Registered number: 10258564

CLEARLIGHT SAUNAS UK LIMITED

UNAUDITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2025

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CLEARLIGHT SAUNAS UK LIMITED
REGISTERED NUMBER: 10258564

BALANCE SHEET
AS AT 31 DECEMBER 2025

	Note		2025 £		2024 £
Fixed assets					
Tangible assets	4		**3,100**		*598*
			3,100		*598*
Current assets					
Stocks	5	**905,681**		*626,577*	
Debtors: amounts due within one year	6	**302,991**		*167,525*	
Cash at bank and in hand	7	**262,642**		*616,564*	
		1,471,314		*1,410,666*	
Creditors: amounts due within one year	8	**(1,579,038)**		*(1,799,880)*	
Net current liabilities			**(107,724)**		*(389,214)*
Total assets less current liabilities			**(104,624)**		*(388,616)*
Net liabilities			**(104,624)**		*(388,616)*
Capital and reserves					
Called up share capital	9		**100**		*100*
Profit and loss account			**(104,724)**		*(388,716)*
			(104,624)		*(388,616)*

The directors consider that the company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The company's financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The company has opted not to file the directors' report and statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

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

.....
S Mierau
Director

Date: 06 October 2026

The notes on pages 2 to 8 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

1. General information

Clearlight Saunas UK Limited is a private company, limited by shares, registered in England. The company's registered office address is 30 Churchill Place, Canary Wharf, London, E14 5RE.

The principal activity of the company is the supply of infrared saunas.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The significant 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.

2.2 Going concern

The directors believe that adequate cash resources will be available to cover the company's requirements for working capital for the next twelve months and for the foreseeable future and to meet its obligations as they fall due. Accordingly, the financial statements have been prepared on the going concern basis.

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the company has transferred the significant risks and rewards of ownership to the buyer;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2. Accounting policies (continued)

2.4 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Nonmonetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other Comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

2.5 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.6 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.7 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in other creditors as a liability in the Balance Sheet. The assets of the plan are held separately from the company in independently administered funds.

2. Accounting policies (continued)

2.8 Taxation

Tax is recognised in the Statement of Comprehensive Income except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

2.9 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Computer equipment	-	25%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

2.10 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Statement of Comprehensive Income.

2.11 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.12 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2. Accounting policies (continued)

2.13 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.14 Borrowings

Loans and borrowings are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest rate method, less impairment. If an arrangement constitutes a finance transaction it is measured at present value.

2.15 Financial instruments

The company has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

The company has elected to apply the recognition and measurement provisions of IFRS 9 Financial Instruments (as adopted by the UK Endorsement Board) with the disclosure requirements of Sections 11 and 12 and the other presentation requirements of FRS 102.

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

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

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, 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.

Discounting is omitted where the effect of discounting is immaterial. The company's cash and cash equivalents, trade and most other receivables due with the operating cycle fall into this category of financial instruments.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the Statement of Comprehensive Income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

3. Employees

The average monthly number of employees, including directors, during the year was 5 *(2024 - 4)*.

4. Tangible fixed assets

	Computer equipment £
Cost	
At 1 January 2025	**1,291**
Additions	**3,288**
At 31 December 2025	**4,579**
Depreciation	
At 1 January 2025	**693**
Charge for the year on owned assets	**786**
At 31 December 2025	**1,479**
Net book value	
At 31 December 2025	**3,100**
At 31 December 2024	*598*

5. Stocks

	2025 £	*2024 £*
Finished goods	**905,681**	*626,577*
	905,681	*626,577*

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

6. Debtors

	2025 £	2024 £
Trade debtors	-	1,581
Amounts owed by group undertakings	262,907	160,641
Other debtors	40,084	303
Prepayments and accrued income	-	5,000
	302,991	167,525

Amounts owed by group undertakings are interest free and repayable on demand.

7. Cash and cash equivalents

	2025 £	2024 £
Cash at bank and in hand	262,642	616,564
	262,642	616,564

8. Creditors: Amounts due within one year

	2025 £	2024 £
Trade creditors	56,206	45,575
Amounts owed to group undertakings	112,006	1,151,770
Corporation tax	73,881	100,504
Other taxation and social security	157,427	135,761
Other creditors	838,206	502
Accruals and deferred income	341,312	365,768
	1,579,038	1,799,880

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

9. Share capital

	2025 £	2024 £
Allotted, called up and fully paid		
100 *(2024 - 100)* Ordinary shares of £1.00 each	100	100

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

10. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately to those of the company in an independent administration fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £1,852 (2024: £Nil). Contributions totalling £569 (2024: £Nil) were payable to the fund at the balance sheet date and are included in other creditors.

11. Related party transactions

The company has taken advantage of the exemption available under Section 33.1A of FRS 102, whereby transactions between two or more members of a group do not need to be disclosed provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

As at 31 December 2025, the company owed £380 (2024 - £45) to the director J D Jess.

As at 31 December 2025, the company was owed £262,907 (2024 - £160,641) from Clearlight Saunas Europe GmbH, a related party by virtue of being a fellow subsidiary company. The balance is included within the amount owed by group undertakings.

As at 31 December 2025, the company owed £98,505 (2024 - £255,935) to Clearlight Saunas Australia Pty Ltd, a related party by virtue of being a fellow subsidiary company. The balance is included within the amount owed to group undertakings.

As at 31 December 2025, the company owed £13,501 (2024 - £1,459) to Clearlight Saunas New Zealand Limited, a related party by virtue of being a fellow subsidiary company. The balance is included within the amount owed to group undertakings.

During the year ended 31 December 2025, Clearlight Saunas International Limited, a related party by virtue of common directors, made payments of £1,350,470 on behalf of the company in respect of operational expenses and received £1,454,293 in settlement of amounts due. During the same period, the company made payments of £112,840 on behalf of Clearlight Saunas International Limited in respect of operational expenses. As at 31 December 2025, Clearlight Saunas UK Limited owed £837,257 (2024 - £894,375) to Clearlight Saunas International Limited.

12. Controlling party

During the year, the Company became part of the Helsi group following a group reorganisation and transfer of ownership.

At 31 December 2025, the Company's immediate parent undertaking is Helsi Europe B.V., a company incorporated in the Netherlands. The Company's ultimate parent undertaking is Helsi Guardians of Global Health L.L.C-FZ, incorporated in Dubai, United Arab Emirates. The ultimate beneficial owners of Helsi Guardians of Global Health L.L.C-FZ are J D Jess and S Mierau, who together indirectly control the group through their respective holding entities, each holding 50% ownership.