

Imerge Holdings Limited
Abridged Financial Statements
for the financial year ended 1 March 2024

Imerge Holdings Limited

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Imerge Holdings Limited

DIRECTORS AND OTHER INFORMATION

Directors	Brian Whyte (Resigned 18 April 2024) Trevor Atkins Gerard Cheung James Hand David Taylor (Resigned 1 October 2023) Desmond Boyle Alan Morrissey (Appointed 1 October 2024)
Company Secretary	Fergus Fitzpatrick
Company Number	457151
Registered Office	Main Street Tallaght Dublin 24 Ireland
Auditors	Xeinadin Audit Ireland Limited Chartered Accountants and Statutory Audit Firm 74 Northumberland Road Dublin 4 Ireland
Bankers	Bank of Ireland Tallaght Dublin 24
Solicitors	BHSM 6-7 Harcourt Terrace Dublin 2

Imerge Holdings Limited
DIRECTORS' RESPONSIBILITIES STATEMENT

for the financial year ended 1 March 2024

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable Irish law and regulations.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law the directors have elected to prepare the financial statements in accordance with the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard, issued by the Financial Reporting Council. 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 assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company financial statements and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; 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 ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' Report comply with the Companies Act 2014 and enable the financial statements to be readily and properly audited. 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Signed on behalf of the board


Gerard Cheung
Director

31 January 2025


Trevor Atkins
Director

31 January 2025

INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE DIRECTORS OF IMERGE HOLDINGS LIMITED

pursuant to section 356(1) and 356(2) of the Companies Act 2014

Opinion

In our opinion the directors are entitled under section 352 of the Companies Act 2014 to annex to the annual return of the company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of section 353 of that Act (exemptions available to small companies).

Basis of opinion

We have examined :

- (i) the abridged financial statements for the financial year ended 1 March 2024 on pages 8 to 12 which the directors of Imerge Holdings Limited propose to annex to the annual return of the company; and
- (ii) the financial statements to be laid before the Annual General Meeting, which form the basis for those abridged financial statements.

The scope of our work for the purpose of this report was limited to confirming that the directors are entitled to annex abridged financial statements to the annual return and that those abridged financial statements have been properly prepared, pursuant to section 353 of the Companies Act 2014, from the financial statements to be laid before the Annual General Meeting.

Respective responsibilities of directors and auditors

It is your responsibility to prepare abridged financial statements which comply with section 352 of the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the company and that those abridged financial statements have been properly prepared pursuant to sections 352 and 353 of that Act and to report our opinion to you.

This report is made solely to the company's directors, as a body, in accordance with section 356(2) of the Companies Act 2014. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in our report under section 356(2) of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our work, for this report, or for the opinions we have formed.

Other Information required by the Companies Act 2014

On 31 January 2025 we reported to the members on the company's financial statements for the financial year ended 1 March 2024 and our report was as follows:

"Report on the audit of the financial statements

Opinion

We have audited the financial statements of Imerge Holdings Limited ('the company') for the financial year ended 1 March 2024 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes to the financial statements, including the summary of significant accounting policies set out in note 2. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", issued in the United Kingdom by the Financial Reporting Council, applying Section 1A of that Standard.

In our opinion the financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 1 March 2024 and of its profit for the financial year then ended;
- have been properly prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are described below 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 financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and the Provisions Available for Audits of Small Entities, in the circumstances set out in note 4 to the financial statements, 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.

INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE DIRECTORS OF IMERGE HOLDINGS LIMITED

pursuant to section 356(1) and 356(2) of the Companies Act 2014

Conclusions relating to going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in note 3 to the financial statements regarding the company's ability to continue as a 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 the date when the financial statements are authorised for issue.

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

Other Information

The directors are responsible for the other information. The other information comprises the information included in the annual report 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.

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 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.

Opinions on other matters prescribed by the Companies Act 2014

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

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and 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, if applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operation, or has no realistic alternative but to do so.

**INDEPENDENT AUDITOR'S SPECIAL REPORT TO THE DIRECTORS
OF IMERGE HOLDINGS LIMITED
pursuant to section 356(1) and 356(2) of the Companies Act 2014**


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 (Ireland) 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 IAASA's website at: www.iaasa.ie/wp-content/uploads/2022/10/Description_of_auditors_responsibilities_for_audit.pdf. The description forms part of our Auditor's Report.

The purpose of our audit work and to whom we owe our responsibilities

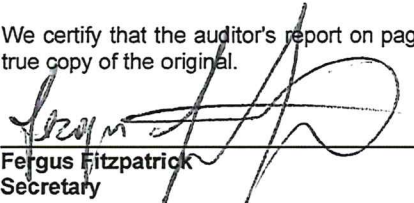
Our report is made solely to the company's shareholders, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume any responsibility to anyone other than the company and the company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed."



Jillian Bunce
for and on behalf of
XEINADIN AUDIT IRELAND LIMITED
Chartered Accountants and Statutory Audit Firm
74 Northumberland Road
Dublin 4
Ireland

31 January 2025

We certify that the auditor's report on pages 5 - 7 made pursuant to section 356(1) of the Companies Act 2014 is a true copy of the original.



Fergus Fitzpatrick
Secretary

31 January 2025



Gerard Cheung
Director

31 January 2025

Imerge Holdings Limited

BALANCE SHEET

as at 1 March 2024

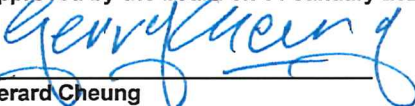
	Notes	2024 €	2023 €
Fixed Assets			
Investments	6	<u>7,791,994</u>	<u>7,791,994</u>
Current Assets			
Cash and cash equivalents		42	42
Creditors: amounts falling due within one year	7	<u>(2,251,009)</u>	<u>(2,251,009)</u>
Net Current Liabilities		<u>(2,250,967)</u>	<u>(2,250,967)</u>
Total Assets less Current Liabilities		<u><u>5,541,027</u></u>	<u><u>5,541,027</u></u>
Capital and Reserves			
Called up share capital presented as equity	8	1,989	1,989
Share premium account	9	5,497,571	5,497,571
Retained earnings		41,467	41,467
Equity attributable to owners of the company		<u><u>5,541,027</u></u>	<u><u>5,541,027</u></u>

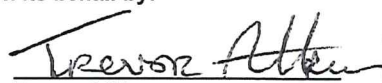
The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", applying Section 1A of that Standard.

We as Directors of Imerge Holdings Limited, state that -

The company has relied on the specified exemption contained in section 352 Companies Act 2014. The company has done so on the grounds that it is entitled to the benefit of that exemption as a small company and confirm that the abridged financial statements have been properly prepared in accordance with section 353 Companies Act 2014 and the small companies' regime.

Approved by the board on 31 January 2025 and signed on its behalf by:


Gerard Cheung
Director


Trevor Atkins
Director

Imerge Holdings Limited
STATEMENT OF CHANGES IN EQUITY

as at 1 March 2024

	Called up share capital €	Share premium account €	Retained earnings €	Total €
At 2 March 2022	1,989	5,497,571	41,510	5,541,070
Loss for the financial year	-	-	(43)	(43)
At 1 March 2023	1,989	5,497,571	41,467	5,541,027
At 1 March 2024	1,989	5,497,571	41,467	5,541,027

Imerge Holdings Limited

NOTES TO THE ABRIDGED FINANCIAL STATEMENTS

for the financial year ended 1 March 2024

1. General Information

Imerge Holdings Limited is a company limited by shares incorporated and registered in Ireland. The registered number of the company is 457151. The registered office of the company is Main Street, Tallaght, Dublin 24, Ireland. The company is a holding company. The financial statements have been presented in Euro (€) which is also the functional currency of the company.

2. Summary of Significant Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Statement of compliance

The financial statements of the company for the financial year ended 1 March 2024 have been prepared in accordance with the provisions of FRS 102 Section 1A (Small Entities) and the Companies Act 2014.

Basis of preparation

The financial statements have been prepared on the going concern basis and in accordance with the historical cost convention except for certain properties and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. The financial reporting framework that has been applied in their preparation is the Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, issued by the Financial Reporting Council.

The company qualifies as a small company as defined by section 280B of the Companies Act 2014 in respect of the financial year, and has applied the rules of the 'Small Companies Regime' in accordance with section 280C of the Companies Act 2014 and Section 1A of FRS 102.

Consolidated accounts

The company is entitled to the exemption provided for in section 293 (1A) of the Companies Act 2014 from the obligation to prepare group accounts because it qualifies as a small company in accordance with the small companies' regime.

Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value. Income from other investments together with any related withholding tax is recognised in the Profit and Loss Account in the financial year in which it is receivable.

Trade and other creditors

Trade and other creditors are initially recognised at fair value and thereafter stated at amortised cost using the effective interest rate method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

Taxation and deferred taxation

Current tax represents the amount expected to be paid or recovered in respect of taxable profits for the financial year and is calculated using the tax rates and laws that have been enacted or substantially enacted at the Balance Sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax in the future, or a right to pay less tax in the future. Timing differences are temporary differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured on an undiscounted basis at the tax rates that are anticipated to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the Balance Sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated at the rates of exchange ruling at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The resulting exchange differences are dealt with in the Profit and Loss Account.

Imerge Holdings Limited**NOTES TO THE ABRIDGED FINANCIAL STATEMENTS**

for the financial year ended 1 March 2024

Ordinary share capital

The ordinary share capital of the company is presented as equity.

3. Going concern

In their going concern assessment the directors have prepared cashflow and profit forecasts to 2027 for the company and its subsidiaries. Turnover has increased but the subsidiary is in a loss making position, and we expect the business to return to its pre COVID levels, with turnover forecast for the year ended 1 March 2025 of €9.5m with increased in the forecasted profits. The directors plan to pay these as dividend from the subsidiaries to the company.

The projections are estimated based on the future order book, there is some risk that these may not materialise at the level projected.

However, while the ultimate outcome of these matters cannot be assessed with reasonable certainty at this time, the directors are of the opinion that it is appropriate to prepare the financial statements on a going concern basis.

4. Provisions Available for Audits of Small Entities

In common with many other businesses of our size and nature, we use our auditors to prepare and submit tax returns to the Revenue and to assist with the preparation of the financial statements.

5. Employees

The average monthly number of employees, including directors, during the financial year was 0, (2023 - 0).

6. Investments

	Subsidiary undertakings shares	Total
	€	€
Investments Cost		
At 1 March 2024	7,791,994	7,791,994
Net book value		
At 1 March 2024	<u>7,791,994</u>	<u>7,791,994</u>
At 1 March 2023	<u>7,791,994</u>	<u>7,791,994</u>

7. Creditors**Amounts falling due within one year**

	2024	2023
	€	€
Amounts owed to group undertakings (Note 11)	2,093,509	1,936,009
Other creditors	157,500	315,000
	<u>2,251,009</u>	<u>2,251,009</u>

8. Share capital

			2024	2023
			€	€
Description	Number of shares	Value of units		
Authorised				
Ordinary Shares	100,000	€1.00 each	<u>100,000</u>	<u>100,000</u>
Allotted, called up and fully paid				
Ordinary Shares	1,989	€1.00 each	<u>1,989</u>	<u>1,989</u>

Imerge Holdings Limited
NOTES TO THE ABRIDGED FINANCIAL STATEMENTS
for the financial year ended 1 March 2024

The directors' and the secretary's interests in the shares of the company are as follows:-

Name	Class of Shares	Number Held	
		At 01/03/24	02/03/23
Brian Whyte	Ordinary Shares	577	577
Trevor Atkins	Ordinary Shares	223	223
Gerard Cheung	Ordinary Shares	338	338
James Hand	Ordinary Shares	223	223
David Taylor	Ordinary Shares	518	518
Desmond Boyle	Ordinary Shares	110	110
		<u>1,989</u>	<u>1,989</u>

9. Reserves	Share premium account	Profit and loss account	Total
	€	€	€
At 2 March 2023	5,497,571	41,467	5,539,038
At 1 March 2024	<u>5,497,571</u>	<u>41,467</u>	<u>5,539,038</u>

Share Premium Reserve

The amount carried forward is the premium that arose from the issue of shares in 2010.

10. Capital commitments

The company had no material capital commitments at the financial year-ended 1 March 2024.

11. Related party transactions

Transactions include:

Transactions and balances with group company:

	2024	2023
	€	€
Bryan S. Ryan Limited		
Amount (owed to) Bryan S. Ryan Limited	<u>(2,093,509)</u>	<u>(1,936,009)</u>

12. Post-Balance Sheet Events

There have been no significant events affecting the company since the financial year-end.

13. Guarantees and charges

Bank of Ireland has a charge over the assets of the company.

14. Approval of financial statements

The financial statements were approved and authorised for issue by the board of directors on 31 January 2025.

**INDEPENDENT AUDITOR'S REPORT TO THE DIRECTORS
of Imerge Holdings Limited
pursuant to section 356(2) of the Companies Act 2014**

'We have examined:

- (i) the abridged financial statements for the financial year ended 1 March 2024 on pages 8 to 12 which the directors of Imerge Holdings Limited propose to annex to the annual return of the company; and
- (ii) the financial statements to be laid before the Annual General Meeting, which form the basis for those abridged financial statements.'

This report is made solely to the company's directors, as a body, in accordance with section 356(2) of the Companies Act 2014. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in our report under section 356(2) of the Companies Act 2014 and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

It is your responsibility to prepare abridged financial statements which comply with the section 352 of the Companies Act 2014. It is our responsibility to form an independent opinion that the directors are entitled under section 352 of the Companies Act 2014 to annex abridged financial statements to the annual return of the company and that those abridged financial statements have been properly prepared pursuant to sections 352 and 353 of that Act and to report our opinion to you.

Basis of opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to annex abridged financial statements to the annual return of the company and that the abridged financial statements are properly prepared. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the directors are entitled under section 352 of the Companies Act 2014 to annex to the annual return of the company the abridged financial statements and those abridged financial statements have been properly prepared pursuant to the provisions of section 353 of that Act (exemptions available to small companies).

Xeinadin Audit Ireland Limited

XEINADIN AUDIT IRELAND LIMITED

Chartered Accountants and Statutory Audit Firm
74 Northumberland Road
Dublin 4
Ireland

31 January 2025
