

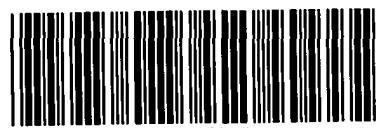
XP Power plc

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Annual Report and Financial Statements

For the year ended 31 December 2022

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Annual report and financial statements for the year ended 31 December 2022

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OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

G P Griggs
D M Stibbs

COMPANY SECRETARY

R A Cartwright

REGISTERED OFFICE

16 Horseshoe Park
Pangbourne
Reading
Berkshire
RG8 7JW

BANKERS

HSBC UK Bank plc
Thames Valley Corporate Banking Centre
Level 7, Thames Tower
Station Road
Reading
RG1 1LX

SOLICITORS

Osborne Clarke
2 Temple Back East
Temple Quay
Bristol
BS1 6EG

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
3 Forbury Place
23 Forbury Road
Reading
Berkshire
RG1 3JH

DIRECTORS' REPORT FOR THE YEAR ENDED 31 December 2022

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

PRINCIPAL ACTIVITIES

The principal activity of XP Power plc is that of an intermediate holding company with shares in global subsidiaries.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

Details of the company's performance are given in the statement of comprehensive income on page 7. The financial position of the company at the end of the financial year is set out on page 8.

The directors are satisfied with the performance of the company for the financial year and consider its future prospects to be satisfactory.

The company meets the criteria of a small company as set out in the Companies Act 2006. Consequently, the company has taken advantage of the exemption available under section 415A of the Companies Act 2006 from the duty to prepare a full directors' report and 414B from preparing a strategic report.

GOING CONCERN

The company is currently in a net current asset position and maintains a healthy balance sheet. The directors have reviewed the company's financial position and believe it is appropriate to prepare the financial statements on the going concern basis, whereby the company continues to hold sufficient liquid assets to meet its liabilities falling due for at least one year after these financial statements are signed.

CHARITABLE AND POLITICAL DONATIONS

During the financial year the company made no charitable donations (2021: £Nil). No political donations were made (2021: £Nil).

DIVIDENDS

No interim dividend for 2022 (2021: £1,800,000) was paid during the financial year. No final dividend was paid or declared during the financial year (2021: £nil).

DIRECTORS

The current directors of the company, who served throughout the financial year and up to the date of signing the financial statements, unless stated otherwise, are given below:

G P Griggs

O Zahn – resigned 31st March 2023

D M Stibbs – appointed 31st March 2023

DIRECTORS' INDEMNITIES

The company maintains liability insurance for its directors and officers which was in force during the financial year and at the date of approval of these financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

DIRECTORS' REPORT FOR THE YEAR ENDED 31 December 2022 (CONTINUED)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS (CONTINUED)

Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 United Kingdom Accounting Standards, comprising FRS 101 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 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 also 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.

DIRECTORS' CONFIRMATIONS

In the case of each director in office at the date the directors' report is approved:

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

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

Approved by the board of directors and signed on behalf of the board by:



D M Stibbs
Director
25th May 2023

Independent auditors' report to the members of XP Power plc

Report on the audit of the financial statements

Opinion

In our opinion, XP Power plc's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Income, the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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 twelve months from when the financial statements are authorised for issue.

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.

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

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent auditors' report to the members of XP Power plc (continued)

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to Companies Act 2006 and UK Tax regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the

Independent auditors' report to the members of XP Power plc (continued)

principal risks were related to posting inappropriate journal entries to manipulate financial results. Audit procedures performed by the engagement team included:

- Discussions with management, including considerations of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluation of management's controls designed to prevent and detect irregularities;
- Identifying and testing journal entries, in particular any journal entries posted which are posted by Directors and key management.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Katherine Stent (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
25 May 2023

**Statement of comprehensive income for the year ended
31 December 2022**

£ 000's	Note	2022	2021
Income from shares in group undertakings		-	1,800
Finance income	4	209	60
Profit before income tax	5	209	1,860
Income tax credit / (expense)	6	-	-
Profit for the financial year		209	1,860
Total comprehensive income for the year		209	1,860

All activities derived from continuing operations.

Statement of financial position as at 31 December 2022

£ 000's	Note	2022	2021
Fixed assets			
Investments	7	5,966	5,966
		5,966	5,966
Current assets			
Trade and other receivables	8	21,642	21,448
Cash and cash equivalents		79	64
		21,721	21,512
Net current assets		21,721	21,512
Total assets less current liabilities		27,687	27,478
Net assets		27,687	27,478
Equity			
Called up share capital	9	192	192
Share premium account		27,040	27,040
Capital redemption reserve		19	19
Retained earnings		436	227
Total shareholders' funds		27,687	27,478

The notes on pages 10 to 17 are an integral part of these financial statements.

These financial statements on pages 7 to 17 were approved by the board of directors on 25th May 2023 and were signed on its behalf by:



D M Stibbs
Director

XP Power plc
Company registration number: 03902867

**Statement of changes in equity for the year ended
31 December 2022**

£ 000's	Note	Called up Share capital	Share premium account	Capital redemption reserve	Retained Earnings	Total Shareholders' funds
Balance at 1 January 2021		192	27,040	19	167	27,418
Profit for the financial year		-	-	-	1,860	1,860
Total comprehensive income for the year		-	-	-	1,860	1,860
Dividend paid	10	-	-	-	(1,800)	(1,800)
Balance at 31 December 2021		192	27,040	19	227	27,478
Balance at 1 January 2022		192	27,040	19	227	27,478
Profit for the financial year		-	-	-	209	209
Total comprehensive income for the year		-	-	-	209	209
Balance at 31 December 2022		192	27,040	19	436	27,687

¹The capital redemption relates to treasury shares bought back by the company in 2006 and 2007. No further buy back of shares has occurred since this time.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION

XP Power plc is the UK subsidiary of the XP Power group. XP Power plc is an intermediate holding company. XP Power plc is a private company limited by shares and is incorporated and domiciled in the United Kingdom (England and Wales). The address of its registered office is 16 Horseshoe Park, Pangbourne, Reading, Berkshire, RG8 7JW, England, United Kingdom.

2. 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.

Basis of preparation.

The financial statements of XP Power plc have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 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. There are no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates significant to the financial statements.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

IFRS 7 – 'Financial Instruments: Disclosures'.

IFRS 13 paragraph 91-99, 'Fair Value Measurement', (an entity shall disclose information that helps users of its financial statements to assess the company's fair value measurements).

IAS 1 paragraph 10(d) and IAS 7, 'Statement of cash flows'.

IAS 1 paragraphs 10(f) and 16, 'Accounting Policies'.

IAS 1 paragraph 79(a)(iv), 'Share Capital', (comparative information, for each class of share capital).

IAS 1 paragraphs 134-136, 'Capital management', (disclose information that enables users of this financial statements to evaluate the entity's objectives, policies and processes for managing capital).

IAS 8 paragraph 30 and 31 of (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)

IAS 16 paragraph 73(e), 'Property, Plant and equipment', (reconciliation of the carrying amount at the beginning and end of the comparative period).

IAS 24 paragraph 17, 'Related party transactions', (an entity shall disclose key management personnel compensation in total and for each of the different categories).

IAS 24, 'Related party transactions', (disclose transactions between two or more members of a wholly owned group).

IAS 36 paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f), 135(c) to 135(e), 'Impairment of Assets', (valuation techniques use for the measurement of fair value less costs of disposal and key assumptions used by management for determining fair value less costs of disposal, in the impairment assessment for Level 2 and Level 3 Fair Value category instruments).

IAS 38 paragraph 118(e), 'Intangible assets', (reconciliation of the carrying amount of the beginning and end of the comparative period).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. ACCOUNTING POLICIES (CONTINUED)

IAS 1 paragraphs 40A-D, 'Accounting policies', (an entity shall present a third statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements required in paragraph 38A).

IAS 1 paragraphs 134-136, 'Capital management', (disclose information that enables users of this financial statements to evaluate the entity's objectives, policies and processes for managing capital.

IFRS 13 paragraph 91-99, 'Fair Value Measurement', (an entity shall disclose information that helps users of its financial statements to assess the company's fair value measurements).

Going Concern

The directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operational existence for a period of at least 12 months from the date of this report. For this reason, the directors continue to adopt the going concern basis in preparing the company financial statements.

New standards, amendments and IFRIC interpretations

There are no amendments to accounting standards, or IFRS Interpretations Committee (IFRS IC) interpretations that are effective for the year ended 31 December 2022 that have a material impact on the company's financial statements.

Consolidation

As permitted by Section 401 of the Companies Act 2006, the company has not prepared consolidated financial statements as its ultimate parent company, XP Power Limited, incorporated in Singapore, prepares consolidated financial statements which include the results of all group companies and which are publicly available.

Investment in subsidiaries

Investments in subsidiaries are held at cost less accumulated impairment losses.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the United Kingdom, where the company operates and generates taxable income. 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.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Foreign currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. ACCOUNTING POLICIES (CONTINUED)

Dividends

Dividend income is recognised when the right to receive payment is established.

Financial assets

Classification

The company classifies its financial assets in the following categories: at fair value through profit or loss, and financial assets carried at amortised cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets carried at amortised cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The company's financial assets carried at amortised cost comprise receivables, cash and commercial paper in the balance sheet.

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade date – the date on which the company commits to purchase or sell the asset. Financial assets carried at amortised cost are valued using the effective interest method.

Impairment of financial assets

Assets carried at amortised cost. The company assesses, at the end of each reporting period, whether there is objective evidence that a financial asset or group of financial assets is impaired.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

Trade and other receivables

Trade and other receivables are amounts due from group undertakings for services performed in the ordinary course of business. If collection is expected in one year or less (or if in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. From 31 December 2019 the company assesses on a forward-looking basis the expected credit loss associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables and amounts owed by group undertakings, the company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

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 are shown within Creditors – amounts falling due within one year in current liabilities.

Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers or as part of intercompany transactions. Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

3. DIRECTORS AND EMPLOYEES

G P Griggs and O Zahn were remunerated by the ultimate parent company, XP Power Limited, for their services to the group as a whole. It is not practical to apportion their remuneration for services to this company. Details of their remuneration can be found in the financial statements of XP Power Limited.

The company had no employees during the financial year (2021: none).

4. FINANCE INCOME

	2022 £'000	2021 £'000
Inter-company loan interest	91	45
(Impairment)/Reversal of impairment on intercompany loan	(1)	5
Exchange gains on non-trading balances	119	9
Other income	-	1
	<u>209</u>	<u>60</u>

5. PROFIT BEFORE INCOME TAX

Auditors' remuneration for the year is borne by another group company, XP PLC, and is not recharged in any part. The total auditors' remuneration for the year was £87,139 (2021: £97,219) and was wholly related to audit services.

6. INCOME TAX CREDIT / (EXPENSE)

	2022 £'000	2021 £'000
Current taxation		
Current tax on income for the year at 19% (2021: 19%)	-	-
Total current tax credit	<u>-</u>	<u>-</u>

Factors affecting current tax credit for year

The tax assessed for the year is lower (2021: lower) than applying the average standard rate of corporation tax in the United Kingdom: 19% (2021: 19 %). The differences are explained below:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

6. INCOME TAX CREDIT / (EXPENSE) (CONTINUED)

	2022 £'000	2021 £'000
Profit before income tax	209	1,860
Profit before income tax multiplied by standard rate in the UK of 19% (2021: 19%)	40	353
Effects of:		
Decrease in current tax arising from adjustment for prior period	-	-
Inter-group transfer pricing adjustments	75	54
Group relief surrendered for no charge	(115)	(54)
Non-deductible expenses	-	(353)
Total tax credit for the financial year	-	-

There is no recognised or unrecognised deferred tax (2021: None).

Factors affecting future tax charge

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. These substantively enacted rates have been reflected within these financial statements.

7. INVESTMENTS

	Shares in subsidiary undertakings £'000
Cost and net book value	
At 31 December 2021 and 31 December 2022	5,966

Shares in subsidiaries

The company has direct holdings in the share capital of the following operating subsidiaries:

Company Name	Principal activities	Country of incorporation	Address	%
XP PLC	Provision of power supply solutions	England	England and Wales	100
XP Power International Limited	Sub-holding company	England	16 Horseshoe Park, Pangbourne, Berkshire RG8 7JW	100
XP Power (Shanghai) Co Limited	Provision of power supply solutions	China	2899 Xie Tu Road, Lobby B, 507, Guang Qi Culture Plaza, Shanghai 200030, China	100

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

7. INVESTMENTS (CONTINUED)

The company has indirect holdings in the share capital of the following operating subsidiaries:

Company Name	Principal activities	Country of incorporation	Address	%
XP Power Holdings Limited	Sub-holding company	England	16 Horseshoe Park, Pangbourne, Berkshire, RG8 7JW	100
XP Engineering	Dormant	England	16 Horseshoe Park, Pangbourne, Berkshire, RG8 7JW	100
XP Power AG	Provision of power supply solutions	Switzerland	Salzmattstrasse 4, Mellingen, CH-5507, Switzerland	100
XP Electronics	Dormant	England	16 Horseshoe Park, Pangbourne, Berkshire, RG8 7JW	100
Powersolve Electronics Limited	Provision of power supply solutions	England	8A Arnhem Road, Newbury, Berkshire, RG14 5RU	90.6
XP Energy Systems Limited	Dormant	England	8A Arnhem Road, Newbury, Berkshire, RG14 5RU	100
Safety Power Group Limited	Dormant	England	8A Arnhem Road, Newbury, Berkshire, RG14 5RU	100
Hanatomic Engineering Support	Dormant	England	8A Arnhem Road, Newbury, Berkshire, RG14 5RU	100
XP Power Srl	Provision of power supply solutions	Italy	XP Power, Via G. B. Piranesi, 25, 20137 Milano (MI)	100
XP Power ApS	Provision of power supply solutions	Denmark	XP Power ApS, Naverland 2, DK - 2600 Glostrup	100
XP Power Sweden AB	Provision of power supply solutions	Sweden	XP Power Sweden AB, c/o Licke Pro AB, Box 3080, 103 61 Stockholm	100
XP Power GmbH	Provision of power supply solutions	Germany	XP Power GmbH, Auf der Höhe 2, D-28357 Bremen, Germany	100
XP Power SA	Provision of power supply solutions	France	XP Power S.A., 16 Rue du Séminaire, 94516 Rungis Cedex, France	100
XP Power Norway AS	Provision of power supply solutions	Norway	XP Power Norway AS, Industrivegen 23, NO-2050 Jessheim	100
Glassman Europe Limited	Dormant	England	Springpark House, Basingstoke, Hampshire, RG21 4HG	100
FORX Inc	Sub-Holding company	USA	XP Power LLC, 990 Benecia Avenue, Sunnyvale, CA 94085	100
XP Power LLC	Provision of power supply solutions	USA	XP Power LLC, 990 Benecia Avenue, Sunnyvale, CA 94085	100

All shares held in subsidiaries are ordinary shares.

Dormant companies as identified above do prepare dormant individual financial statements however are exempt from audit by virtue of the Section 480 of the Companies Act.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

8. TRADE AND OTHER RECEIVABLES

	2022 £'000	2021 £'000
Amounts owed by group undertakings	21,642	21,448
	<u>21,642</u>	<u>21,448</u>

There is an inter-company loan of £1,766,000 with Forx Inc. This is interest bearing at a rate of LIBOR plus 2.5% per annum calculated on the basis of a 360 day year and is repayable on demand.

Other amounts owed by group undertakings are unsecured, interest free and are repayable on demand.

9. CALLED UP SHARE CAPITAL

	2022 £'000	2021 £'000
Allotted and fully paid		
19,242,296 (2021: 19,242,296) ordinary shares of 1p each	192	192
	<u>192</u>	<u>192</u>

10. DIVIDEND PAID

	Pence per 1p share	2022 £'000	Pence per 1p share	2021 £'000
Interim Dividends Paid	-	-	9.35p	1,800
		<u>-</u>		<u>1,800</u>

During the prior year the Company became aware that certain dividend payments in the period between 2012 and 2021 had been paid by XP Power plc to its parent company, XP Power Limited. Whilst the respective interim financial accounts had been compiled and reviewed by the Board and showed sufficient distributable profits to justify the distributions, they were not filed at Companies House, resulting in a technical breach of the Companies Act 2006.

During 2022, the Company passed certain resolutions to ratify and confirm the payment of the distributions and approve the appropriation of distributable reserves of XP Power plc in respect of the distributions and entry by the Company into deeds of release to:

- waive any and all claims which it has, or may have, in respect of the payment of these distributions against XP Power Limited, as its sole shareholder and recipient of these distributions; and
- waive any and all claims which it has, or may have, in respect of the payment of the Relevant Distributions against certain current and former directors of the Company.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31
DECEMBER 2022**

11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

As at 31 December 2022, the company's immediate and ultimate parent undertaking, and controlling party was XP Power Limited, a company incorporated in Singapore. XP Power Limited is the smallest and the largest group of which the company is a member and for which group financial statements are prepared. Copies of its financial statements can be obtained from the registered office at:

19 Tai Seng Avenue
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Singapore 534054