

PV Crystalox Solar PLC

Annual report

For the year ended

30 June 2024

Company No. 06019466

PV Crystalox Solar PLC
Annual Report for the year ended 30 June 2024

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Company information

Company registration number	06019466
Registered office	Innovation Centre 99 Park Drive Milton Park ABINGDON Oxfordshire OX14 4RY
Directors	I A Dorrity J K Sleeman P J Finnegan
Company secretary	P J Finnegan
Bankers	National Westminster Bank Plc Thames Valley Corporate Office Abbey Gardens 4 Abbey Street READING RG1 3BA
Independent auditors	Azets Audit Services Chartered Accountants and Statutory Auditors Gladstone House 77-79 High Street EGHAM TW20 9HY

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Strategic report

The directors present their strategic report on the Company for the year ended 30 June 2024.

Principal activities and review of the business

The Company acts as the holding company of three subsidiary companies (together the Group) and is the ultimate holder of the whole of the share capital in these subsidiary companies. It is the immediate parent company of Crystalox Solar Limited and PV Crystalox Solar Silicon GmbH (PVCSS) in Germany. Crystalox Solar Limited owns the whole of the share capital in Crystalox Limited.

As communicated to shareholders in June 2021, the Company is seeking to liquidate its assets and return the remaining cash to its shareholders. The largest asset on the balance sheet is its investment in subsidiary undertakings which relates to companies in Germany and the United Kingdom.

Extremely challenging PV market conditions have persisted since 2011 when overcapacity primarily in China caused a collapse in pricing across the value chain. This difficult environment eventually necessitated the Group's exit from the PV industry. Manufacturing ceased at Crystalox Limited in 2017 and the closure of the UK facilities was completed in 2018.

Major restructuring of the German subsidiary PVCSS was carried out during 2018 when the Board concluded that the transformation of the manufacturing operation to focus on the cutting of ceramics would be preferable to closure and ultimately offered the potential for a favourable outcome for all stakeholders through a sale to a third party or a transfer of the business to the existing management team. The resolution of a tax audit at PVCSS in September 2021 removed a potential obstacle to the sale of the subsidiary and discussions with a potential buyer reached an advanced stage during 2022. However, the buyer ultimately withdrew its interest due to a very significant reduction in demand for the products that PVCSS was manufacturing on its behalf.

The Green Deal Industrial Plan was announced by the European Union in 2023 and included a target to reach 30GW of annual PV manufacturing capacity by 2025. Following this announcement, discussions were held with parties looking to set up integrated PV production operations and who were interested in PVCSS. As the only remaining European wafering facility with the necessary infrastructure and operational expertise PVCSS was uniquely positioned. However, no agreement was reached with interested parties regarding the sale of PVCSS.

Sales volumes at PVCSS had not recovered since the loss of its major customer in mid-2022 and the company had remained loss-making since then. As there was little prospect of any return to profitability in the near term, the Board took the decision in June 2024 to shut down operations and to wind up the company. Accordingly, employees in Erfurt were informed of

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Strategic report (continued)

the closure of the company and given notice of redundancy. Notice was also given to the landlord to terminate the lease and vacate the premises at the end of the year.

Following the announcement of closure, an approach was received from a company which expressed interest in purchasing the fixed assets and inventory of PVCSS with the intention to continue operations at the site. This interest was contingent on securing a new lease for the building and agreeing new contracts with the employees. In November 2024 agreement was concluded with the company and the liquidation value of PVCSS is now expected to significantly exceed the original estimate made when the decision to close the company was taken.

Crystalox Limited (a wholly owned subsidiary) received a cash inflow of €127k in April 2023 which related to a historic settlement of a wafer supply contract with a customer which did not fulfil its obligations. Receipts of €9.6 million in aggregate relating to this customer have been collected since in 2014. A final cash inflow into the UK subsidiary is now expected in late 2025 when the winding up of the special purpose vehicle responsible for the liquidation of the customer's assets is completed. During the year Crystalox Limited paid up a dividend of £557k to the Company via its intermediate parent company, Crystalox Solar Limited.

Financial Performance

The Company has a profit before tax for the year of £258k. This profit is in respect of the dividend income from Crystalox Limited which is partly offset by the impairment of Company's investments in subsidiaries and salaries/administration costs net of group management fee income. The main elements are:

	2024	2023
	£'000	£'000
Income from shares in Group undertaking	557	-
Impairment of investments	(251)	-
Staff costs	(87)	(190)
Administration costs	(27)	(33)
Gain on exchange	-	-
Management fee income	66	75
Profit / (Loss) before taxation	258	(148)

Staff costs of £87k are lower than in previous periods due to further reductions in the directors' salaries. Salaries had previously been reduced by 60% in October 2021 to reflect the move to part-time contracts and 45% in February 2023 to reflect the reduced time commitment of the directors. Wages and salaries are analysed in Note 5 to the accounts.

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Strategic report (continued)

Following the decision to shut down the German subsidiary and the sale of its assets the Board will start the wind-up of the subsidiary companies during 2025 which should enable a final distribution to shareholders in late 2026.

The directors consider it is appropriate to prepare financial statements for shareholders comprising the parent company only as these give a more representative view of the assets and liabilities held and is permitted for a small unlisted group. The directors present the closing balance sheet on 30 June 2024 as providing the best estimate of the remaining value in the business on that date. The investment in subsidiaries value of £2.53 million has been reviewed and is supported by the assets held within the UK subsidiaries and the liquidation value of the German subsidiary following the sale of its assets

Principal risks and uncertainties

As a result of the decision in 2020 to delist from the London Stock Market and for the directors and secretary to agree part-time contracts the Company's costs levels are greatly reduced.

Liquidity / cashflow risk:

Although the Company continues to hold a significant cash balance, remaining cash outgoings are restricted to those necessary for administrative purposes. Cash held by the Company is kept instantly available in current bank accounts and bank deposit accounts.

The Company holds its cash in pounds sterling (subsidiary companies have a combination of currencies, accordingly there is some risk associated with foreign exchange rate movements in these companies).

Key performance indicators (KPIs)

PV Crystalox Solar PLC and its Group's operations are managed as one operation. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of PV Crystalox Solar PLC. The sole purpose of the Company and Group is currently to optimise the disposal of its assets and maximise the return to shareholders as soon as all outstanding matters have been finalised and settled.

Going concern / basis of preparation

As part of its normal business practice, the Company regularly prepares both annual and longer-term plans which are based on the directors' expectations.

The Company's anticipated remaining running costs are expected to be a relatively small proportion of the remaining cash.

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Strategic report (continued)

Following the decision to cease production during 2017 the financial statements for both the current and prior year are prepared on a basis other than going concern.

However, whilst the directors are comfortable the company is able to meet its debts as they fall due, the financial statements are being prepared on a basis other than going concern.

Future developments

The Board will proceed with the wind up of the Company's subsidiaries and preparations for solvent liquidation of the Company.

By order of the board

A handwritten signature in black ink, appearing to read 'Iain Dorrity', written in a cursive style.

Iain Dorrity
Director
25 November 2024

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Directors' report

The directors present their report and the audited financial statements of the Company for the year ended 30 June 2024.

Results and dividends

The trading result for the year and the Company's financial position at the end of the year are shown in the attached financial statements.

The Company does not propose paying a dividend (2023: Nil).

Strategic Report

The Company is required by the Companies Act 2006 to set out the development and performance of the business of the Company during the year ended 30 June 2024 and of the position of the Company at the end of the period and a description of the principal risks and uncertainties facing the Company. The information concerning the Strategic Report can be found on pages 2 to 5.

Research and development

No research and development activities were carried out in the years under review.

Employees

The Company had 3 employees at 30 June 2024 (3 at 30 June 2023).

Directors

The directors who served the Company during the year and up to the date of signing were as follows:

Mr J K Sleeman
Dr I A Dorrity
Dr P J Finnegan

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Directors' report (continued)

Statement by the Directors relating to their statutory duties under s172 (1) Companies Act 2006

The Board of directors considers, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of the members as a whole (having regard to the stakeholders and the matters set out in s172 (1) (a-f) of the Act) in the decisions taken during the year ended 30 June 2024.

- The Company is a holding company currently engaged in the orderly disposal of its subsidiaries and returning monies to shareholders. The Company's success in following this strategy is measurable ultimately in terms of the value arising. To this end:
- The Company and its subsidiaries are dependent upon the loyalty and hard work of their employees and seeks to reward those employees fairly whilst creating an environment that is both safe, secure and rewarding with responsive and trusted leadership.
- The Company's subsidiaries are encouraged to maintain regular and honest contact with customers and suppliers, to understand their needs and to build a partnering approach to business generally for the long term.
- The Company's subsidiaries consider the impact of their operations on their local communities with charitable activities encouraged and supported.
- The Company and its subsidiaries consider the impact of their operations on the environment, with travel minimised and recyclable packaging materials employed where possible.
- The Board's intention, for itself and for its subsidiaries, is to operate responsibly within a governance culture and framework that is appropriate to nature and size.
- The Board, through its Annual General Meeting and regular announcements to shareholders communicates with members fairly and equally by providing clear and informative information about the Company's business and its investments.

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Directors' report (continued)

Energy and carbon reporting

As the Company has consumed less than 40,000kWh of energy in this reporting period, it qualifies as a low energy user under the regulations and is not required to report on any emissions, energy consumption or energy efficient activities.

Directors' indemnities

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial period and is in force as at the date of approval of the financial statements. The Company also purchased and maintained throughout the financial year directors' and officers' liability insurance in respect of itself and its directors.

Going concern

Going concern is discussed in the Strategic Report which can be found on pages 4 and 5.

Future Developments

The Company will focus on preparation for a possible solvent liquidation.

Disclosure of information to the auditors

The directors who held office at the date of approval of this Directors' Report confirms that, so far as he is each aware, there is no relevant audit information of which the Company's auditors are unaware; and the directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

Azets Audit Services has indicated that it is willing to continue in office. A resolution to re-appoint Azets Audit Services as auditors for the ensuing year will be proposed at the AGM.

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Directors' report (continued)

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with UK adopted International 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable UK Adopted International Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

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.

On behalf of the board



Peter Finnegan
Company Secretary
25 November 2024

PV Crystalox Solar PLC

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Independent auditors' report to the members of PV Crystalox Solar PLC

Opinion

We have audited the financial statements of PV Crystalox Solar Plc (the 'company') for the year ended 30 June 2024, which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted International Accounting Standards.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with UK adopted International Accounting Standards; 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 group and the 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – basis of preparation of the financial statements

We draw your attention to note 1 to the financial statements which describes the basis of preparation of the financial statements. As described in note 1, the company is not considered to be a going concern and the financial statements have been prepared on a basis other than going concern. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report and financial statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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Independent auditors' report to the members of PV Crystalox Solar PLC
(continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our 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 company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, 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 for the financial statements

As explained more fully in the statement of directors' responsibilities as set out on page 11, 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 auditors' report to the members of PV Crystalox Solar PLC (continued)

Auditor's responsibilities for the audit of the financial statements

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

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.

Extent to which 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 and on the Financial Reporting Council's website, to detect material misstatements in respect of irregularities, including fraud.

We obtain and update our understanding of the entity, its activities, its control environment, and likely future developments, including in relation to the legal and regulatory framework applicable and how the entity is complying with that framework. Based on this understanding, we identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. This includes consideration of the risk of acts by the entity that were contrary to applicable laws and regulations, including fraud.

In response to the risk of irregularities and non-compliance with laws and regulations, including fraud, we designed procedures which included:

- Enquiry of management and those charged with governance around actual and potential litigation and claims as well as actual, suspected and alleged fraud;
- Reviewing minutes of meetings of those charged with governance;
- Assessing the extent of compliance with the laws and regulations considered to have a direct material effect on the financial statements or the operations of the company through enquiry and inspection;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations;
- Performing audit work over the risk of management bias and 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 indicators of potential bias.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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Independent auditors' report to the members of PV Crystalox Solar PLC
(continued)

Use of our report

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

Azets Audit Services

Paul Creasey (Senior Statutory Auditor)
For and on behalf of Azets Audit Services
Chartered Accountants and Statutory Auditor
Egham

25 November 2024

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Statement of Comprehensive Income for the year ended 30 June 2024

(All amounts in £ thousands unless otherwise stated)

	note	2024	2023
Revenue	3	-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		(114)	(223)
Impairment of investments		(251)	-
Income from shares in Group undertaking		557	-
Other operating income		66	75
Profit / (Loss) before interest and taxation	4	258	(148)
Finance income/cost		-	-
Profit / (Loss) before taxation		258	(148)
Tax on profit	6	-	-
Profit / (Loss) for the financial year		258	(148)

There was no other comprehensive income for the period (2023: £nil).

The activities of the Company are no longer classed as continuing and the financial statements have been prepared on a basis other than going concern.

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Statement of financial position as at 30 June 2024

(All amounts in £ thousands unless otherwise stated)

	Note	2024	2023
Non-current assets			
Investments	7	2,527	2,777
Current assets			
Other receivables	8	573	42
Cash and cash equivalents	9	41	80
		614	122
Current liabilities			
Creditors and other payables	10	(42)	(58)
		(42)	(58)
Net current assets		572	64
Total assets less current liabilities		3,099	2,841
Net assets		3,099	2,841
Capital and reserves			
Called up share capital	11	110	110
Profit and loss account		2,989	2,731
Total shareholders' funds		3,099	2,841

The notes on pages 19 to 25 are an integral part of these financial statements.

The financial statements were authorised for issue by the board on 25 November 2024 and were signed on its behalf by:



Iain Dorrity
Director
Company No. 06019466

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Statement of changes in equity for the year ended 30 June 2024

(All amounts in £ thousands unless otherwise stated)

	Share capital £'000	Retained earnings / (accumulated losses) £'000	Total equity £'000
As at 1 July 2022	110	2,879	2,989
Loss for the year and total comprehensive income	-	(148)	(148)
As at 30 June 2023	110	2,731	2,841
	Share capital £'000	Retained earnings / (accumulated losses) £'000	Total equity £'000
As at 1 July 2023	110	2,731	2,841
Transactions with owners	-	-	-
Profit for the year and total comprehensive income	-	258	258
As at 30 June 2024	110	2,989	3,099

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Cash flow statement for the year ended 30 June 2024

(All amounts in £ thousands unless otherwise stated)

	2023 £'000	2023 £'000
Profit / (loss) before taxes	258	(148)
Adjustments for:		
Impairment of investments	251	-
Dividend from subsidiary	(557)	-
	509	(148)
Changes in working capital		
(Increase) / decrease in Debtors	(532)	7
Decrease in Creditors	(16)	(10)
	(548)	(3)
Net cash used in operating activities	(596)	(151)
Cash flow from investing activities		
Dividend from subsidiary	557	-
Net cash generated from/(used in) investing activities	557	-
Cash flow from financing activities		
Net cash used in financing activities	-	-
Cash used in operations	(39)	(151)
Cash and cash equivalents at the beginning of the period	80	231
Cash and cash equivalents at the end of the year	41	80

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Notes to the financial statements

(All amounts in £ thousands unless otherwise stated)

1 – Summary of material accounting policies

Basis of preparation

PV Crystalox Solar PLC is a public company limited by shares and registered in England and Wales. The registered office is stated on page 3 of these financial statements.

The financial statements of PV Crystalox Solar PLC have been prepared in accordance with International Financial Reporting Standards (IFRS and IFRIC Interpretations) as adopted by the UK (“UK adopted IAS”) and those parts of the Companies Act 2006 applicable to companies preparing their accounts under UK adopted IFRS.

Following the delisting on 29 September 2020 the financial statements are no longer prepared on the going concern basis and have instead been prepared on a basis other than going concern as it is the directors’ intention to liquidate the Company as soon as various outstanding matters have been settled. The Company is in a net asset position of £3.1 million at 30 June 2024.

The preparation of financial statements in conformity with UK adopted IAS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

The financial statements contain information about PV Crystalox Solar PLC as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 399(2A) of Companies Act 2006 from the requirements to prepare consolidated financial statements.

The financial statements are prepared in sterling which is the functional currency of the company. Monetary amounts in these financial statements are expressed in £000.

The principal accounting policies of the company have remained unchanged from the previous year, have been consistently applied throughout the period and are set out below.

New Standards, amendments and IFRIC interpretations

At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company.

Management anticipates that all of the pronouncements will be adopted in the Company’s accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company’s financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company’s financial statements.

In the current period, the company has applied a number of amendments to Standards and Interpretations issued by the IASB that are effective for an annual period that begins on or after 1 January 2023. These have not had any material impact on the amounts reported for the current period and prior year.

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

- Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2);
- Definition of Accounting Estimates (Amendments to IAS 8); and
- Deferred Tax Related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12).
- Insurance contracts (IFRS 17)
- International Tax reform – Pillar Two Model Rules (Amendments to IAS 12)

New Standards, amendments and IFRIC interpretations (continued)

The following Adopted IFRSs have been issued but have not been applied by the Company in these financial statements, all of which are effective for accounting periods commencing on or after 1 January 2024. Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated:

- IFRS 16 Leases (Amendment – Liability in a Sale and Leaseback)
- IAS 1 Presentation of Financial Statements (Amendment – Classification of Liabilities as Current or Non-current)

The following IFRSs have not been endorsed for use in the UK and will not be adopted until such time as endorsement is confirmed.

- IAS 11 Presentation of Financial statements – non-current liabilities with covenants
- IAS 7 and IFRS 7 – supplier finance amendments
- IAS 10 and IAS 28 0 Sale of contribution of assets between an investor and its associate or joint venture.

The directors do not expect any material impact as a result of adopting the standards and amendments listed above in the financial year they become effective.

Dividends paid

Dividends paid are included in the Company financial statements in the period in which the related dividends are paid.

Fixed asset investments

Investments in subsidiaries are stated at cost less provision for impairment.

Debtors

Debtors are initially recorded at fair value and subsequently valued at amortised cost, less provisions for impairment. Any change in their value through impairment or reversal of impairment is recognised in the Income Statement net of any advance payment held by the company where a right of offset exists.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

generate cash inflows that are largely independent of those from other assets or groups of assets. 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 carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement as 'impairment losses'.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the Income Statement.

Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts, should they arise, would be shown within borrowings in current liabilities.

Financial assets

Financial assets are assigned to the different categories on initial recognition, depending on the characteristics of the instrument and its purpose. All financial assets of the Company are classified as loans and receivables.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition these are measured at amortised cost using the effective interest method, less impairment losses. Any change in their value is recognised in the income statement.

Financial liabilities

Financial liabilities include trade and other payables, payables to related parties and interest-bearing loans and borrowings. Financial liabilities are recognised on the balance sheet when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. Financial liabilities are initially recognised at fair value of consideration received less directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

PV Crystalox Solar PLC

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process. The liabilities are derecognised when the obligation under the liability is discharged or cancelled or expired.

Equity

Equity is comprised of the following balances:

- Share capital is the nominal value of the issued share capital of the company.
- Profit and loss account represents accumulated profits and losses from incorporation.

2 – Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no longer any other estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3 – Revenue

Analysis of revenue by customer location:

	2024	2023
United Kingdom	-	-
Continental Europe	-	-
Rest of the world	-	-
	-	-

The Company has no assets or liabilities recognised related to contracts with customers.

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

4 – (Loss) before interest and taxation

(Loss) before interest and taxation is stated after charging / (crediting):

	2024	2023
Wages and salaries	79	165
Social security costs	8	21
Other pension costs	-	4
Staff costs	87	190
Audit fees payable to the company's auditor	(9)	(8)

5 – Employees and directors

Employees

The average monthly number of persons (including directors) employed by the company during the period was:

By activity	2024 No.	2023 No.
Administration	3	3
Total	3	3

Directors

Remuneration in respect of directors was as follows:

	2024	2023
Emoluments receivable (excluding pension contributions)	80	124
Value of company pension contributions	-	4
	80	128

Emoluments of the highest paid director are as follows:

	2024	2023
Total emoluments (excluding pension contributions)	46	80
Value of company pension contributions	-	4
	46	84

During the period no directors (2023: 1) participated in money purchase pension schemes.

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

6 – Tax on (loss) / profit

	2024	2023
Current tax:		
UK Corporation tax based on (loss) / profit for the year at 25.0% (2023: 20.48%)	-	-
Total Current tax	-	-
Deferred tax:		
Total deferred tax	-	-
Income tax expense	-	-
	2024	2023
Profit / (loss) before taxation	258	(148)
Profit / (loss) profit before taxation multiplied by standard rate of tax in the UK at 25.0% (2023: 20.48%)	64	(30)
Disallowable expenses	63	
Non-taxable income	(139)	
Deferred tax adjustments / utilisation of previously unrecognised tax losses	12	40
Total tax charge	-	-

7 – Investments

Shares in subsidiary undertakings

	£'000
Cost	
At 1 July 2023	3,256
Impairment	
At 1 July 2023	(479)
Impairment of PV Crystalox Solar Silicon GmbH	(729)
Reversal of Impairment of Crystalox Limited	479
At 30 June 2024	2,527

The Company carried out an impairment review during the period by considering the investments in each subsidiary separately. It compared the expected future cash flows and balance sheet position of each subsidiary to its net book value. As a result of this review the Company increased the carrying value of Crystalox Limited by £479,000, which represented the original cost of investment, and impaired the investment in PV Crystalox Solar Silicon GmbH by £729,000.

At 30 June 2024 the Company held 100% of the allotted ordinary share capital of the following undertakings:

Subsidiary	Country of incorporation	Activity	Proportion held %
Crystalox Solar Limited ¹	United Kingdom	Holding company	100
Crystalox Limited ¹	United Kingdom	Trading company	100*
PV Crystalox Solar Silicon GmbH ²	Germany	Trading company	100

*Held indirectly through Crystalox Solar Limited.]

Registered addresses:

- Innovation Centre, 99 Park Drive, Milton Park, Abingdon, Oxfordshire OX14 4RY.
- Gustav-Tauschek Straße 2, Erfurt, 99099, Germany.

The directors believe that the carrying value (after the impairment discussed above) of the investments is supported by their net realisable value and expected future income streams.

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

8 – Other receivables

	2024	2023
Amounts due from group undertakings	572	40
Prepayments and accrued income	1	2
	573	42

9 – Cash and cash equivalents

The company has a positive net cash balance at 30 June 2024.

10 – Creditors and other payables

	2024	2023
Amounts owed to group undertakings	-	-
Accruals	41	58
	41	58

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

11 – Called up share capital

Allotted, called up and fully paid:

	2024	2023
3,649,045 Ordinary shares of 3.0206 pence each	110	110

12 Risk management objectives and policies

The company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk, credit and liquidity risk and certain other price risks, which result from both its operating and investing activities. The Company's risk management is coordinated at its headquarters, in close co-operation with the Board of directors, and focuses on actively securing the Company's short to medium term cash flows by minimising the exposure to financial markets.

The company does not engage in the trading of financial assets for speculative purposes, nor does it write options.

Besides amounts due from subsidiary undertakings, the company is not exposed to credit risk. Credit risk on bank balances is considered negligible since the counter parties are reputable banks with high quality external credit ratings.

All creditors and other payables have contractual maturities within 6 months of the accounting reference date.

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Notes to the financial statements (continued)

(All amounts in £ thousands unless otherwise stated)

13 Summary of financial assets and liabilities by category

The carrying amounts of the Company's financial assets and liabilities as recognised at the balance sheet date are considered to approximate to their carrying values. These assets and liabilities may also be categorised as follows:

	Financial assets measured at amortised cost	
	2024	2023
Non current		
Investments in subsidiaries	2,527	2,777
Current		
Other receivables	572	40
Cash and cash equivalents	41	80
	3,141	2,897

	Financial liabilities measured at amortised cost	
	2024	2023
Current		
Trade and other payables	42	58
	42	58

14 Related Party Transactions

The company earned management charges from its subsidiaries amounting to £66,000 (2023: £75,000) and received dividends of £557,000 (2023: £nil).

Costs for key management personnel for the year amounted to £87,000 (2023: £190,000).

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