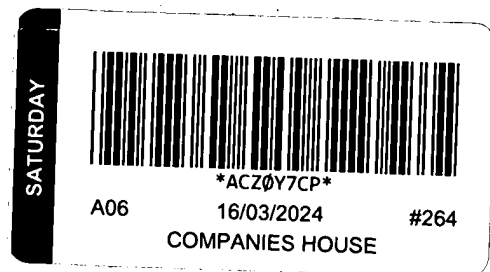


Registered number: 04129612

PLESSEY SEMICONDUCTORS LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023**



PLESSEY SEMICONDUCTORS LIMITED

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PLESSEY SEMICONDUCTORS LIMITED
COMPANY INFORMATION

Directors

Mr C S Bailey
Mr I C Silvester
Dr K Strickland

Registered number

04129612

Registered office

Tamerton Road
Roborough
Plymouth
Devon
PL6 7BQ

PLESSEY SEMICONDUCTORS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 JUNE 2023

The directors of Plessey Semiconductors Limited (the 'company') present their strategic report for the year ended 30 June 2023.

Principal activity and review of business

Plessey is a globally recognised industry brand and an icon of British technology innovation and high-technology manufacturing. Plessey Semiconductors Limited is the trading company of the Group which operates within its own manufacturing and research and development site in Plymouth, UK.

The principal activity in the year continued to be the development of micro LED process technologies and production of product demonstrators for micro LED displays.

Following the acquisition of Intellectual Property from the University of Cambridge in 2012, the company has developed its novel GaN on silicon LED process with an increasing focus on very small pixel structures in a monolithic array. In 2017 the company took the strategic decision to focus solely on micro LED displays to exploit this nascent but potentially substantial market in which the Plessey GaN on silicon platform was increasingly considered to be a pivotal enabler.

In July 2019, the company secured a key NRE agreement for prototype development with a leading player in the AR space, aligned with Plessey's in-house development roadmap. That agreement led to deeper engagement culminating in a multi-year agreement whereby Plessey are dedicating operations and manufacturing capabilities, and grant an exclusive license to some of its Intellectual Property.

During the year, the company continued to upgrade and invest in supporting plant and machinery to enhance the capabilities of its 8" micro LED processing line. These improvements, together with the existing 6" micro LED processing line, are enabling faster development of micro LED processes.

Key performance indicators

The company made an operating profit of £9.9m for the year (2022: £9.2m) and a profit before tax of £8.7m (2022: £9.0m). The key performance indicators for management are liquidity, product development and performance and wafer production yield metrics.

The company actively monitors all areas of the business performance through well-developed business information systems. KPIs form a core part of the performance review process and are reviewed as appropriate by the senior management team at regular monthly meetings. The directors regard LED light output efficacy, device geometry down scaling and industry standard production metrics, for example device yield, as key drivers of the performance of the company.

Section 172(1) Statement

In line with the Companies Act for periods commencing on or after 1 January 2019, the company is required to set out how its directors have fulfilled their duties under section 172(1) for the period.

Section 172(1) of the Act provides that directors must act in a way they consider, in good faith, would most likely to promote the success of the company for the benefit of its members as a whole. In day-to-day management of the business and in key decision-making, the board focusses on, but is not limited to, the matters mentioned below.

PLESSEY SEMICONDUCTORS LIMITED
STRATEGIC REPORT (continued)
FOR THE YEAR ENDED 30 JUNE 2023

Section 172(1) Statement (continued)

The likely consequences of any decision in the long term and the need to act fairly between members of the company:

The board extends the majority of all business decisions and day to day running of the company to the Plessey Leadership Team ('PLT') which consists of directors representing each business function, so the company's decisions are considered from all perspectives in the planning and execution of its business strategy. Annually, top-level objectives focussed on development, operations, finance, people, and sustainability are set by the leadership team which are then cascaded down the business to individual employees. The leadership team meet at least weekly with agenda items covering a broad range of topics including financial and operational performance, business strategy, key risks and long-term viability, stakeholder related matters, sustainability, governance, and regulatory compliance with top-level objective achievement being formally evaluated quarterly. A small number of specific items are considered only at board level such as dividend and tax policy, legal, external financing and financial compliance and regulation.

Wider monthly business review meetings are undertaken with managers from each department to further analyse business performance and any issues on a more granular level to ensure the PLT is fully informed and considers all points of view in decision making.

All issues and actions are examined for their potential impacts on stakeholders where key stakeholders have been identified as the strategic partner, employees, suppliers, shareholders, and the surrounding community. Impacts and therefore actions will depend on the magnitude of the stakeholder's contribution and interests, and information available in the business, as these will vary between stakeholder groups. The company is 100% owned by its parent company Plessey Group Holdings Limited therefore engagement of shareholders is considered in the consolidated group accounts.

The interests of the company's employees:

Highly motivated, dynamic, and innovative people are at the core of Plessey's business and have advanced Plessey to the forefront of next generation display technology. The leadership team considers its people to be a critical stakeholder and vital to the company's continuing and future success.

The leadership team communicate important business decisions, developments, and performance to employees through companywide meetings which it holds periodically and updates employees more regularly through small 'round table' meetings run by the CEO and HR director. These smaller more interactive meetings provide an opportunity to actively engage with employees and gain an insight into their views and ideas which are fed back to the wider leadership team. Furthermore, employees can make suggestions and raise concerns anonymously through the company's Your Voice forum with all submissions being discussed quarterly by the Your Voice committee, comprising employee nominated representatives from each area of the business together with members of the PLT, with the minutes and actions of these meetings published internally.

Given the nature of the company's manufacturing operations, health and safety of employees has heightened importance to management. Monthly meetings are held to inform both managers and the leadership team of any incidents and near misses, with discussions held and actions raised on mitigating risk to employees.

Plessey has a growing and diverse team and recognises its responsibility to foster inclusivity throughout the business. Diversity and inclusion are an increasingly important consideration for the PLT and new policies, procedures and ways to celebrate the company's diverse people are happening each year. For example, in the current year Plessey's gender identity policy was launched and a new quarterly food event was introduced to celebrate differing ethnicities, religions and cultures within the company.

PLESSEY SEMICONDUCTORS LIMITED
STRATEGIC REPORT (continued)
FOR THE YEAR ENDED 30 JUNE 2023

Section 172(1) Statement (continued)

The company gives full and fair consideration to:

- applications for employment made by disabled persons, having regard to their particular aptitudes and abilities
- arranging appropriate training and career development and promotion for disabled persons currently employed by the company

Customers, suppliers and others:

The directors understand that delivering quality R&D services to the agreed milestones and within the customer's agreed pricing is vital for the success of the business. The business works closely with its strategic partner and has developed strict internal policies and procedures to ensure timely delivery of services. Plessey and its strategic partner hold monthly management and technical review meetings, enabling Plessey to be nimble and reactive to its partner's needs, adapting its operations accordingly. Formal quarterly business reviews were implemented in the year to reflect on operational and financial performance and progress against milestones.

The company is committed to building long-term sustainable relationships with its suppliers to ensure materials of required quality are delivered on time. Suppliers are scored annually based on quality, support, price and certifications with a top supplier being recognised at the end of the review. Plessey works together with low scoring suppliers to improve their performance leading to an overall improved business performance.

Community and Environment:

The company actively engages with its local Plymouth community not only through recruitment, which it aims to keep local whenever possible, but through year-round charity events, donations, and sponsorships. Examples in the reporting period include a company beach clean, donation of firefighting equipment to the international firefighting and rescue association and sponsorship of the annual Plymouth running festival. The directors understand the importance of collaborating with charities and local groups to build stronger communities and consider community impact when decision making. The company also engages with other manufacturing businesses in the region to exchange knowledge, promote the area and boost the local economy.

Conducting R&D in an energy intensive sector, the directors are committed to monitoring and mitigating the company's environmental impact. The directors have set out the energy efficiency measures undertaken by the company in the period in the streamlined energy and carbon reporting section of the strategic report.

Business standards:

Plessey's mission is to be at the forefront of micro-LED display technology development through its work with its strategic partner. The board understand that to maintain the company's reputation, the highest standards of business conduct need to be adhered to. The company's core values are:

- **Collaboration:** We work together both within and across departments and alongside our customer, supporting and challenging each other to deliver the very best possible solution
- **Commitment:** We are committed to achieving the impossible and "going the extra mile" to reach new heights/deliver the unthinkable

PLESSEY SEMICONDUCTORS LIMITED
STRATEGIC REPORT (continued)
FOR THE YEAR ENDED 30 JUNE 2023

Section 172(1) Statement (continued)

- **Innovation:** We continually look to challenge boundaries and seek new and creative ways of working, we are not afraid to take risks, to challenge, disrupt and lead the way forward
- **Care:** We care for each other, our customers, stakeholders, and the wider community. We respect and embrace diversity. We look for ways to continually learn and grow

These four values underpin and guide all decision making throughout the business ensuring it delivers the highest quality services for the company's strategic partner, care for its employees and community, and fulfils its duties to other stakeholders.

Furthermore, the company ensures its formal policies and procedures, such as its anti-bribery and corruption policy and whistleblowing policy and all applicable environmental and health and safety legislations, are applied consistently during its decision-making processes.

Principal risks and uncertainties

The principal risk facing the business is failure to achieve development milestones related micro LED processes and early stage micro LED product. Meeting these milestones requires technological advancement and successful innovation, which are also vital to achieving success in the high tech sector. Managing this risk is a core competence of the business that management is well equipped for, holding frequent reviews with its development teams and having robust project management and gate review processes in place.

The recruitment and retention of highly skilled employees is key to the company's operations in developing micro-LED technology. Failure to attract, develop and retain qualified employees, particularly process engineers, may hinder development deadlines and plans. The company has robust recruitment processes in place, competitive remuneration packages and is committed to ongoing training and development for employees which ensures smooth succession of senior roles in the long term. The company continues to successfully attract sufficient local labour for all but the most specialist of roles, where the recruitment search is expanded internationally.

Failure to prevent a cyber attack on the company's systems or any other form of data breach due to weak information security could have a substantial impact on the company as this may result in loss of competitive advantage through not protecting the company's intellectual property, reputational damage, operational disruption and financial loss. The company routinely tests and re-evaluates its cyber security measures and IT disaster recovery plan to ensure they identify and protect the company against new and increasingly sophisticated threats and will enable continued operation of the business if a breach were to occur. Additionally, there is a risk that the company is non-compliant with information and data laws and regulations. Policies and procedures are regularly monitored and updated to ensure the business is compliant.

Management recognises three main areas of emerging risk associated with climate change; failure to comply with evolving operational and financial environmental regulation, increasing cost of environmental levies and operational disruption due to climate related events. Policies and procedures have been implemented and are regularly updated by the business to ensure adherence to all local environmental laws and regulations as they continue to evolve. There is however a further risk that additional costs could be imposed on the business for certain manufacturing processes or the use of certain fuels or materials. Severe weather conditions and other climate related events are likely to have an increasing impact on supply chains in the future with the prospect of increased volatility in the pricing of raw materials and other supplies, and disruption to operations due to delays in imports. The company is working with its suppliers to develop resilience plans which encompass climate risk. During the year, the business has begun monitoring and reporting of carbon emissions and has continued to enact energy efficiency measures which are detailed in the Streamlined Energy and Carbon Reporting in the Directors' report.

PLESSEY SEMICONDUCTORS LIMITED
STRATEGIC REPORT (continued)
FOR THE YEAR ENDED 30 JUNE 2023

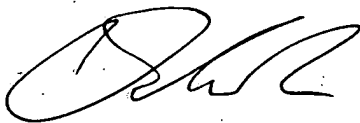
Principal risks and uncertainties (continued)

Management has considered its exposure to the following risks and does not consider the Company to have significant exposures in respect of these risks. Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise a number of types of risk including interest rate risk and currency risk. Interest rate risk is the risk that the future cash flows or the fair value of a financial instrument will fluctuate because of changes in interest rates. Currency risk is the risk that the fair value of cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company has no significant liabilities carrying interest rates and has minimal foreign exchange transactions, and as such management does not consider market risk to be a risk to the company.

Russia's invasion of Ukraine in February 2022 has had a limited impact on business operations to date since the company has no Ukrainian or Russian suppliers and indirect supply chain exposure from the region is extremely small. The company has however continued to feel the effects of increased energy prices seen during the last reporting period but has sufficient cash reserves to absorb the increase in cost.

Brexit has had limited impact on business to date and is unlikely to pose significant future risk or uncertainty. The company exports to the EU infrequently and has had efficient procedures in place to address increased lead times and additional administration associated with EU imports since the UK left the EU in January 2020.

This report was approved by the board on *7 March* 2024 and signed on its behalf by:



Mr I C Silvester
Director

PLESSEY SEMICONDUCTORS LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 30 JUNE 2023

The directors present their report and the audited financial statements of the company for the year ended 30 June 2023.

Results and future developments

The profit for the year, after taxation, amounted to £5.7m (2022: £9.1m) and during the year the company paid dividends amounting to £7,102,483 (2022: £9,762,120).

The company will continue in its principal activity for the foreseeable future.

Directors

The directors who held office during the year, and up to the date of signing the financial statements were as follows:

Mr C S Bailey
Mr I C Silvester
Dr K Strickland

Financial risk management objectives and policies

Through the multi-year development and manufacturing agreement, the investment support received from its strategic development partner has secured the company's cash position such that it no longer considers exposure to price, credit, liquidity and cash flow to be a material risk when assessing the assets, liabilities, financial position and profit or loss of the company and as such, no formal hedging arrangements were undertaken in the period.

The company is committed to optimising the returns to its strategic development partner on the funding it receives which it does by exercising strict cost management through budgetary controls and monthly forecasting.

Research and development

The company is committed to an extensive program of R&D that is essential to maintaining its position at the technological forefront of the micro LED market.

The aggregate amount of research and development expenditure recognised as an expense during the year is £12,457,295 (2022: £10,409,416).

Streamlined energy and carbon reporting

Plessey Semiconductors Limited streamlined energy and carbon reporting has been disclosed in the consolidated Plessey Group Holdings Limited accounts and therefore no disclosure has been made in the company only accounts.

PLESSEY SEMICONDUCTORS LIMITED
DIRECTORS' REPORT (continued)
FOR THE YEAR ENDED 30 JUNE 2023

Going concern

The company made an operating profit of £9.9m (2022: £9.2m) and a profit before tax of £8.7m (2022: £9.0m). The company has net assets of £23.1m (2022: £24.6m).

The directors have evaluated the relevant conditions and events that are known and reasonably knowable at the date that the financial statements are approved and have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of at least 12 months from when these financial statements are approved by the company directors. The company therefore continues to adopt the going concern basis in preparing its financial statements.

Post balance sheet events

No events have occurred since 30 June 2023 which have an impact on these financial statements at the reporting period end.

In October 2023, the company made two dividend distributions to its parent company, Plessey Group Holdings Ltd, of £2,698,254 to fund the repurchasing of shares from its minority shareholders and £5,095,373 to settle its unapproved employee share option scheme. Although conditions of these non-adjusting events did not exist at the end of the reporting period, due to their nature FRS102 32.11 requires them to be disclosed.

Qualifying third party indemnity insurance

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties subject to conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Disclosure of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

In accordance with section 485 of the Companies Act 2006, the auditor will be deemed to be reappointed and, Ernst & Young, Chartered Accountants, will therefore continue in office.

PLESSEY SEMICONDUCTORS LIMITED
DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 30 JUNE 2023

The directors acknowledge their responsibilities for preparing the Annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

This report was approved by the board on 7 March 2024 and signed on its behalf by:



Mr I C Silvester
Director



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLESSEY SEMICONDUCTORS LIMITED

Opinion

We have audited the financial statements of Plessey Semiconductors Limited for the year ended 30 June 2023 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 35, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

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

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

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

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLESSEY SEMICONDUCTORS LIMITED

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLESSEY SEMICONDUCTORS LIMITED

Auditor's responsibilities for the audit of the financial statements

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

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are FRS 102, the Companies Act 2006 and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its operations, including in relation to the health and safety, employee matters, data protection, competition, environmental and bribery and corruption practices.
- We understood how Plessey Semiconductors Limited is complying with those frameworks by making enquiries of management to understand how the Company maintains and communicates its policies and procedures in these areas. We corroborated our enquires through reading board resolutions and any correspondence with relevant authorities, and we noted that there is no contradictory evidence.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override related to recognition of revenue due to the exclusivity and complexity of the transactions. Our procedures to address this risk include making enquiries of management, those charged with governance and others within the entity, as to whether they have knowledge of any actual or suspected fraud. The audit procedures to address the fraud risk included testing the fair value measurement of revenue streams and testing revenue journal postings that fell under specific criteria. The audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved testing journals identified by specific risk criteria. We read the minutes of board resolutions to identify any non-compliance with laws and regulations. We also made enquiries with the management of the Company regarding compliance with laws and regulations.

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



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLESSEY SEMICONDUCTORS LIMITED

Use of our report

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

A handwritten signature in black ink, appearing to read 'Teresa Tully', is written over a faint, illegible stamp.

Teresa Tully (Senior Statutory Auditor)
for and on behalf of Ernst & Young Chartered Accountants, Statutory Auditor

Dublin, Ireland

Date: 13 March 2024

PLESSEY SEMICONDUCTORS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2023

	Note	2023 £000	2022 £000
Turnover	5	56,157	44,872
Cost of sales		(20,792)	(16,695)
Gross profit		35,365	28,177
Distribution costs		(2,622)	(1,771)
Administrative expenses		(31,838)	(22,632)
Other operating income	6	8,949	5,441
Operating profit	8	9,854	9,215
Impairment of investments	17	(5)	(3)
Interest receivable and similar income	12	58	269
Interest payable and similar expenses	13	(1,165)	(508)
Profit before tax		8,742	8,973
Tax (charge)/credit	14	(3,088)	102
Profit for the financial year		5,654	9,075
Total comprehensive income for the year		5,654	9,075

The above results were derived from continuing operations.

The notes on pages 17 to 37 form part of these financial statements.

PLESSEY SEMICONDUCTORS LIMITED**BALANCE SHEET**

REGISTERED NUMBER: 04129612

AS AT 30 JUNE 2023

	Note	2023 £000	2022 £000
Fixed assets			
Intangible assets	15	1,727	1,507
Tangible assets	16	47,545	42,510
Investments	17	3	3
		49,275	44,020
Current assets			
Stock	18	2,742	1,452
Debtors: amounts falling due after more than one year	19	60	88
Debtors: amounts falling due within one year	19	27,665	29,469
Current asset investments	20	5,184	—
Cash at bank and in hand	21	40,752	28,469
		76,403	59,478
Creditors: amounts falling due within one year	22	(54,236)	(45,968)
Net current assets		22,167	13,510
Total assets less current liabilities		71,442	57,530
Creditors: amounts falling due after more than one year	23	(48,105)	(32,585)
Provisions for liabilities	27	(188)	(387)
Net assets		23,149	24,558
Capital and reserves			
Called up share capital	28	—	—
Share option reserve	29	294	255
Capital contribution reserve		14,263	21,365
Profit and loss account		8,592	2,938
Total equity		23,149	24,558

The financial statements were approved and authorised for issue by the board on 7 March 2024 and were signed on its behalf by:



Mr I C Silvester
Director

The notes on pages 17 to 37 form part of these financial statements.

PLESSEY SEMICONDUCTORS LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2023

	Called up share capital £000	Share option reserve £000	Capital contribution reserve £000	Profit and loss account £000	Total equity £000
At 1 July 2022	–	255	21,365	2,938	24,558
Profit for the financial year	–	–	–	5,654	5,654
Total comprehensive income for the year	–	–	–	5,654	5,654
Share based payment plan	–	39	–	–	39
Dividends paid	–	–	(7,102)	–	(7,102)
Total transactions with owners	–	39	(7,102)	–	(7,063)
At 30 June 2023	–	294	14,263	8,592	23,149

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2022

	Called up share capital £000	Share option reserve £000	Capital contribution reserve £000	Profit and loss account £000	Total equity £000
At 1 July 2021	–	197	31,127	(6,137)	25,187
Profit for the financial year	–	–	–	9,075	9,075
Total comprehensive income for the year	–	–	–	9,075	9,075
Share based payment plan	–	58	–	–	58
Dividends paid	–	–	(9,762)	–	(9,762)
Total transactions with owners	–	58	(9,762)	–	(9,704)
At 30 June 2022	–	255	21,365	2,938	24,558

The notes on pages 17 to 37 form part of these financial statements.

PLESSEY SEMICONDUCTORS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

1 General information

Plessey Semiconductors Limited (the 'company') is a private company, limited by shares, incorporated in and domiciled in England and Wales, the United Kingdom. The address of its registered office is Tamerton Road, Roborough, Plymouth, Devon, PL6 7BQ.

The principal activity of the company is the development of micro LED process technologies and production of product demonstrators for micro LED displays.

2 Statement of compliance

These financial statements were prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

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

3.1 Basis of preparation of financial statements

These financial statements have been prepared on a going concern basis under the historical cost convention, unless otherwise specified within these accounting policies.

Unless otherwise stated, the financial statements have been presented in thousands ('£000').

3.2 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. These exemptions are:

- the requirement to prepare a statement of cash flow;
- certain financial instrument disclosures; and
- the non-disclosure of key management personnel compensation.

The company has taken advantage of these exemptions on the basis that it is a qualifying entity and its ultimate parent company, Plessey Group Holdings Limited, includes the related disclosures in its own consolidated financial statements.

3.3 Group accounts not prepared

Plessey Semiconductors Limited has taken advantage of the exemption of preparing group financial statements on the basis that they are included in the consolidated group accounts of Plessey Group Holdings Limited, a company incorporated and resident in the UK.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.4 Going concern

The company made an operating profit of £9.9m (2022: £9.2m) and a profit before tax of £8.7m (2022: £9.0m). The company has net assets of £23.1m (2022: £24.6m).

The directors have evaluated the relevant conditions and events that are known and reasonably knowable at the date that the financial statements are approved and have a reasonable expectation that the company has adequate resources to continue in operational existence for a period of at least 12 months from when these financial statements are approved by the company directors. The company therefore continues to adopt the going concern basis in preparing its financial statements.

3.5 Turnover

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

3.6 Interest receivable and similar income

Interest income is recognised using the effective interest method.

3.7 Interest payable and similar expenses

Interest payable is charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

3.8 Other income

Other operating income comprises the fair value of the consideration received or receivable from all other ordinary operating activities of the company except those that are related to its principal activities which are included in Turnover. Other operating income includes income from state aid in the form of government grants research and development incentives, investment support and other miscellaneous incomes. Other operating income is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company. Income arising from the sale of physical goods is recognised when goods are dispatched, income arising from the provision of services is recognised when the service is provided. Income relating to government grants and investment support is recognised over the useful life of the corresponding assets, matching depreciation expense charged on those assets.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.9 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is pound sterling.

Transactions and balances

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

Exchange gains and losses are recognised in the profit and loss account.

3.10 Employee benefits

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

Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

3.11 Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised directly in equity. In this case, tax is also recognised directly in equity.

(i) Current tax

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

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.11 Taxation (continued)

(ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date with the exception of unrelieved tax losses and other deferred tax assets that are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

3.12 Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

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

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

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

3.13 Government grants

Grants relating to the expenditure on tangible fixed assets are credited to deferred income and released to the profit and loss account at the same rate as the depreciation on the assets to which the grant relates. The amount shown in the balance sheet in respect of grants consists of total grants receivable to date, less the amounts to be credited to the profit and loss account. Grants of revenue nature are credited to the income so as to match them with the expenditure to which they relate.

3.14 Research expenditure

Research and development expenditure is written off in the year in which it is incurred.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.15 Intangible assets

Separately acquired trademarks and licences are shown at historical cost.

Trademarks, licences and customer-related intangible assets have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

Other than intangible assets in progress, amortisation is charged on intangible assets so as to write off the cost, less any estimated residual value, over their useful life. Unless there is clear evidence that a more accurate useful economic life is available or that the useful lives stated below are inappropriate, the company uses the following:

<i>Asset class</i>	<i>Amortisation method and rate</i>
In progress	Not amortised
Computer software	3 years straight line

3.16 Tangible fixed assets

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

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

Assets are recognised when risks and rewards of ownership are substantially transferred from the vendor and are considered to be "under construction" until process qualification or acceptance is complete at which point they are transferred to a depreciating asset class.

Other than assets under construction and land, depreciation is charged so as to write off the cost, less any estimated residual value, over their useful life. Unless there is clear evidence that a more accurate useful economic life is available or that the useful lives stated below are inappropriate, the company uses the following:

Building	- 40 years straight line
Land	- Not depreciated
Plant and machinery	- 7 years straight line
Fixtures and fittings	- 3 years straight line
Assets under construction	- Not depreciated

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.17 Impairment of non-financial assets

An impairment loss is recognised in the profit and loss account.

Non-financial assets are reviewed for impairment at the end of each reporting period or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Fair value less costs of disposal is determined by the amount that would be received to sell an asset in an orderly transaction between market participants. For the purposes of determining value in use, cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

An assessment is made at each reporting date as to whether there is any indication that an impairment recognised in prior periods for an asset may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. An impairment recognised in prior periods is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment was recognised. An impairment in value is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of any depreciation/amortisation, if no impairment in value had been recognised. Reversals of impairment in value are recognised in profit or loss. After such a reversal, the depreciation/amortisation is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

3.18 Investments in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

3.19 Stocks

Stocks are valued at the lower of cost and estimated selling price less cost to sell. In respect of finished goods, costs include a relevant proportion of overheads according to the level of work performed. Work in progress is valued on the basis of direct costs plus attributable overheads based on normal levels of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

Raw material stocks that are consumed in the manufacturing process are valued using the weighted average cost method. Provision is made for slow moving and out of date materials. All other stocks including stocks of spares and consumables are expensed on receipt.

3.20 Current asset investments

Investments in unlisted company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet. Gains and losses on remeasurement are recognised in the statement of comprehensive income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.20 Current asset investments (continued)

Fixed terms deposits are cash amounts restricted due to the terms of the account in which they are held. After the agreed term of the deposit has elapsed, the cash will then be made available to the company, upon which it will be reclassified to cash and cash equivalents, unless the cash is reinvested.

3.21 Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits held with banks. Bank overdrafts are shown within borrowings in current liabilities.

3.22 Financial instruments

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

(i) Financial assets

Basic financial assets, including trade and other debtors, amounts owed by group undertakings and cash and bank balances are initially recognised at transaction price.

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

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

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other creditors, that are classed as debt are initially recognised at transaction price.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

3 Summary of significant accounting policies (continued)

3.22 Financial instruments (continued)

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

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

3.23 Provisions for liabilities

Provisions are recognised when the company has an obligation at the reporting date as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

3.24 Share based payments

The share options programme allows employees to acquire shares of the parent company Plessey Group Holdings Limited. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The share options can be exercised during the vesting period. The fair value is measured at grant date and spread over the estimated time to exit as determined by the company directors. This is reviewed and changed if necessary at the end of each accounting period. The fair value of the options granted is measured based on market values at the date of grant, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of options that are vesting.

Where the company's parent grants rights to its equity instruments to the company's employees, which are accounted for as equity-settled in the accounts of the parent, the company accounts for these share-based payments as equity-settled.

3.25 Share capital

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

3.26 Related party transactions

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

3.27 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable. These amounts are recognised in the statement of changes in equity.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

4 Judgements in applying accounting policies and key sources of estimation uncertainty

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are reassessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See Note 16 for the carrying amount of the tangibles and Note 3.16 for the useful economic lives for each class of assets.

An impairment is recognised when the recoverable value of an asset falls below its carrying value with its recoverable value being the higher of value in use and fair value less cost to sell. Value in use calculations require management judgement to determine a pre-tax discount rate that reflects the time value of money and asset specific risk. Where it has an active quote for the purchase of an asset, the company uses the quoted selling price for the fair value of the asset. Otherwise, fair value is estimated using historical selling prices and costs of selling assets of similar age and condition as a benchmark. The recoverable amount for assets that are bespoke to the company is always assumed to be nil.

In March 2020, the group signed a significant multi-year customer contract. Under the terms of the contract the company agreed to provide a number of different services for a single aggregate fee. Management assessed the fair value of each service at contract inception with the process of valuing each income stream including a number of key judgements and a degree of uncertainty.

One element of the contract, margin on operating costs, is based on the average margin of the industry in which the group operates and managements' estimate of future costs. As the revenue from this service is recognised over the lifetime of the contract, the judgement and estimation made on inception is still applied in the current year. All other elements of the contract were recognised on contract inception.

5 Turnover

The analysis of the company's revenue for the year from continuing operations is as follows:

	2023	2022
	£000	£000
Sale of goods	192	166
Rendering of services	55,965	44,706
	56,157	44,872

The analysis of the company's turnover for the year by market is as follows:

	2023	2022
	£000	£000
United Kingdom	-	7
Rest of the world	56,157	44,865
	56,157	44,872

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

6 Other operating income

	2023	2022
	£000	£000
Release of government grants	121	239
Research and development scheme	1,992	1,485
Investment support	6,532	3,482
Miscellaneous other operating income	181	235
Gain on disposal of tangible fixed assets	123	–
	8,949	5,441

7 Government grants

The company has received government grants for which it must meet targets based on the number of full time equivalent employees over a monitoring period to 31 March 2024.

The amount of grants recognised in the profit and loss account was £120,855 (2022: £239,084).

8 Operating profit

The operating profit is stated after charging/(crediting):

	2023	2022
	£000	£000
Depreciation of tangible fixed assets (note 16)	7,366	5,530
Amortisation of intangible assets (note 15)	558	140
Research and development cost	12,457	10,409
Foreign exchange losses/(gains)	375	(1,199)
Operating lease expense	570	551
(Gain)/loss on disposal of tangible fixed assets	(123)	62
Impairment loss on fixed assets (note 16)	1,637	–

9 Auditor's remuneration

	2023	2022
	£000	£000
Audit of the financial statements	77	59

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

10 Employees

Staff costs, including directors' remuneration, were as follows:

	2023	2022
	£000	£000
Wages and salaries	14,821	12,992
Social security costs	1,642	1,479
Pension costs, defined contribution scheme	803	622
	17,266	15,093

Included in wages and salaries is a total expense of share-based payments of £38,821 (2022: £57,549).

The average monthly number of employees, including the directors, during the year was as follows:

	2023	2022
	No.	No.
Manufacturing	172	131
Administration and support	22	18
Research and development	108	84
	302	233

11 Directors' remuneration

The directors' remuneration for the year was as follows:

	2023	2022
	£000	£000
Remuneration	997	557
Contributions paid to money purchase schemes	31	12
	1,028	569

During the year retirement benefits were accruing to 2 director (2022: 2) in respect of money purchase pension schemes.

The highest paid director received remuneration of £458,000 (2022: £313,000). The value of the company's contributions paid to a money purchase pension scheme in respect of the highest paid director amounted to £17,000 (2022: £4,000).

12 Interest receivable and similar income

	2023	2022
	£000	£000
Income on financial investments	54	—
Other finance income	4	269
	58	269

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

13 Interest payable and similar expenses

	2023	2022
	£000	£000
Interest on obligations under finance leases and hire purchase contracts	60	41
Other finance expense	1,105	467
	1,165	508

14 Taxation

	2023	2022
	£000	£000
Corporation tax		
Current year corporation tax charge for the year	550	641
Adjustments in respect of previous periods	295	50
Total current tax charge for the year	845	691
Deferred tax		
Origination and reversal of timing differences	2,494	(255)
Changes to tax rates	136	(319)
Adjustments in respect of previous periods	(387)	(219)
Total deferred tax charge/(credit) for the year	2,243	(793)
Taxation charge/(credit) on profit on ordinary activities	3,088	(102)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2022: lower than) the standard rate of corporation tax in the UK of 20.5% (2022: 19%). The differences are explained below:

	2023	2022
	£000	£000
Profit on ordinary activities before tax	8,742	8,973
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.5% (2022: 19%)	1,792	1,705
Effects of:		
Effect of revenues exempt from taxation	(51)	(72)
Effect of expense not deductible in determining taxable profit	83	3
Deferred tax charge/(credit) from unrecognised temporary difference	1,220	(1,251)
Decrease in UK and foreign current tax from adjustment for prior periods	(92)	(168)
Changes to tax rates	136	(319)
Total tax charge/(credit) for the year	3,088	(102)

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

14 Taxation (continued)

Factors that may affect future tax charges

An increase to the corporation tax rate, rising to 25% from 1 April 2023, was enacted on 24 May 2021 and the government has reconfirmed on 16 October that this corporate tax rate increase will be enforced. Due to this change, the effects of the planned change to increase the rate to 25% are reflected in these financial statements for the purposes of deferred tax.

15 Intangible assets

	Computer software £000	In progress £000	Total £000
Cost			
At 1 July 2022	877	792	1,669
Additions	475	303	778
Disposals	(45)	–	(45)
Transfers	792	(792)	–
At 30 June 2023	2,099	303	2,402
Amortisation			
At 1 July 2022	162	–	162
Amortisation charge	558	–	558
Disposals	(45)	–	(45)
At 30 June 2023	675	–	675
Net book value			
At 30 June 2023	1,424	303	1,727
At 30 June 2022	715	792	1,507

Amortisation of intangible assets is included within administrative expenses in the profit and loss account.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

16 Tangible fixed assets

	Land and buildings £000	Fixtures and fittings £000	Assets under construction £000	Plant and machinery £000	Total £000
Cost					
At 1 July 2022	2,151	3,972	9,540	46,534	62,197
Additions	253	930	3,968	9,414	14,565
Transfers	–	710	(9,270)	8,560	–
Disposals	–	–	–	(3,196)	(3,196)
At 30 June 2023	2,404	5,612	4,238	61,312	73,566
Depreciation and impairment					
At 1 July 2022	1,007	1,961	–	16,719	19,687
Charge for the year on owned assets	124	1,250	–	5,992	7,366
Disposals	–	–	–	(2,669)	(2,669)
Impairment charge	–	–	1,242	395	1,637
At 30 June 2023	1,131	3,211	1,242	20,437	26,021
Net book value					
At 30 June 2023	1,273	2,401	2,996	40,875	47,545
At 30 June 2022	1,144	2,011	9,540	29,815	42,510

Included within the net book value of land and buildings above is £1,273,209 (2022: £1,144,089) in respect of freehold land and buildings.

The asset in progress relates to the purchase and installation of plant and machinery not completed and therefore not available for use at year end.

Impairment losses for assets under construction and plant and machinery, which are obsolete due to changing R&D processes, are £255,973 and £395,086 respectively. Additionally a £985,776 impairment was recognised in the period in assets under construction for a construction project that is postponed without a current plan for its resumption.

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2023 £000	2022 £000
Plant and machinery	281	371
Fixtures and fittings	266	394
	547	765

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

17 Investments in subsidiaries

	Investments in subsidiaries £000
Cost	
At 1 July 2022	799
Additions	5
At 30 June 2023	804
Accumulated impairment	
At 1 July 2022	796
Charge for the year	5
At 30 June 2023	801
Carrying amount	
At 30 June 2023	3
At 30 June 2022	3

Subsidiary undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 100% of the ordinary share capital are as follows:

Name	Registered address	Country of incorporation	Principal activity
Plessey Semiconductors Incorporated	600 California Street, San Francisco, CA 94108	USA	Sales support centre
Plessey Lighting Limited	Tamerton Road, Roborough, Plymouth, PL6 7BQ	England and Wales	Non-trading company
JSFM Tamerton Limited	Tamerton Road, Roborough, Plymouth, PL6 7BQ	England and Wales	Dormant company

18 Stocks

	2023 £000	2022 £000
Raw materials and consumables	2,742	1,452

The amount of impairment loss included in profit or loss is £3,242,743 (2022: £1,608,088). The impairment loss is included in cost of sales.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

19 Debtors

	2023	2022
	£000	£000
Due after more than one year		
Prepayments and accrued income	60	88
Due within one year		
Trade debtors	11,686	13,296
Other debtors	1,255	1,176
Prepayments and accrued income	6,245	4,275
Deferred tax (note 26)	8,479	10,722
	27,665	29,469

The amount of bad debt expense recognised in the year was £Nil (2022: £Nil), this is included within administrative expenses in the profit and loss account.

£17.5m of the deferred tax asset balance is expected to be recovered within 12 months and £9.0m deferred tax liability is expected to be paid after 12 months.

20 Current asset investments

	2023	2022
	£000	£000
Fixed term deposits	5,184	–

The company holds fixed term deposit accounts held for longer than 90 days.

21 Cash and cash equivalents

	2023	2022
	£000	£000
Cash at hand	1	2
Cash at bank	37,225	28,367
Short-term deposits	3,526	100
	40,752	28,469

The company has a requirement as part of its multi-year agreement to retain cash of \$2.0m (2022: \$3.0m).

The company has restricted cash of £100,000 due to an import duty deferment guarantee further detailed in Note 32.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

22 Creditors: amounts falling due within one year

	2023	2022
	£000	£000
Trade creditors	3,181	3,060
Amounts owed to group undertakings	342	297
Finance leases	321	291
Other taxation	214	382
Social security	218	–
Other creditors	–	283
Accruals and deferred income	49,834	41,553
Outstanding defined contribution pension costs	126	102
	54,236	45,968

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

Deferred income relates to grants and other similar income that have been received by the company. The grants are for the purchase of capital items and are being released to the profit and loss in line with the depreciation policy of the associated asset (predominantly seven years straight line). The balance due within one year at the year end was £11,246,493 (2022: £7,216,677).

Other taxation and social security consists of PAYE, apprenticeship levy, statutory maternity pay, student loans payable and national insurance payable respectively.

23 Creditors: amounts falling due after more than one year

	2023	2022
	£000	£000
Finance leases	200	461
Accruals and deferred income	47,905	32,124
	48,105	32,585

Deferred income relates to grants and other similar income that have been received by the company. The grants are for the purchase of capital items and are being released to the profit and loss in line with the depreciation policy of the associated asset (predominantly seven years straight line). The balance due in more than one year at the year end was £47,905,411 (2022: £32,123,763).

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

24 Loans and borrowings

Maturity of debt

	2023	2022
	£000	£000
Finance lease liabilities due within one year	321	291
Finance lease liabilities between 2-5 years	200	461
	521	752

Agreement over specific credit balances dated 30 November 2010 and a group set off is held.

Finance lease assets are secured against the associated asset.

25 Operating lease commitments

	2023	2022
	£000	£000
Operating leases		
The total of future minimum lease payments is as follows:		
Not later than one year	468	586
Later than one year and not later than five years	1,304	1,937
	1,772	2,523

26 Deferred tax

	2023	2022
	£000	£000
Deferred tax asset		
At beginning of year	10,722	9,929
(Charged)/credited to profit or loss	(2,243)	793
At end of year	8,479	10,722

The deferred taxation balance is made up as follows:

	2023	2022
	£000	£000
Unused recoverable tax losses carried forward	6,174	8,842
Timing differences between accounting and tax depreciation	(9,021)	1,364
Short term timing differences	10,680	25
R&D expenditure credit	646	491
	8,479	10,722

There are £33,885,492 of unused tax losses (2022: £28,141,485) for which no deferred tax asset is recognised in the balance sheet.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

26 Deferred tax (continued)

The deferred tax asset in relation to R&D expenditure credit expected to reverse in the next 12 months is £645,524 (2022: £491,280).

27 Provisions for liabilities

	Warranties £000	Other provisions £000	Total £000
At 1 July 2022	191	196	387
Utilised during the year	(3)	–	(3)
Settled during the year	–	(196)	(196)
At 30 June 2023	188	–	188

The company provides a 7 year manufacturers' warranty on one of its product lines. The company has provided for the estimated future cost of repairing all units sold with this associated warranty.

In the prior year, the company recognised a provision for a climate change agreement (CCA) buy-out fee. The buyout fee crystallised at the end of the target period, 31st December 2022, and was settled by the company in Q2 2023.

28 Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
6 (2022: 6) Ordinary shares of £1 each	6	6

Ordinary shares have the following rights, preferences and restrictions:

Ordinary shares carry the right to receive notice of, attend, speak and vote at general meetings of the company. Each share carries one vote. All shares have dividend rights and rank pari passu in all respects.

29 Share based payments

The Plessey Group Holdings Unapproved Share Option Plan

Employees in the company participate in a share incentive scheme operated by the parent company Plessey Group Holdings Limited, providing shares in the parent company.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

29 Share based payments (continued)

The terms and conditions of the grants are as follows, all options will be settled in the future by the physical delivery of shares:

	Number of instruments granted	Number of instruments outstanding at year end	Vesting status	Contractual life of options
Share options issued under unapproved scheme	–	1,980,459	Vesting	10 years

The number and weighted average exercise prices of share options are as follows:

	Weighted average exercise price £	Number 2023	Weighted average exercise price £	Number 2022
Outstanding at the beginning of the year	0.20	2,036,459	0.20	2,141,459
Forfeited during the year	0.20	(56,000)	0.20	(105,000)
Outstanding at the end of the year	0.20	1,980,459	0.20	2,036,459

The total expense recognised for the year arising from share based payments are:

	2023 £000	2022 £000
Share based payment expenses	39	58
Group contribution of equity	39	58

The fair value of the options is calculated based on the Black Scholes valuation model and assumptions determined by management at the date of grant of the share options.

30 Pension commitments

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £802,809 (2022: £621,518).

Contributions totalling £125,727 (2022: £101,821) were payable to the scheme at the end of the year and are included in creditors.

PLESSEY SEMICONDUCTORS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 30 JUNE 2023

31 Capital commitments

As at the period end the company had committed to the purchase of plant and machinery related to the production of LEDs.

The total amount contracted for but not provided in the financial statements was £2,022,214 (2022: £8,907,265).

32 Financial guarantee

As at the year end the company has entered into an import duty deferment guarantee dated 4 December 2019 in favour of HM Revenue & Customs.

The amount of the financial guarantee is £100,000.

33 Related party transactions

During the year the company invoiced its strategic partner £87,301,508 (2022: £76,363,827) in total for R&D services and capital investment support. At the end of the year £11,633,177 (2022: £13,290,924) pertaining to R&D services was outstanding and included within debtors. The receivable is unsecured, due in 30 days and no guarantees have been received. Under FRS102 section 33.3, an entity is required to assess the substance of any relationship and not merely the legal form and therefore it is management's view that transactions with its strategic partner should be disclosed due to a significant degree of operational control.

The company is exempt from disclosing other related party transactions as they are with other companies that are wholly owned within the Plessey Group.

34 Parent and ultimate parent undertaking

The company has taken advantage of the exemption in FRS102.33 "Related Party Disclosures" from disclosing transactions with other wholly owned members of the group.

The company's immediate parent is Plessey Group Holdings Limited, incorporated in England & Wales.

The ultimate parent company is Granshore Limited, a company incorporated in Cyprus.

The parent of the smallest group in which these financial statements are consolidated is Plessey Group Holdings Limited, incorporated in England and Wales.

The address of Plessey Group Holdings Limited is:
Tamerton Road, Roborough, Plymouth, Devon, PL6 7BQ.

35 Post balance sheet events

No events have occurred since 30 June 2023 which have an impact on these financial statements at the reporting period end.

In October 2023, the company made two dividend distributions to its parent company, Plessey Group Holdings Ltd, of £2,698,254 to fund the repurchasing of shares from its minority shareholders and £5,095,373 to settle its unapproved employee share option scheme. Although conditions of these non-adjusting events did not exist at the end of the reporting period, due to their nature FRS102 32.11 requires them to be disclosed.