

Company registration number 07898106 (England and Wales)

VAPOURIZ LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2024

VAPOURIZ LIMITED

COMPANY INFORMATION

Directors	Mr P E Boyle Ms S Barker
Company number	07898106
Registered office	Global Way Darwen Lancashire BB3 0RW
Auditor	Pierce C A Limited Mentor House Ainsworth Street Blackburn Lancashire BB1 6AY
Business address	7A Henley Business Park Normandy Guildford Surrey GU3 2DX

VAPOURIZ LIMITED

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VAPOURIZ LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2024

The directors present the strategic report for the year ended 30 November 2024.

Principal activities

The principal activity of the company continued to be that of the manufacture and distribution of e-liquids.

Review of the business

Vapouriz Ltd is a wholly owned subsidiary of Flavour Warehouse Limited. Its activities focus on the design, manufacture and distribution of e-liquids, hardware, and related products, with a continued emphasis on providing high-quality, safer alternatives to tobacco.

The company serves a diverse customer base through multiple channels including branded retail stores, e-commerce platforms, and an extensive UK distribution network covering vape shops, supermarkets and convenience stores.

Vapouriz continues to benefit from being part of the Flavour Warehouse group, one of the UK's leading independent vaping businesses. The group's flagship brand, Vampire Vape, remains a top-selling name in the UK and is recognised for its consistency, quality and trusted reputation among adult consumers.

In FY24, Vapouriz made further strategic investments in:

- Operational infrastructure and fulfilment capacity
- Digital transformation and e-commerce development
- Staff recruitment, training and retention

These investments are intended to position the business for sustained long-term growth while maintaining its commitment to consumer safety, regulatory compliance and innovation.

Industry Context and Regulatory Developments

The UK government announced in early 2024 its intention to introduce a ban on single-use vapes, alongside proposed new restrictions on flavours, packaging, and point-of-sale visibility. This marks a major regulatory shift intended to reduce underage use and environmental impact.

Vapouriz welcomes these developments and remains proactive and aligned with responsible industry practices, including:

Implementation of robust age verification protocols across all B2C platforms

Strategic move away from single-use products, with investment in refillable and sustainable alternatives

Collaboration with industry groups to help shape effective and evidence-based regulation

The company continues to position itself as a compliance-first, purpose-driven manufacturer, committed to helping adult smokers transition away from cigarettes through responsible innovation.

VAPOURIZ LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

Principal risks and uncertainties

Governance and oversight remain central to the company's operating model. Monthly board and executive meetings are held to review financial performance, risk exposure and commercial opportunities.

Key risks include:

Regulatory Risk: Ongoing legislative changes. Vapouriz has dedicated compliance functions and continues to engage actively with regulators, enforcement officials, industry bodies and other stakeholders.

Market Risk: While the market remains competitive, Vapouriz continues to differentiate through brand leadership, product quality and multi-channel distribution. The industry is undergoing consolidation, which Vapouriz views as an opportunity to expand its reach.

Currency Risk: The company is occasionally exposed to exchange rate movements on international procurement and mitigates this through hedging strategies when appropriate.

Reputation and Social Risk: With heightened media and government focus on youth access, the company maintains strict marketing controls and age-verification systems, and remains a visible advocate of adult-only harm reduction.

Environmental and Sustainability Focus

In light of growing environmental concerns and impending regulatory changes, Vapouriz has taken active steps to enhance its sustainability credentials:

- Transitioning product ranges away from single-use formats to refillable/rechargeable devices
- Improving recyclability of packaging materials
- Evaluating supply chain and environmental impact of product components

The business is committed to embedding sustainability into its long-term strategy while maintaining focus on compliance and product efficacy.

Key performance indicators

The company monitors performance through key financial and operational indicators:

Turnover decreased by £1.3m to £35.8m, primarily due to the shift in product and channel mix as the business transitioned away from lower-margin, high-volume categories and focused on strengthening its core brand proposition.

Gross profit margin improved to 30.2% (2023 – 26.0%), reflecting enhanced pricing discipline, improved supply chain management, and a greater contribution from higher-margin product ranges.

Net profit margin increased from 14.6% to 16.8%, driven by operational efficiencies and margin recovery, despite continued investment in infrastructure and people to support long-term growth.

Management considers the business to have delivered strong underlying performance, while building long-term capability to respond to regulatory and market change.

Employee Engagement

The company remains committed to a high-performing, inclusive culture. Headcount rose to 125 in 2024 (from 113), with notable improvements in staff retention and engagement.

Key initiatives include:

- Quarterly staff forums
- Online staff portal and newsletters
- Company-wide events and engagement opportunities

These initiatives support alignment with the company's mission and values, and help foster a collaborative and resilient workforce.

VAPOURIZ LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

On behalf of the board

Mr P E Boyle
Director

14 July 2025

VAPOURIZ LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 NOVEMBER 2024

The directors present their annual report and financial statements for the year ended 30 November 2024.

Results and dividends

The results for the year are set out on page 9.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

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

Mr P E Boyle

Ms S Barker

Energy and carbon report

As the company is a wholly-owned subsidiary of Vintrex Limited (formerly Flavour Warehouse Holdings Ltd) it is not required to report on its emissions, energy consumption or energy efficiency activities. These are included in the disclosures contained within the group director's report of the parent company.

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Medium-sized companies exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the medium-sized companies exemption.

VAPOURIZ LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

On behalf of the board

Mr P E Boyle
Director

14 July 2025

VAPOURIZ LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VAPOURIZ LIMITED

Opinion

We have audited the financial statements of Vapouriz Limited (the 'company') for the year ended 30 November 2024 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of 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 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.

VAPOURIZ LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF VAPOURIZ LIMITED

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

As explained more fully in the directors' responsibilities statement, 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.

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.

The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

In identifying and assessing risks of material misstatement in respect of irregularities we considered the following:

- The nature of the industry and the company's control environment.
- Results of our enquiries of management.
- The company's procedures and controls on compliance with laws and regulations and the risks of fraud.
- Discussions among the audit engagement team concerning potential indicators of fraud.

We are also required to perform specific procedures to respond to the risk of management override.

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

VAPOURIZ LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF VAPOURIZ LIMITED

Use of our report

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

James King (Senior Statutory Auditor)
For and on behalf of Pierce C A Limited

15 July 2025

Statutory Auditor

Mentor House
Ainsworth Street
Blackburn
Lancashire
BB1 6AY

VAPOURIZ LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 NOVEMBER 2024

	Notes	2024 £	2023 £
Turnover	3	35,848,064	37,167,226
Cost of sales		(25,035,610)	(27,507,553)
Gross profit		10,812,454	9,659,673
Administrative expenses		(4,827,180)	(4,239,024)
Operating profit	4	5,985,274	5,420,649
Interest receivable and similar income	6	22,494	20,657
Interest payable and similar expenses	7	-	(229)
Profit before taxation		6,007,768	5,441,077
Tax on profit	8	(1,530,870)	(1,293,478)
Profit for the financial year		4,476,898	4,147,599

The profit and loss account has been prepared on the basis that all operations are continuing operations.

VAPOURIZ LIMITED

BALANCE SHEET

AS AT 30 NOVEMBER 2024

		2024		2023	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	10		74,793		31,177
Tangible assets	11		1,208,949		880,809
Investments	12		2,001		2,001
			<u>1,285,743</u>		<u>913,987</u>
Current assets					
Stocks	14	2,322,053		3,137,136	
Debtors	15	3,671,679		3,549,364	
Cash at bank and in hand		2,165,613		2,561,462	
		<u>8,159,345</u>		<u>9,247,962</u>	
Creditors: amounts falling due within one year	16	<u>(1,945,592)</u>		<u>(7,244,517)</u>	
Net current assets			<u>6,213,753</u>		<u>2,003,445</u>
Total assets less current liabilities			<u>7,499,496</u>		<u>2,917,432</u>
Provisions for liabilities					
Deferred tax liability	17	215,765		110,599	
		<u>(215,765)</u>		<u>(110,599)</u>	
Net assets			<u>7,283,731</u>		<u>2,806,833</u>
Capital and reserves					
Called up share capital	19		1,072		1,072
Share premium account			47,056		47,056
Profit and loss reserves			7,235,603		2,758,705
Total equity			<u>7,283,731</u>		<u>2,806,833</u>

These financial statements have been prepared in accordance with the provisions relating to medium-sized companies.

The financial statements were approved by the board of directors and authorised for issue on 14 July 2025 and are signed on its behalf by:

Mr P E Boyle
Director

Company registration number 07898106 (England and Wales)

VAPOURIZ LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2024

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Balance at 1 December 2022		1,072	47,056	2,611,106	2,659,234
Year ended 30 November 2023:					
Profit and total comprehensive income		-	-	4,147,599	4,147,599
Dividends	9	-	-	(4,000,000)	(4,000,000)
Balance at 30 November 2023		1,072	47,056	2,758,705	2,806,833
Year ended 30 November 2024:					
Profit and total comprehensive income		-	-	4,476,898	4,476,898
Balance at 30 November 2024		1,072	47,056	7,235,603	7,283,731

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

Company information

Vapouriz Limited is a private company limited by shares incorporated in England and Wales. The registered office is Global Way, Darwen, Lancashire, BB3 0RW.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures.

The financial statements of the company are consolidated in the financial statements of Vintrex Limited (formerly Flavour Warehouse Holdings Limited), the company's ultimate parent company. These consolidated financial statements are available from its registered office.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	25% straight line
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1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Leasehold land and buildings	10% straight line
Plant and equipment	25% straight line
Fixtures and fittings	50%, 25% or 10% straight line
Computers	33% straight line
Motor vehicles	25% straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.7 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

1.10 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

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

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.11 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

1 Accounting policies

(Continued)

1.13 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.15 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Turnover and other revenue

	2024 £	2023 £
Turnover analysed by class of business		
Principal activity	35,848,064	37,167,226
	<u>35,848,064</u>	<u>37,167,226</u>
	2024 £	2023 £
Turnover analysed by geographical market		
UK	35,812,162	37,063,150
Europe	35,902	104,076
	<u>35,848,064</u>	<u>37,167,226</u>

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

3 Turnover and other revenue (Continued)

	2024	2023
	£	£
Other revenue		
Interest income	22,494	20,657
	<u>22,494</u>	<u>20,657</u>

4 Operating profit

	2024	2023
	£	£
Operating profit for the year is stated after charging:		
Fees payable to the company's auditor for the audit of the company's financial statements	17,250	15,680
Depreciation of owned tangible fixed assets	371,221	273,813
(Profit)/loss on disposal of tangible fixed assets	-	2,280
Amortisation of intangible assets	22,150	26,172
Operating lease charges	686,764	621,443
	<u>1,097,385</u>	<u>939,388</u>

5 Employees

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

2024	2023
Number	Number
125	113
<u>125</u>	<u>113</u>

Their aggregate remuneration comprised:

	2024	2023
	£	£
Wages and salaries	3,342,883	2,909,678
Social security costs	311,458	273,188
Pension costs	204,795	194,967
	<u>3,859,136</u>	<u>3,377,833</u>

6 Interest receivable and similar income

	2024	2023
	£	£
Interest income		
Other interest income	22,494	20,657
	<u>22,494</u>	<u>20,657</u>

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

7 Interest payable and similar expenses

	2024	2023
	£	£
Interest on finance leases and hire purchase contracts	-	229

8 Taxation

	2024	2023
	£	£
Current tax		
UK corporation tax on profits for the current period	1,425,704	1,231,790
Adjustments in respect of prior periods	-	9,552
Total current tax	1,425,704	1,241,342
Deferred tax		
Origination and reversal of timing differences	105,166	52,136
Total tax charge	1,530,870	1,293,478

In 2021, an increase in the corporation tax rate to 25% with effect from 1 April 2023 was substantively enacted. This resulted in an effective rate of 23.01% in the 2023 financial year, being 8 months at the new rate and 4 months at the previous rate of 19%. For the 2024 financial year the corporation tax rate was 25% for the full year.

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2024	2023
	£	£
Profit before taxation	6,007,768	5,441,077
Expected tax charge based on the standard rate of corporation tax in the UK of 25.00% (2023: 23.01%)	1,501,942	1,252,044
Tax effect of expenses that are not deductible in determining taxable profit	10,445	20,489
Permanent capital allowances in excess of depreciation	20,085	11,393
Under/(over) provided in prior years	-	9,552
Deferred tax adjustments in respect of prior years	(1,602)	-
Taxation charge for the year	1,530,870	1,293,478

9 Dividends

	2024	2023
	£	£
Interim paid	-	4,000,000

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

10 Intangible fixed assets

	Software £
Cost	
At 1 December 2023	94,095
Additions	65,766
At 30 November 2024	159,861
Amortisation and impairment	
At 1 December 2023	62,918
Amortisation charged for the year	22,150
At 30 November 2024	85,068
Carrying amount	
At 30 November 2024	74,793
At 30 November 2023	31,177

11 Tangible fixed assets

	Leasehold land and buildings	Plant and equipment	Fixtures and fittings	Computers	Motor vehicles	Total
	£	£	£	£	£	£
Cost						
At 1 December 2023	717,378	35,854	810,593	54,252	23,016	1,641,093
Additions	40,578	-	646,272	12,511	-	699,361
At 30 November 2024	757,956	35,854	1,456,865	66,763	23,016	2,340,454
Depreciation and impairment						
At 1 December 2023	396,393	17,956	315,227	22,374	8,334	760,284
Depreciation charged in the year	87,949	8,824	253,598	17,101	3,749	371,221
At 30 November 2024	484,342	26,780	568,825	39,475	12,083	1,131,505
Carrying amount						
At 30 November 2024	273,614	9,074	888,040	27,288	10,933	1,208,949
At 30 November 2023	320,985	17,898	495,366	31,878	14,682	880,809

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2024

12 Fixed asset investments

	Notes	2024 £	2023 £
Investments in subsidiaries	13	2,001	2,001

13 Subsidiaries

Details of the company's subsidiaries at 30 November 2024 are as follows:

Name of undertaking	Address	Class of shares held	% Held Direct
Vapouriz Labs Limited	1	Ordinary	100.00
Vapestore Retail Limited	1	Ordinary	100.00
Vapestars Limited	1	Ordinary	100.00

Registered office addresses (all UK unless otherwise indicated):

1 Global Way, Darwen, Lancashire, BB3 0RW

14 Stocks

	2024 £	2023 £
Finished goods and goods for resale	2,322,053	3,137,136

15 Debtors

	2024 £	2023 £
Amounts falling due within one year:		
Trade debtors	2,280,753	2,533,295
Corporation tax recoverable	879,995	563,779
Other debtors	119,496	27,000
Prepayments and accrued income	391,435	425,290
	3,671,679	3,549,364

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

16 Creditors: amounts falling due within one year

	2024 £	2023 £
Trade creditors	380,450	264,000
Amounts owed to group undertakings	1,035,770	6,329,345
Taxation and social security	372,430	501,645
Accruals and deferred income	156,942	149,527
	<u>1,945,592</u>	<u>7,244,517</u>

17 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Liabilities 2024 £	Liabilities 2023 £
Balances:		
Accelerated capital allowances	220,063	112,701
Retirement benefit obligations	(4,298)	(2,102)
	<u>215,765</u>	<u>110,599</u>
Movements in the year:		2024 £
Liability at 1 December 2023		110,599
Charge to profit or loss		105,166
Liability at 30 November 2024		<u>215,765</u>

The deferred tax liability set out above is expected to reverse within 3 years and relates to accelerated capital allowances that are expected to mature within the same period.

18 Retirement benefit schemes

	2024 £	2023 £
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	<u>204,795</u>	<u>194,967</u>

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

VAPOURIZ LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 NOVEMBER 2024

19 Share capital

	2024 Number	2023 Number	2024 £	2023 £
Ordinary share capital Issued and fully paid				
Ordinary shares of £1 each	1,072	1,072	1,072	1,072

20 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2024 £	2023 £
Within one year	682,532	611,164
Between two and five years	1,004,745	1,454,260
In over five years	120,000	-
	<u>1,807,277</u>	<u>2,065,424</u>

21 Capital commitments

Amounts contracted for but not provided in the financial statements:

	2024 £	2023 £
Acquisition of tangible fixed assets	-	193,498

22 Related party transactions

The company has taken advantage of the exemption from the requirement to disclose related party transactions between 100% group companies.

23 Ultimate controlling party

The ultimate controlling party as at the balance sheet date was Mr P Boyle by virtue of his majority shareholding in the ultimate parent company, Vintrex Limited (formerly Flavour Warehouse Holdings Limited).

Since 1 May 2025, post year end, the ultimate controlling party is Japan Tobacco Inc, a company incorporated in Japan.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.