to the financial statements are from pages 35 to 56.

Consolidated and Company Balance Sheet at 30 June 2023

| | Note | 30 June | | 30 June | |
|--------------------------------|------|---------|--------------|---------|--------------|
| | | 2023 | 2023 | 2022 | 2022 |
| | | £'000 | £'000 | £'000 | £'000 |
| Non current assets | | | | | |
| Property, plant and equipment | 11 | 154 | | 167 | |
| Intangible assets | 12 | 731 | | 671 | |
| Deferred tax | 10 | 1,175 | | 645 | |
| | | | 2,060 | | 1,483 |
| Current assets | | | | | |
| Inventories | 14 | 260 | | 88 | |
| Trade and other receivables | 15 | 1,263 | | 1,133 | |
| Cash and cash equivalents | 16 | 978 | | 1,055 | |
| | | | 2,501 | | 2,276 |
| Total assets | | | 4,561 | | 3,759 |
| Current liabilities | | | | | |
| Trade and other payables | 17 | (334) | | (560) | |
| Lease liabilities | 18 | (36) | | (65) | |
| | | | (370) | | (625) |
| Non current liabilities | | | | | |
| Lease liabilities | 18 | | - | | (42) |
| Total liabilities | | | (370) | | (667) |
| Net assets | | | 4,191 | | 3,092 |
| Equity | | | | | |
| Issued share capital | 20 | | 1,644 | | 1,644 |
| Share premium | | | 65 | | 65 |
| Treasury Shares | 20 | | (708) | | (303) |
| Share based payments | | | 288 | | 180 |
| Retained earnings | | | 2,902 | | 1,506 |
| Total equity | | | 4,191 | | 3,092 |

These financial statements were approved by the board of Directors and authorised for issue on 22 September 2023 and were signed on its behalf by:

N F Rogers
Chairman

M Segal
Chief Financial Officer

Notes to the financial statements are from pages 35 to 56.

Statement of Changes in Equity

| Company and Group | Share Capital | Share Premium | Share based payments | Retained earnings | Treasury shares | Total Equity |
|---|---------------|---------------|----------------------|-------------------|-----------------|--------------|
| | £'000 | £'000 | £'000 | £'000 | £'000 | £'000 |
| Balance at 1 July 2021 | 1,631 | - | 82 | 629 | - | 2,342 |
| Comprehensive income for the year: | | | | | | |
| Profit for the year | - | - | - | 877 | - | 877 |
| Share based payment (note 19) | - | - | 98 | - | - | 98 |
| Warrants exercised (note 20) | 13 | 65 | - | - | - | 78 |
| Treasury shares (note 20) | - | - | - | - | (303) | (303) |
| Balance at 30 June 2022 | 1,644 | 65 | 180 | 1,506 | (303) | 3,092 |
| Comprehensive income for the year: | | | | | | |
| Profit for the year | - | - | - | 1,396 | - | 1,396 |
| Share based payment (note 19) | - | - | 108 | - | - | 108 |
| Treasury shares (note 20) | - | - | - | - | (405) | (405) |
| Balance at 30 June 2023 | 1,644 | 65 | 288 | 2,902 | (708) | 4,191 |

Notes to the financial statements are from pages 35 to 56.

Consolidated and Company Cash Flow Statement

For the year ended 30 June 2023

| | Note | Group and Company | |
|---|------|--|--|
| | | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
| Profit from operations | | 1,396 | 877 |
| Adjustments for: | | | |
| Taxation | 10 | (530) | (609) |
| Net financial (income)/expense | 7 | (4) | 12 |
| Share based payment | 19 | 108 | 98 |
| Depreciation | 11 | 98 | 88 |
| Amortisation and impairment of intangible assets | 12 | 112 | 155 |
| Operating cash flows before movements in working capital | | 1,180 | 621 |
| (Increase) in receivables | 15 | (130) | (569) |
| (Decrease)/increase in payables | 17 | (226) | 300 |
| (Increase) in inventories | 14 | (172) | (15) |
| Cash generated by operations | | 652 | 337 |
| Taxation received | | - | 71 |
| Net cash generated in operations | | 652 | 408 |
| Investing activities | | | |
| Acquisitions of property, plant and equipment | 11 | (85) | (44) |
| Acquisitions of intangible assets | 12 | (172) | (56) |
| Net cash used in investing activities | | (257) | (100) |
| Financing activities | | | |
| Treasury shares | | (405) | (303) |
| Warrants exercised | | - | 78 |
| Interest received/(paid) | | 4 | (12) |
| Payment of lease liabilities | | (71) | (62) |
| Net cash used in financing activities | | (472) | (299) |
| Net (decrease)/ increase in cash and cash equivalents | | (77) | 9 |
| Cash and equivalents at the beginning of year | | 1,055 | 1,046 |
| Cash and equivalents at the end of year | 16 | 978 | 1,055 |

Notes to the financial statements are from pages 35 to 56.

Notes to the financial statements

1 General Information

Transense Technologies plc (the “Company”) is a public company incorporated in the United Kingdom under the Companies Act 2006. The address of the registered office and principal place of business is given on page 3. The consolidated financial statements of the Company as at and for the year ended 30 June 2023 (prior year ended 30 June 2022) comprise the Company and its subsidiaries (together referred to as “the Group” and individually as “Group entities”). The Company’s subsidiaries are dormant and have no external assets or liabilities. As the financial statements are the same for Company and Group, all financial information therefore relates to the Company and Group and is shown headed as Company and Group. The nature of the Company’s and Group’s operations and its principal activities are discussed in the business review on page 22.

These financial statements are presented in pounds sterling, in round thousands, because that is the currency of the primary economic environment in which the Group operates.

2 Basis of preparation

Both the Parent Company financial statements and the Group financial statements have been prepared and approved by the Directors in accordance with UK adopted international accounting standards (IFRS) and those parts of the Companies Act 2006 that are relevant to companies preparing accounts under IFRS. On publishing the Parent Company financial statements here together with the Group financial statements, the Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual statement of comprehensive income and related notes that form a part of these approved financial statements.

3 Going Concern

At 30 June 2023 the Group had net cash balances of £0.98m (2022: £1.06m). The business is now generating cash and the Directors have prepared cash flow forecasts to June 2025, including plausible downside sensitivities that might arise in respect of the impact of the current economic conditions, and consider that there are sufficient cash resources available in this period in which exceeding a break-even level of revenues is expected to occur, and accordingly are satisfied that the Group can continue trading as a going concern for the foreseeable future.

4 Accounting policies

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these consolidated financial statements.

There are no new standards, interpretations and amendments that are in issue but not yet effective which are expected to have a material effect on the Company’s or Group’s future Financial Statements.

Notes to the financial statements (continued)

4 Accounting policies (continued)

Significant accounting judgements and sources of estimation uncertainty

Certain estimates and judgements need to be made by the Directors which affect the results and position of the Group as reported in the financial statements. Estimates and judgements are required if, for example, there are intangible assets which are required to be amortised over their useful lives. The following judgements and estimates have been identified by the Group:

- Determining when intangible assets are impaired is a judgement which requires an estimate of the value in use of the asset based on management's best estimate of the future cash flows that the assets are expected to generate. This also requires significant judgement as there are limited historical cash flows on which to base the future cash flows. Discussions are held within the Group between the relevant technical, commercial and finance employees on the expected future cash flows of patents in individual territories.
- Judgement is also applied when patent costs are reviewed in particular when considering patents in products and territories that are not integral to the future business plans.
- Distinguishing the research and development phases of new products and determining whether the recognition requirements for the capitalisation of development costs are met and their subsequent amortisation period requires judgement. After capitalisation management monitors whether the recognition requirements continue to be met and whether there are any indicators that capitalised costs may be impaired. iTrack II has required a substantial amount of development costs as the new iTrack is a significant improvement on the original iTrack model. Following the licence granted to ATMS Technologies Limited in June 2020 it is unlikely that there will be any further development costs incurred by Transense as the iTrack product has reached a level of maturity.
- The balance of iTrack II development costs are, with effect from July 2020 amortised over the period of the 10 year period of the licence agreement with Bridgestone reflecting the longer useful life.

Measurement convention

The financial statements are prepared on the historical cost basis.

Basis of consolidation

Subsidiaries

The Group financial statements consolidate those of the Parent Company and all of its subsidiaries as of 30 June 2023. Following the disposal of the trading subsidiaries in June 2020, there is no difference between the Company's and Group Balance Sheets.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and Other Comprehensive Income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal.

Notes to the financial statements (continued)

4 Accounting policies (continued)

Revenue recognition

Revenue is recognised to the extent that economic benefits will flow to the Group and the revenue can be reliably measured:

- Royalty income is recognised in the year in which the royalties have been earned, based on usage;
- Engineering support income, being payments for support work to assist third parties in the development of the Group's technology for their own use, is recognised as work is completed;
- Product sales to customers are recognised on customer acceptance of the goods; and
- License revenue is recognised in accordance with the contractual agreement for each deal.

Contracts are entered into with customers to provide one of the above goods or services on a standalone basis. The standalone selling price of the related performance obligation is therefore clearly determined from the contract. The total transaction price is estimated as the amount of consideration to which the Group expects to be entitled in exchange for the transferring the promised goods or services. Payment terms are generally between 30 and 90 days for all types of sale and therefore the impact of the time value of money is minimal.

Revenue represents sales to external customers at invoiced amounts net of VAT and other sales related taxes.

Grant income

Grant monies received, classified as other income in the Statement of Comprehensive Income, has been recognised as an appropriate percentage of the deliverables that have been carried out as per the terms of the Grant.

Segment reporting

The Group had three reportable segments being the unique trading divisions, SAWsense and Translogik, which make use of technology developed by the Group to measure and record temperature, pressure and torque and the iTrack royalty activity in respect of income from licensed technology.

The revenues include royalties, engineering support and sale of product in relation to this technology.

Information regarding the Group's segments is included in the notes to the financial statements. Revenue and EBITDA are the Group's key focus and in turn is the main performance measure adopted by management.

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and any provision for impairment.

Notes to the financial statements (continued)

4 Accounting policies (continued)

Assets and liabilities arising from a lease are initially measured at the present value of the lease payments and payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease or the incremental borrowing rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal, presented as a separate category within liabilities, and finance cost. The finance cost is charged to the Statement of Comprehensive Income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date less any lease incentives received and any initial direct costs.

Depreciation of property, plant and equipment

Depreciation is charged to the Statement of Comprehensive Income on a straight line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Plant and Equipment 3 – 5 years;
Fixtures and Fitting 3 – 10 years;
Motor Vehicles 4 years; and

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

The assets' estimated residual values and useful lives are reviewed, and adjusted if appropriate, at each Balance Sheet date.

Research and development

Expenditure on research (or the research phase of an internal project) is recognised as an expense in the period in which it is incurred. Development costs incurred on specific projects are capitalised when all the following conditions are satisfied:

- Completion of the intangible asset is technically feasible so that it will be available for use or sale;
- The Group intends to complete the intangible asset and use or sell it;
- The Group has the ability to use or sell the intangible asset;
- The intangible asset will generate probable future economic benefits. Among other things, this requires that there is a market for the output from the intangible asset or for the intangible asset itself, or, if it is to be used internally, the asset will be used in generating such benefits;
- There are adequate technical, financial and other resources to complete the development and to use or sell the intangible asset, and
- The expenditure attributable to the intangible asset during its development can be measured reliably.

All new expenditure on research and development activities in relation to iTrack was capitalised up to 30 June 2020. Following the 10 year IP licence granted to the Bridgestone Corporation subsidiary ATMS Limited in June 2020, the amortisation policy with effect from 1 July 2020 is to amortise the remaining net book value over the life of the licence.

Historical expenditure on development activities has been capitalised and is being amortised over 10 years on a straight line basis. Following the substantial increase in activity on SAWsense and the related increase in R & D activities the Company has identified employee time on research activities and these costs have been capitalised and will be amortised over 10 years.

Notes to the financial statements (continued)

4 Accounting policies (continued)

Patent fees

Externally acquired patent fees are capitalised at cost and treated as an intangible asset. Amortisation is charged to administrative expenses in the Statement of Comprehensive Income over the period to which the patent relates which is generally 15 to 20 years.

Where patents have been enhanced, and this improvement results in an increase in the life of the patent, the amortisation period for that patent is updated accordingly to reflect the increased lifespan of the patent. In the event that a patent is superseded and the original intellectual property is embedded in a new patent, the costs of that patent and the later patents are regarded as the costs of the original patent and amortised over the life of the new patent.

Patents are reviewed annually, reviewing their strategic and commercial value on a territory by territory basis. Any impairment that is identified is recognised immediately in the Statement of Comprehensive Income.

Impairment of tangible and intangible assets excluding goodwill

At each Balance Sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the asset's recoverable amount is estimated.

The recoverable amount of an asset is the greater of its net selling price and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the asset does not generate cash flows that are largely independent from other assets, the recoverable amount is assessed by reference to the cash generating unit to which the asset belongs.

Whenever the carrying amount of an asset, or its cash generating unit, exceeds its recoverable amount, an impairment loss is recognised as an expense in the Statement of Comprehensive Income.

Investments in subsidiary undertakings

In the Company's financial statements, investments in subsidiary undertakings are stated at cost unless, in the opinion of the Directors, there has been an impairment to their value in which case they are immediately written down to their estimated recoverable amount.

Pension costs

Contributions to the Company's defined contribution scheme are charged to the Statement of Comprehensive Income in the year to which they relate.

Operating lease agreements

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets continue to be recognised on a straight-line basis as an expense in the Statement of Comprehensive Income. Short-term leases are leases with a lease term of 12 months or less.

Current taxation

The tax currently payable is based on taxable profit for the year. Taxable profit may differ from the net profit shown in the Statement of Comprehensive Income because it excludes income or expenses that are taxable or deductible in other years and furthermore it might exclude other items that are never taxable or deductible.

Current tax is provided at amounts expected to be paid or recovered using tax rates and laws enacted or substantially enacted at the Balance Sheet date.

Notes to the financial statements (continued)

4 Accounting policies (continued)

Deferred taxation

Deferred tax is provided in full, using the liability method. It represents the tax payable on temporary differences between the carrying amounts of assets and liabilities in the financial statements as compared to corresponding tax values used in the computation of taxable profit.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

Deferred tax assets and liabilities are measured using tax rates and laws enacted or substantially enacted at the Balance Sheet date.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purposes only of the Statement of Cash Flows.

Foreign currencies

Foreign currency transactions are translated into the functional currency of the respective group entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the Statement of Comprehensive Income.

The group does not apply hedge accounting in respect of forward foreign exchange contracts held to manage the cash flow exposures of forecast transactions denominated in foreign currencies. The group utilises forward exchange contracts to mitigate the risk of adverse exchange rate movements on foreign currency denominated revenue. These derivatives are measured at the fair market value, at the reporting date, with the fair value gain or loss movements arising being recognised within administrative expenses in the Statement of Comprehensive Income.

Share-based payment transactions

The Company issues equity settled share based payments to certain employees. Equity settled share based payments are measured at fair value at the date of grant. The fair value so determined is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due only to share prices not achieving the threshold for vesting.

The fair value of services received in return for share options granted is measured by reference to the fair value of the share options. The estimate of the fair value of the services received is measured based on the Black-Scholes or Monte Carlo Option Pricing Models. These models consider the following variables: exercise price, share price at date of grant, expected term, expected share price volatility, risk free interest rate and expected dividend yield. The Monte Carlo model also evaluates the probability of different outcomes being achieved in respect of market based vesting conditions and is applied where a share price hurdle has to be exceeded.

Provisions

Provisions are recognised when the Group has a present obligation as result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the Directors' best estimate of the expenditure. Provisions are discounted if the effect of doing so is material. A pre-tax rate that reflects risks specific to the liability is applied to the expected cash flows.

Notes to the financial statements (continued)

4 Accounting policies (continued)

Trade receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Inventories

Inventories are stated at the lower of cost and net realisable value (being the estimated selling price less costs to complete and sell). Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

Equity and reserves

Share capital represents the nominal value of shares that have been issued. Share premium represents the excess consideration received over the nominal value of share capital upon the issue of shares, less any costs of issue.

The retained earning reserve includes all current and prior period net retained profits and losses.

Treasury shares are included in equity in respect of the Company's purchase of its own shares. These are stated at cost.

The share based payment reserve represents the accumulated amount arising from crediting equity share based payment charges included in the Statement of Comprehensive Income.

5 Revenue and segmental reporting

The tables below set out the Group's revenue split by destination and operating segments. The royalty income, received through a UK customer company, is included in the UK & Europe totals.

Revenue

| | Year ended 30 June 2023 | Year ended 30 June 2022 |
|-------------------|----------------------------|----------------------------|
| | £'000 | £'000 |
| North America | 351 | 323 |
| South America | 143 | 123 |
| Australia | 32 | 41 |
| Europe | 485 | 387 |
| UK | 379 | 92 |
| Rest of the World | 129 | 109 |
| | 1,519 | 1,075 |
| iTrack Royalty | 2,010 | 1,557 |
| Total | 3,529 | 2,632 |

Notes to the financial statements (continued)

5 Revenue and segmental reporting (continued)

Segments

| | Translogik £'000 | SAWsense £'000 | iTrack royalties £'000 | Unallocated £'000 | Total £'000 |
|---|---------------------|-------------------|---------------------------|----------------------|----------------|
| Year ended 30 June 2023 | | | | | |
| Sales | 1,027 | 492 | 2,010 | - | 3,529 |
| Gross profit | 588 | 457 | 2,010 | - | 3,055 |
| Administrative expenses | (165) | (1,119) | (44) | (758) | (2,086) |
| Exceptional administrative expense | - | (220) | - | - | (220) |
| Operating profit/(loss) | 423 | (882) | 1,966 | (758) | 749 |
| Other Income | - | 113 | - | - | 113 |
| Net Financial Expense | - | - | - | 4 | 4 |
| Taxation | - | - | - | 530 | 530 |
| Profit/(loss) for the year | 423 | (769) | 1,966 | (224) | 1,396 |
| EBITDA reconciliation | | | | | £'000 |
| Operating profit | | | | | 749 |
| Other income | | | | | 113 |
| Depreciation and amortisation | | | | | 209 |
| EBITDA | | | | | 1,071 |
| Note: Adjusted EBITDA (excluding share based payments) | | | | | 1,179 |

| | Translogik £'000 | SAWsense £'000 | iTrack royalties £'000 | Unallocated £'000 | Total £'000 |
|--------------------------------|---------------------|-------------------|---------------------------|----------------------|----------------|
| Year ended 30 June 2022 | | | | | |
| Sales | 875 | 200 | 1,557 | - | 2,632 |
| Gross profit | 484 | 193 | 1,557 | - | 2,234 |
| Overheads | (126) | (1,014) | (44) | (786) | (1,970) |
| Operating profit/(loss) | 358 | (821) | 1,513 | (786) | 264 |
| Other Income | - | 16 | - | - | 16 |
| Net Financial Expense | - | - | - | (12) | (12) |
| Deferred Tax | - | - | - | 609 | 609 |
| Profit/(loss) for the year | 358 | (805) | 1,513 | (189) | 877 |

During the current year the segmental numbers reflected premises related costs as unallocated costs and the prior year numbers have been adjusted accordingly.

During the current year the segmental numbers reflected premises related costs as unallocated costs and the prior year numbers have been adjusted accordingly. The directors have not disclosed Balance Sheet segmental information as no analysis is prepared at this level.

Notes to the financial statements (continued)

5 Revenue and segmental reporting (continued)

During the year ended 30 June 2023 there was 1 customer (2022: 2) whose turnover accounted for more than 10% of the Group's total continuing revenue as follows:

| Year ended 30 June 2023 | Revenue £'000 | Percentage of total |
|-------------------------|------------------|------------------------|
| Customer A | 2,010 | 57 |
| Year ended 30 June 2022 | Revenue £000 | Percentage of total |
| Customer A | 1,557 | 59 |
| Customer B | 339 | 13 |

All non-current assets are held in the UK.

6 Expenses and auditor's remuneration

Included in the profit are the following:

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|---|-------------------------------------|-------------------------------------|
| Depreciation of property, plant and equipment | 98 | 88 |
| Amortisation of intangible assets | 112 | 155 |
| (Gain)/Loss on foreign exchange transactions | (22) | 50 |

During the year £nil was recognised as an expense in the Statement of Comprehensive Income in respect of operating leases (2022: £nil).

The Company incurred £220k of exceptional costs during the year (2022: £nil) in relation to restructuring the business including redundancy costs.

Auditor's remuneration for the Group and Company:

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|---|-------------------------------------|-------------------------------------|
| Audit of these financial statements | 40 | 37 |
| Fees payable for tax compliance services | 4 | 4 |
| Fees payable for other tax and financial advice | 5 | - |

7 Finance income and expense

Recognised in statement of comprehensive income

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|--------------------------|-------------------------------------|-------------------------------------|
| Finance income/(expense) | 4 | (12) |

Notes to the financial statements (continued)

8 Staff numbers and costs

The average number of persons employed by the Group (including Directors) during the year, analysed by category, was as follows:

| Number of employees | Group and Company | |
|--------------------------|----------------------------|----------------------------|
| | Year ended 30 June 2023 | Year ended 30 June 2022 |
| Management and technical | 17 | 13 |
| Administration | 2 | 2 |
| Non-Executive Directors | 1 | 1 |
| | <u>20</u> | <u>16</u> |

The aggregate payroll costs including Directors of these persons were as follows:

| | Group and Company | |
|--|-------------------------------------|-------------------------------------|
| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
| Wages and salaries | 1,235 | 937 |
| Share based payments (note 19) | 108 | 98 |
| Social security costs | 159 | 115 |
| Contributions to defined contribution pension plan | 55 | 35 |
| | <u>1,557</u> | <u>1,185</u> |

The share based payment charge included in the accounts in respect of share options in the year was £108,000 (2022: £98,000). The wages, salaries, social security costs and pension include £212,000 that are included in exceptional administrative costs. £64,000 of wages, salaries and social security costs have been attributed to Research and Development capital expenditure.

9 Directors' remuneration

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|--------------------------------|-------------------------------------|-------------------------------------|
| Directors' emoluments | 384 | 310 |
| Directors cessation payment | 103 | |
| Directors' benefits | 9 | 8 |
| Directors' pension | 6 | 5 |
| | <u>501</u> | <u>323</u> |
| Employers national insurance | 44 | 39 |
| Share based payments (note 19) | 75 | 82 |

The aggregate of emoluments and amounts receivable under long term incentive schemes of the highest paid director was £143,800 (2022: £135,000). Company pension contributions made to a money purchase scheme on behalf of Directors was £6,008 (2022: £4,543). The highest paid Director did not exercise share options under long term incentive schemes and no shares were received or receivable by the Director in respect of qualifying services under a long term incentive scheme (2022: Nil).

The number of Directors accruing retirement benefits under money purchase schemes in the year was 2 (2022: 2).

The number of Directors who exercised share options in the year was Nil (2022: Nil).

Notes to the financial statements (continued)

9 Directors' remuneration (continued)

The number of Directors in respect of whose services were received or receivable under long term incentive schemes was Nil (2022: Nil).

The share based payment charge in respect of Directors share options in the year was £75,000 (2022: 82,000).

10 Taxation

Recognised in the statement of comprehensive income in respect of continuing operations

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|---|-------------------------------------|-------------------------------------|
| Current tax credit | | |
| Adjustment for previous year | - | (11) |
| Deferred tax credit | | |
| Current year | (530) | (598) |
| Tax credit in Statement of Comprehensive Income | <u>(530)</u> | <u>(609)</u> |

Reconciliation of effective tax rate

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|---|-------------------------------------|-------------------------------------|
| Profit before tax | 866 | 268 |
| Tax calculated at the average standard UK corporation tax rate of 20.50% (2022: 19.00%) | 178 | 51 |
| Expenses not deductible for tax purposes | 23 | 19 |
| Utilisation of losses brought forward for which no deferred tax asset was recognised | 25 | (23) |
| Recognition of deferred tax in respect of prior year losses | (756) | (645) |
| Prior year adjustment | - | (11) |
| Total tax credit | <u>(530)</u> | <u>(609)</u> |
| Deferred tax assets are: | | |
| Recognised – in respect of tax losses | 1,175 | 645 |
| Unrecognised – in respect of tax losses and other timing differences | 4,258 | 4,900 |

The applicable UK corporation tax rate is a blend of 19% for the first 9 months and 25% thereafter giving an average rate for the reporting period of 20.5%. The Group has tax losses, subject to agreement by HM Revenue and Customs, in the sum of £21.9m (2022: £22.8m), which are available for offset against future profits of the same trade. There is no expiry date for tax losses. An appropriate deferred tax asset is being recognised as the Group is able to demonstrate a reasonable expectation of sufficient future taxable profits arising in order to utilise the losses.

Notes to the financial statements (continued)

11 Property, plant and equipment – Group and company

| | Right-of-use- property assets £'000 | Plant and Equipment £'000 | Fixtures and Fittings £'000 | Motor Vehicles £'000 | Total £'000 |
|------------------------------------|--|---------------------------------|-----------------------------------|-------------------------|----------------|
| Cost | | | | | |
| Balance at 1 July 2021 | 272 | 410 | 174 | 10 | 866 |
| Additions | - | 44 | - | - | 44 |
| Balance at 30 June 2022 | 272 | 454 | 174 | 10 | 910 |
| Balance at 1 July 2022 | 272 | 454 | 174 | 10 | 910 |
| Additions | - | 85 | - | - | 85 |
| Balance at 30 June 2023 | 272 | 539 | 174 | 10 | 995 |
| Depreciation and impairment | | | | | |
| Balance at 1 July 2021 | 114 | 398 | 133 | 10 | 655 |
| Depreciation charge for the year | 57 | 17 | 14 | - | 88 |
| Balance at 30 June 2022 | 171 | 415 | 147 | 10 | 743 |
| Balance at 1 July 2022 | 171 | 415 | 147 | 10 | 743 |
| Depreciation charge for the year | 57 | 27 | 14 | - | 98 |
| Balance at 30 June 2023 | 228 | 442 | 161 | 10 | 841 |
| Net book value | | | | | |
| At 1 July 2021 | 158 | 12 | 41 | - | 211 |
| At 1 July 2022 | 101 | 39 | 27 | - | 167 |
| At 30 June 2023 | 44 | 97 | 13 | - | 154 |

The depreciation charge is recognised in the following line items in the Statement of Comprehensive Income:

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Administrative expenses – continuing operations | 98 | 88 |
| | 98 | 88 |

The right of use asset relates to the main property held under a 5 year lease. IFRS16 interest charges of (£1,000) reflecting an overcharge in 2022, is included in note 7 (2022: £12,000). The lease liabilities are shown in note 18. The total cash outflow was £74,000 (2022: £74,000).

Notes to the financial statements (continued)

12 Intangible assets

Group and Company intangible assets

| | Goodwill | Patents rights and Trademarks | Development costs | Total |
|------------------------------------|-----------|-------------------------------------|----------------------|--------------|
| | £'000 | £'000 | £'000 | £'000 |
| Cost | | | | |
| Balance at 1 July 2021 | 50 | 905 | 2,297 | 3,252 |
| Additions | - | 56 | - | 56 |
| Balance at 30 June 2022 | 50 | 961 | 2,297 | 3,308 |
| Balance at 1 July 2022 | 50 | 961 | 2,297 | 3,308 |
| Additions | - | 37 | 135 | 172 |
| Balance at 30 June 2023 | 50 | 998 | 2,432 | 3,480 |
| Amortisation and impairment | | | | |
| Balance at 1 July 2021 | - | 585 | 1,897 | 2,482 |
| Amortisation for the year | - | 111 | 44 | 155 |
| Balance at 30 June 2022 | - | 696 | 1,941 | 2,637 |
| Balance at 1 July 2022 | - | 696 | 1,941 | 2,637 |
| Amortisation for the year | - | 67 | 45 | 112 |
| Balance at 30 June 2023 | - | 763 | 1,986 | 2,749 |
| Net book value | | | | |
| At 1 July 2021 | 50 | 320 | 400 | 770 |
| At 1 July 2022 | 50 | 265 | 356 | 671 |
| At 30 June 2023 | 50 | 235 | 446 | 731 |

Goodwill represents the excess of consideration paid for a business over the value of the net assets acquired and is not amortised.

Notes to the financial statements (continued)

12 Intangible assets (continued)

Amortisation and impairment charge

The amortisation and impairment charge is recognised in the following line items in the Statement of Comprehensive Income:

| | 2023 £'000 | 2022 £'000 |
|---|---------------|---------------|
| Administrative expenses – continuing operations | 112 | 155 |
| | <u>112</u> | <u>155</u> |

Impairment testing

Impairment testing has been performed in accordance with the provisions of IAS 36, and in such circumstances the aggregate carrying value of the intangible asset is compared against the expected recoverable amount. The recoverable amount of goodwill is determined from operating cash flow projections for the period to June 2025 based on currently contracted income levels and which support the carrying value of goodwill.

13 Investments in subsidiaries

The Group and Company have the following investments in subsidiaries:

| | Status | Country of Incorporation | Class of shares held | Ownership | |
|--|---------|-----------------------------|----------------------------|-----------|------|
| | | | | 2023 | 2022 |
| Translogik RFID Limited | Dormant | UK | Ordinary Shares | 100% | 100% |
| Lanesra Inc (Formerly IntelliSAW Inc.) | Dormant | USA | Ordinary Shares | 100% | 100% |
| Translogik Ltd (Formerly Cranwick Ltd) | Dormant | UK | Ordinary Shares | 100% | 100% |
| Transense K.K. | Dormant | Japan | Ordinary Shares | 100% | 100% |
| SAWsense Limited | Dormant | UK | Ordinary Shares | 100% | - |

| | Company £'000 |
|---|------------------|
| Cost | |
| At 1 July 2022 | 3 |
| At 30 June 2022 and 2023 | <u>3</u> |
| Impairment | |
| Impairment in the year ended 30 June 2020 | 3 |
| At 30 June 2022 and 30 June 2023 | <u>3</u> |
| Net book value | |
| At 30 June 2022 | - |
| At 30 June 2023 | <u>-</u> |

Notes to the financial statements (continued)

14 Inventories

Group and Company

| | 30 June 2023 £'000 | 30 June 2022 £'000 |
|----------------|-----------------------|-----------------------|
| Raw materials | 175 | 84 |
| Finished goods | 85 | 4 |
| | <u>260</u> | <u>88</u> |

Raw materials, consumables and changes in finished goods and work in progress recognised as cost of sales in the year ended 30 June 2023 amounted to £0.47m (2022: £0.39m). Inventories are stated net of impairment provisions of £0.02m (2022: £0.02m).

15 Trade and other receivables

Group and Company

| | 30 June 2023 £'000 | 30 June 2022 £'000 |
|--|-----------------------|-----------------------|
| Amounts falling due within one year | | |
| Trade receivables | 246 | 330 |
| Expected credit losses | (4) | (4) |
| | <u>242</u> | <u>326</u> |
| Other receivables | 26 | 23 |
| Accrued income | 619 | 441 |
| Prepayments | 376 | 343 |
| | <u>1,263</u> | <u>1,133</u> |

As at 30 June 2023 there were no past due but not impaired trade receivables (2022: no past due but not impaired). Included within other receivables is a rent deposit of £19,000 repayable within one year (2022 £18,000 repayable after more than one year).

Accrued income receivable in US dollars shortly post year end was subject to forward contracts to sell dollars to sterling and has been stated net of the derivative liability value at 30 June 2023 in order to show the sterling amount realised.

Forward exchange contracts to sell a further \$0.45m from future expected receipts for £0.36m of sterling had a fair value at 30 June 2023 of £3,000 which is reflected in other receivables.

16 Cash and cash equivalents

Group and Company

| | 30 June 2023 £'000 | 30 June 2022 £'000 |
|--|-----------------------|-----------------------|
| Cash and cash equivalents per Balance Sheet | 978 | 1,055 |
| Cash and cash equivalents per cash flow statements | <u>978</u> | <u>1,055</u> |

Notes to the financial statements (continued)

17 Trade and other payables

Group and Company

| | 30 June 2023 £'000 | 30 June 2022 £'000 |
|---|-----------------------|-----------------------|
| Current | | |
| Trade payables | 103 | 377 |
| Non-trade payables and accrued expenses | 231 | 183 |
| | <u>334</u> | <u>560</u> |

18 Lease liabilities

Group and Company

| | 30 June 2023 £'000 | 30 June 2022 £'000 |
|-----------------------------------|-----------------------|-----------------------|
| Current | | |
| Amounts due in less than one year | 36 | 65 |
| Non-current | | |
| Amounts due in one to five years | - | 42 |
| | <u>36</u> | <u>107</u> |

19 Employee benefits

Defined contribution plans

The Group operates a defined contribution pension plan. The total expense relating to these plans in the year ended 30 June 2023 was £0.06m (2022: £0.04m).

Share-based payments – Group and Company

The Group and Company has two share option plans, the Unapproved Discretionary Share Option Scheme and Enterprise Management Incentives (EMI) Share Option scheme the principal provisions of which are summarised below: Options to subscribe for Ordinary Shares of the Company may be granted (at the discretion of the Board and with regards Executive Directors the remuneration committee) to selected employees or Directors of the Company. No consideration is payable for the grant of an option. Options are not transferable or assignable.

The fair value of share options granted is recognised as an employee expense, within administrative expenses, with a corresponding increase in reserves. All options are settled by the physical delivery of shares.

The fair value of services rendered in return for share-based payments granted is measured by reference to the fair value of those share-based payments. The estimate of the fair value of services received is measured with reference to the Black-Scholes or Monte Carlo option pricing models. These models consider the exercise price, share price at grant date, expected term and expected share price volatility with the Monte Carlo model also factoring in the probability of different outcomes where there are market related conditions attached to vesting. The volatility level and risk-free interest rate depends on the date of grant as shown in the tables below. There is an expected dividend yield of nil pence. The key variables are share price volatility and the probability of market based hurdles being met.

The share based payment charge in respect of share options in the year was £0.11m (2022: £0.10m).

Notes to the financial statements (continued)

19 Employee benefits (continued)

Unapproved Discretionary Share Option Scheme

At 30 June 2023 the following share options remained outstanding under the Company's Unapproved Discretionary Share Option Scheme.

| Number of Options | | | | | Option Price | Date of Grant | Date of Exercise | |
|-------------------|---------|--------------------|-----------|--------------|--------------|---------------|------------------|----------|
| 1 July 2022 | Granted | Cancelled/ Expired | Exercised | 30 June 2023 | | | First | Last |
| 1,800 | - | - | - | 1,800 | £3.750 | 31.01.14 | 31.01.17 | 31.01.24 |
| 5,000 | - | - | - | 5,000 | £3.750 | 27.10.14 | 31.01.17 | 27.10.24 |
| 5,000 | - | - | - | 5,000 | £3.750 | 09.10.15 | 31.01.18 | 09.10.25 |
| 50,000 | - | - | - | 50,000 | £0.750 | 13.08.19 | 12.08.21 | 12.08.29 |
| 474,000 | - | - | - | 474,000 | £0.620 | 25.06.20 | 24.06.23 | 24.06.30 |
| 210,000 | - | - | - | 210,000 | £0.100 | 01.10.21 | 30.09.24 | 30.09.31 |
| 50,000 | - | - | - | 50,000 | £0.100 | 23.11.21 | 22.11.24 | 22.11.31 |

The assumptions used in the valuation of the old share options are as follows, the value attributable to the older options has been accounted for in earlier periods:

| Date of grant | Estimated fair value | Share price | Option price | Expected volatility % | Expected Life - Years | Risk free rate % | Expected dividends % |
|---------------|----------------------|-------------|--------------|-----------------------|-----------------------|------------------|----------------------|
| 13.08.19 | £0.1093 | £0.61 | £0.75 | 52.40% | 3.00 | 1.50% | Nil |
| 25.06.20 | £0.1107 | £0.62 | £0.62 | 52.40% | 3.00 | 1.50% | Nil |
| 01.10.21 | £0.6970 | £1.00 | £0.10 | 30.00% | 3.00 | 0.45% | Nil |
| 23.11.21 | £0.6970 | £1.05 | £0.10 | 30.00% | 3.00 | 0.45% | Nil |

Enterprise Management Incentive Option Scheme

At 30 June 2023, the following shares remained outstanding under an Enterprise Management Incentive Option Scheme.

| Number of Options | | | | | Option Price | Date of Grant | Date of Exercise | |
|-------------------|---------|--------------------|-----------|--------------|--------------|---------------|------------------|----------|
| 1 July 2022 | Granted | Cancelled/ Expired | Exercised | 30 June 2023 | | | First | Last |
| 5,000 | - | - | - | 5,000 | £0.750 | 26.06.17 | 30.06.20 | 30.06.27 |
| 507,000 | - | (307,000) | - | 200,000 | £0.620 | 25.06.20 | 24.06.23 | 24.06.30 |
| 8,000 | - | - | - | 8,000 | £0.620 | 08.12.20 | 08.12.20 | 12.08.29 |
| 170,000 | - | - | - | 170,000 | £0.750 | 08.12.20 | 08.12.20 | 12.08.29 |
| 40,000 | - | - | - | 40,000 | £0.100 | 01.10.21 | 30.09.24 | 30.09.31 |
| 25,000 | - | (25,000) | - | 0 | £0.100 | 23.11.21 | 22.11.24 | 22.11.31 |
| 93,000 | - | - | - | 93,000 | £0.795 | 22.02.22 | 21.02.25 | 21.02.32 |
| 12,500 | - | - | - | 12,500 | £0.675 | 08.06.22 | 07.06.25 | 07.06.32 |
| 0 | 200,000 | - | - | 200,000 | £0.100 | 24.03.23 | 23.03.26 | 23.03.33 |

The assumptions used in the valuation of the current share options are as follows:

| Date of grant | Estimated fair value | Share price | Option price | Expected volatility % | Expected Life - Years | Risk free rate % | Expected dividends % |
|---------------|----------------------|-------------|--------------|-----------------------|-----------------------|------------------|----------------------|
| 26.06.17 | £0.0834 | £0.850 | £0.750 | 28.08% | 3 | 1.00% | Nil |
| 25.06.20 | £0.1093 | £0.610 | £0.750 | 52.40% | 3 | 1.50% | Nil |
| 08.12.20 | £0.1107 | £0.620 | £0.620 | 52.40% | 3 | 1.50% | Nil |
| 08.12.20 | £0.1107 | £0.620 | £0.620 | 52.40% | 3 | 1.50% | Nil |
| 01.10.21 | £0.6970 | £1.000 | £0.100 | 30.00% | 3 | 0.45% | Nil |
| 23.11.21 | £0.6970 | £1.050 | £0.100 | 30.00% | 3 | 0.45% | Nil |
| 22.02.22 | £0.0875 | £0.795 | £0.795 | 52.40% | 3 | 1.50% | Nil |
| 08.06.22 | £0.0875 | £0.675 | £0.675 | 52.40% | 3 | 1.50% | Nil |
| 24.03.23 | £0.6163 | £0.855 | £0.100 | 49.70% | 3 | 3.75% | Nil |

Notes to the financial statements (continued)

20 Share capital

| Issued Share Capital | Ordinary shares of 10 pence each | |
|---|----------------------------------|-------------------|
| | 30 June 2023 | 30 June 2022 |
| In issue at 1 July | 16,437,740 | 16,437,740 |
| On issue at 30 June 2023/2022 – fully paid | 16,437,740 | 16,437,740 |

| | 30 June 2023 | 30 June 2022 |
|--|--------------|--------------|
| | £'000 | £'000 |
| Allotted, called up and fully paid Ordinary shares of £0.10 each | 1,644 | 1,644 |
| Shares classified in shareholders' funds | 1,644 | 1,644 |

Treasury Shares

| | 30 June 2023 | | 30 June 2022 | |
|---------------------------|----------------|----------------|----------------|----------------|
| | Cost £ | Number | Cost £ | Number |
| As at 1 July 2022 | 303,254 | 434,000 | - | - |
| Additions | 404,274 | 461,356 | 303,254 | 434,000 |
| As at 30 June 2023 | 707,528 | 895,356 | 303,254 | 434,000 |

Notes to the financial statements (continued)

21 Basic and fully diluted profit per share

Basic profit per share is calculated by dividing the profit by the weighted average number of ordinary shares in issue during the year of 15,849,527 (2022: 16,365,640). This excludes treasury shares held by the Company.

| | Year ended 30 June 2023 Number | Year ended 30 June 2022 Number |
|---|--------------------------------------|--------------------------------------|
| Weighted average number of shares – basic | 15,849,527 | 16,365,640 |
| Share option adjustment for potentially dilutive shares | - | - |
| Weighted average number of shares – diluted | <u>15,849,527</u> | <u>16,365,640</u> |

| | Year ended 30 June 2023 £'000 | Year ended 30 June 2022 £'000 |
|------------------------|-------------------------------------|-------------------------------------|
| Profit | 1,396 | 877 |
| Basic profit per share | <u>8.81</u> | <u>5.36</u> |

Last year showed potential dilutive impact of share options being 431,808 however this was incorrect as none of the share options had reached the hurdle requirement necessary for the option to be exercised. There are 1,504,300 share options and no warrants in place at 30 June 2023 (1,594,500 share options 30 June 2022).

22 Financial instruments

Financial risk management overview

The Group has exposure to the following risks, to varying degrees, from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

This note presents information about the Group's exposure to credit, liquidity and market risks, the objectives, policies and processes for measuring and managing risk, and the management of capital.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation. The Group has a cash balance at year end totalling £0.98m (2022: £1.06m). The Directors consider there to be sufficient cash resources for the foreseeable future period in the context of the profitable trading now being achieved and that the Group remains a going concern with cash available for current investment plans. The Group has no external borrowing other than property lease liabilities arising under IFRS 16.

Financial Assets and Liabilities

The carrying value and fair value for each of the trade and other payables, trade leases and unearned finance income and trade and other receivables are the same.

Notes to the financial statements (continued)

22 Financial instruments (continued)

Cashflow sensitivity analysis for variable rate instruments

The Directors consider that the Group's exposure to interest rates is low (2022: low). Cash is invested in deposits with UK high street banks with no major changes expected in the short term from the relatively low rates. There are no borrowings and lease liabilities are subject to fixed rates (as part of the rental payments made).

This note is in relation to the company's compliance with IFRS 7.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, equity price and interest rate risk will affect the Group's income or the value of its holdings of financial instruments.

The Group receives royalty and other income denominated in US dollars and Euro's which amounted to £2.97m for the year ended 30 June 2023. The Group had no other significant assets or liabilities denominated in foreign currencies at either 30 June 2023 or 30 June 2022 and which therefore could give rise to exchange gains and losses in the Statement of Comprehensive Income.

In order to manage the exposure to this dollar income, the Group enters into forward contracts to sell dollars and buy sterling at fixed rates in respect of the expected receipts in the next year (see note 15).

The Group has analysed the effects of both a 10% increase and decrease in the US dollar compared to the contracted rates and considers the impact would be approximately £0.30m on the consolidated operating profit.

At the reporting date the profile of the Group's financial instruments was:

| | 30 June 2023 | 30 June 2022 |
|---|-----------------|-----------------|
| | £000 | £000 |
| Financial assets held at amortised cost | | |
| Trade receivables | 242 | 326 |
| Other receivables | 26 | 23 |
| Accrued income | 619 | 441 |
| Cash and cash equivalents | 978 | 1,055 |
| | <u>1,865</u> | <u>1,845</u> |
| Financial liabilities held at amortised cost | | |
| Trade payables | 103 | 377 |
| Lease liabilities | 36 | 107 |
| Accruals and other payables | 93 | 103 |
| Financial liabilities at amortised cost | <u>232</u> | <u>587</u> |

Management of capital

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. In order to do this the group may issue new shares in the future. There were no changes to the Group's approach to capital management during the year. The Board considers it important that the Company has the flexibility to pay dividends and make other returns of capital to shareholders when appropriate and desirable to do so. Accordingly, a capital reduction was made to cancel deferred shares and transfer the amount standing to the credit of the share premium account to retained earnings to provide this flexibility as more cash is generated from operations. The Group is not subject to externally imposed capital requirements.

Notes to the financial statements (continued)

22 Financial instruments (continued)

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Financial instruments that may subject the Group to credit risk consist of cash, cash equivalents, and trade and other receivables. The maximum receivable credit exposure including accrued income was £0.9m (2022: £0.8m) which is the respective carrying amounts (which is not significantly different to their fair value and contractual cash flow). There were no material financial assets that were past due at the period end.

At 30 June 2023 the Group's cash was divided between current accounts £0.10m (2022: £0.10m) and £0.87m in fixed rate monthly deposits (2022: £0.95m) with a weighted average interest rate for the year of 1.5% (2022: 0.1%). Cash and cash equivalents are held only in high street banks.

The Group offers trade credit to customers, who are well established and major companies, in the normal course of business. The Group operates stringent credit control procedures on potential customers before allowing credit.

The Group continually monitors its position with, and the credit quality of, the financial institutions, which are counterparts to its financial instruments, and does not anticipate non-performance or that there is a concentration of credit risk. Credit risk is considered to be low given the cash position of the Group and that there is a low exposure level in the trade and other receivables.

Maturity Analysis

The maturity of the lease liabilities including financing charges is as follows:

| | Group and Company | |
|-----------------------|-------------------|--------------|
| | 30 June 2023 | 30 June 2022 |
| | £'000 | £'000 |
| In less than one year | 36 | 73 |
| In one to two years | - | 37 |
| | <u>36</u> | <u>110</u> |

Reconciliation of movements in total financing liabilities

| | Year ended 30 June 2023 | Year ended 30 June 2022 |
|---|----------------------------|----------------------------|
| | Group and Company | Group and Company |
| | £'000 | £'000 |
| At start of the year | 107 | 169 |
| Interest accrued | (2) | 9 |
| Payments of lease liabilities in the year | (62) | (62) |
| Interest received/(paid) in the year | 2 | (9) |
| Total financing liabilities at end of the year | <u>45</u> | <u>107</u> |

Notes to the financial statements (continued)

23 Contingencies and commitments

The Company and Group had no capital commitments or contingent liabilities as at 30 June 2023 (2022: £nil).

24 Related parties and controlling party

Group

The compensation of key management personnel (considered to be the Directors) is shown in note 9.

In the opinion of the Directors, there is no one individual controlling party of the Company.