

Registration number: 00893104

**Tozer Kemsley and Millbourn Automotive Limited**  
**Annual Report and Financial Statements**  
**for the year ended 31 December 2022**



First Floor, Unit 3140, Park Square  
Solihull Parkway  
Birmingham Business Park  
Birmingham  
B37 7YN  
United Kingdom

**Tozer Kemsley and Millbourn Automotive Limited**

**Contents Page**

Company information	1
Strategic report	2
Directors' report	3-4
Independent auditors' report	5-8
Statement of comprehensive income	9
Statement of financial position	10
Statement of changes in equity	11
Notes to the financial statements	12-18

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Company Information**

#### **Directors**

Farheen Ahmad

Katie Martin-Hickey

#### **Company secretary**

Inchcape UK Corporate Management Limited

#### **Registered office**

First Floor, Unit 3140, Park Square

Solihull Parkway

Birmingham Business Park

Birmingham

B37 7YN

United Kingdom

#### **Independent auditors**

Deloitte LLP

Statutory Auditor

Four Brindleyplace

Birmingham

B1 2HZ

United Kingdom

## **Tozer Kemsley and Millbourn Automotive Limited Strategic Report**

The Directors present their strategic report for the year ended 31 December 2022.

### **Business review and principal activities**

The Company's principal activity during the year was that of an intermediate holding company and remains unchanged since prior years.

For the financial year ended 31 December 2022, the Company reported a profit of £9,000 (2021: a profit of £1,000), an increase of £8,000 driven by an increase in interest income from group undertakings due to higher interest rates. The net assets of the Company as at 31 December 2022 were £839,000 (2021: £830,000).

### **Key performance indicators (KPIs)**

Given the nature of the business, the Directors are of the opinion that the KPIs necessary for an understanding of the development, performance and position of the Company are net assets and profit for the year.

The Company is part of the Inchcape Group (the "Group"). The development, performance and position of the Group is discussed in the Group's Annual Report and Accounts 2022 which does not form part of this report.

### **Principal risks and uncertainties**

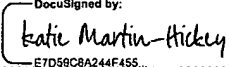
The management of the business and the execution of the Company's strategy are subject to a number of risks. The financial risks of the Company and their management are outlined in the Directors' report on page 3. As the Company is a wholly owned subsidiary of Inchcape plc, the directors of Inchcape plc manage the Group's risks at a Group level rather than at an individual business unit level. For this reason, the Company's directors believe that disclosure of the Company's business risks would not be appropriate for an understanding of the development, performance or position of Tozer Kemsley and Millbourn Automotive Limited.

The COVID-19 pandemic continued to cause some disruption to trading in 2022, however the Group recovered well and adapted to new ways of working. One of the challenges faced during the year was the disruption to the automotive supply chain caused by a shortage of components, particularly electronic chips, which progressively impacted OEM vehicle production. Despite the challenges caused by both the pandemic and supply constraints, the Group's performance was strong resulting in an improvement in profitability. As the Company is a wholly owned subsidiary within the Inchcape Group, the impact of the risks associated with COVID-19 and global supply constraints on the Company and the mitigating actions were managed by the directors of Inchcape plc.

The global shortage of semiconductors had an impact on the Group's performance as it has directly affected the post-pandemic recovery of automotive manufacturers. The inability to secure supply in order to match market demand held back the Group's performance but, combined with proactive management of appropriate discounts and product mix, led to better margins on vehicle sales. Demand for vehicles remains high however, the expectation is that constraints will continue well into 2023. Despite this significant challenge, the Group has made significant developments to improve the business for the future, including significantly enhancing the Group's digital capabilities and streamlining back-office processes. Consequently, the Group is well placed to continue its recoverability from the pandemic and able to adapt and respond to challenges affecting the industry as they arise.

Further discussion of the risks and uncertainties of the Inchcape Group as a whole, is provided in the Group's 2022 Annual Report and Accounts which does not form part of this report.

The Strategic Report has been approved by the Board on 5 September 2023 and signed on its behalf by:

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Katie Martin-Hickey  
Director

## **Tozer Kemsley and Millbourn Automotive Limited Directors' Report**

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

### **Incorporation and Domicile**

The Company is incorporated and domiciled in the United Kingdom. It is also domiciled in England and Wales (registration number 00893104). The registered office of the Company is First Floor, Unit 3140, Park Square, Solihull Parkway, Birmingham Business Park, Birmingham, B37 7YN, United Kingdom.

### **Directors of the Company**

The Directors who held office during the year and up to the date of signing were as follows:

Martin Peter Wheatley (resigned 30 June 2022)

Farheen Ahmad (appointed 10 January 2022)

Katie Martin-Hickey (appointed 1 July 2022)

### **Transactions with Directors**

No transaction, arrangement or agreement required to be disclosed under the terms of the Companies Act 2006 was outstanding at 31 December 2022 or occurred during the year for any Director or connected person (2021: none).

### **Dividends**

The Directors do not recommend the payment of a final dividend (2021: £nil).

No dividends were paid during the year (2021: £nil).

### **Events after the balance sheet date**

There have been no significant events after the balance sheet date which should be considered for a proper understanding of the financial statements.

### **Going concern**

The Company's ability to operate as a going concern is assessed in conjunction with the Group as its viability is dependent upon the ability of Group companies to settle their intercompany balances with the Company and to provide funds for working capital needs. The Directors have a reasonable expectation that the Group has adequate resources to support the Company based on its net assets and forecast performance and financial position. Inchcape plc has confirmed that they intend to provide financial resources, where requested, for at least 12 months from the date of signing these financial statements, whilst the Company remains a subsidiary of Inchcape plc. The Group has confirmed its financial support to the Company and has provided a letter of support.

### **Future developments**

The Directors do not foresee any significant changes in the Company or its activities in 2023.

### **Financial risk management**

The Directors consider that the Company's key financial instruments are intercompany loans. Financial exposures exist to the extent that a change in the underlying base rate of interest will affect the level of income received or paid on the intercompany loans. The risk is not considered material and the Company does not employ the use of hedging instruments.

## **Tozer Kemsley and Millbourn Automotive Limited Directors' Report (continued)**

### **Directors' indemnity**

A Qualifying Third-Party Indemnity (QTPI), as permitted by the Company's Articles of Association and section 234 of the Companies Act 2006, has been granted by the Company to each of the Directors of the Company. Under the provisions of the QTPI, the Company undertakes to indemnify each Director against liability to third parties (excluding criminal and regulatory penalties) and to pay the Directors' costs as incurred, provided that they are reimbursed to the Company if the Director is found guilty or, in an action brought by the Company, judgement is given against the Director. A QTPI was in force throughout the financial year and also at the date of approval of these financial statements.

### **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), including FRS 101 "Reduced Disclosure Framework". 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

### **Disclosure of information to the auditors**

Each of the persons who is a director at the date of approval of this report confirms that:

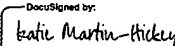
- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

### **Independent auditors**

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board on 5 September 2023 and signed by order of the Board by:

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Katie Martin-Hickey

Director

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Independent auditor's report to the members of Tozer Kemsley and Millbourn Automotive Limited**

#### **Report on the audit of the financial statements**

##### **Opinion**

In our opinion the financial statements of Tozer Kemsley and Millbourn Automotive Limited (the 'Company'):

- 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, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 12.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

##### **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 Financial Reporting Council's (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.

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Independent auditor's report to the members of Tozer Kemsley and Millbourn Automotive Limited (continued)**

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.

#### **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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

#### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, 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.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and the directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included the UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team, including relevant internal specialists, regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.



## **Tozer Kemsley and Millbourn Automotive Limited**

### **Independent auditor's report to the members of Tozer Kemsley and Millbourn Automotive Limited (continued)**

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing internal audit reports.

#### **Report on other legal and regulatory requirements**

##### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the 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.

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 any material misstatements in the strategic report or the Directors' report.

##### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

**Tozer Kemsley and Millbourn Automotive Limited**

**Independent auditor's report to the members of  
Tozer Kemsley and Millbourn Automotive Limited (continued)**

**Use of our report**

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

DocuSigned by:

*Manmeet Kalsi*

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Manmeet Kalsi ACA (Senior statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Birmingham, United Kingdom  
5 September 2023

## Tozer Kemsley and Millbourn Automotive Limited

### Statement of comprehensive income For the Year Ended 31 December 2022

	Note	2022 £'000	2021 £'000
Finance income	5	11	1
<b>Profit before taxation</b>		<b>11</b>	<b>1</b>
Tax on profit	6	(2)	–
<b>Profit for the financial year attributable to owners of the Company</b>		<b>9</b>	<b>1</b>
<b>Total comprehensive income for the year attributable to owners of the Company</b>		<b>9</b>	<b>1</b>

The above results were derived from continuing operations.

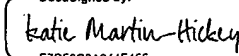
# Tozer Kemsley and Millbourn Automotive Limited

## Statement of financial position As at 31 December 2022

	Note	2022 £'000	2021 £'000
<b>Non-current assets</b>			
Investments in subsidiaries	7	–	–
Financial assets at fair value through other comprehensive income	8	–	–
Trade and other receivables	9	845	833
		<b>845</b>	<b>833</b>
<b>Current liabilities</b>			
Trade and other payables	10	(6)	(3)
<b>Total assets less current liabilities</b>		<b>839</b>	<b>830</b>
<b>Net assets</b>		<b>839</b>	<b>830</b>
<b>Capital and reserves</b>			
Share capital	11	–	–
Retained earnings		839	830
<b>Total shareholders' funds</b>		<b>839</b>	<b>830</b>

The notes on pages 12 to 18 are an integral part of these financial statements.

The financial statements on pages 9 to 18 were approved by the Board on 5 September 2023 and signed on its behalf by:

DocuSigned by:  
  
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Katie Martin-Hickey  
Director

**Tozer Kemsley and Millbourn Automotive Limited**  
Registration number: 00893104

# Tozer Kemsley and Millbourn Automotive Limited

## Statement of financial position As at 31 December 2022

	Share capital £'000	Retained earnings £'000	Total shareholders' funds £'000
At 1 January 2022	–	830	830
Profit for the year	–	9	9
Total comprehensive income	–	9	9
<b>At 31 December 2022</b>	<b>–</b>	<b>839</b>	<b>839</b>

	Share capital £'000	Retained earnings £'000	Total shareholders' funds £'000
At 1 January 2021	–	829	829
Profit for the year	–	1	1
Total comprehensive income	–	1	1
<b>At 31 December 2021</b>	<b>–</b>	<b>830</b>	<b>830</b>

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Notes to the financial statements**

#### **1 Accounting policies**

##### **General information**

Tozer Kemsley and Millbourn Automotive Limited (the Company) is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

The nature of the Company's operations and its principal activities are set out in the strategic report on page 2.

These financial statements are presented in pounds sterling which is the currency of the primary economic environment in which the Company operates.

##### **Basis of preparation**

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the FRC. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'. The principal accounting policies of the Company have been applied consistently.

The Company applies the relevant presentation requirements of IAS 1 in presenting the statement of financial position.

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'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d) (statement of cash flows)
  - 16 (statement of compliance with all IFRS),
  - 38A (requirement for minimum of two primary statements, including cash flow statements),
  - 38B-D (additional comparative information),
  - 111 (cash flow statement information), and
  - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8, 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Notes to the financial statements (continued)**

#### **1 Accounting policies (continued)**

##### **Newly adopted accounting policies**

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have a material impact on the Company's financial statements.

##### **Going concern**

The Company's ability to operate as a going concern is assessed in conjunction with the Group as its viability is dependent upon the ability of Group companies to settle their intercompany balances with the Company and to provide funds for working capital needs. The Directors have a reasonable expectation that the Group has adequate resources to support the Company based on its net assets and forecast performance and financial position. Inchcape plc has confirmed that they intend to provide financial resources, where requested, for at least 12 months from the date of signing these financial statements, whilst the Company remains a subsidiary of Inchcape plc. The Group has confirmed its financial support to the Company and has provided a letter of support.

##### **Group financial statements**

The Company is a wholly-owned subsidiary of Inchcape plc and is included in the consolidated financial statements of Inchcape plc, which are publicly available. In accordance with the exemption permitted by Section 400 of the Companies Act 2006 consolidated financial statements have not been prepared.

##### **Tax**

The tax expense for the period comprises current tax. Tax is recognised in the income statement, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### **Investments**

Non-current investments, which include investments in subsidiary undertakings, are shown at cost less provision for impairment. Current asset investments are stated at the lower of cost and net realisable value. Net realisable value is that price at which the investments can be sold in the normal course of business after allowing for the costs of realisation.

Non-current investments are reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount and is charged to the profit and loss account, the recoverable amount being the higher of net realisable value and value in use.

##### **Finance income and costs policy**

Interest is included in the statement of comprehensive income on an accruals basis.

## **Tozer Kemsley and Millbourn Automotive Limited**

### **Notes to the financial statements (continued)**

#### **1 Accounting policies (continued)**

##### **Financial assets and liabilities**

The Company classifies its financial instruments in the following categories: at fair value through other comprehensive income and amortised cost. The classification is determined at initial recognition and depends on the purpose for which the financial instruments are required.

Financial assets at fair value through other comprehensive income are equity instruments that the Company has elected to recognise the changes in fair value of in other comprehensive income. They are recognised initially at fair value and are re-measured subsequently at fair value with gains and losses arising from changes in fair value recognised directly in equity and presented in the statement of comprehensive income. Accrued interest or dividends arising on these financial assets are recognised in the statement of comprehensive income. Cumulative gains and losses on equity instruments at fair value through other comprehensive income are not recycled to the statement of comprehensive income.

Trade receivables are initially recognised at fair value and subsequently recognised at amortised cost less provision for impairment. A provision for impairment is established when based on an expected loss model. Trade and loans receivables 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 where the maturity date is more than twelve months after the end of the reporting period.

Trade payables and borrowings are initially recognised at fair value and subsequently recognised at amortised cost.

#### **2 Critical accounting judgements and key sources of estimation uncertainty**

The preparation of financial statements in accordance with the generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge, actual results may ultimately differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. The Directors do not consider that there are any critical accounting judgements or key sources of estimation uncertainty.

#### **3 Operating profit**

Auditors' remuneration in respect of the audit of the financial statements has been borne by a fellow group undertaking. Of this remuneration, £3,000 (2021: £2,800) is deemed to be attributable to the Company. The auditors' remuneration does not include any non-audit services (2021: none).



## Tozer Kemsley and Millbourn Automotive Limited

### Notes to the financial statements (continued)

#### 4 Directors' remuneration

The Company has no employees except the Directors (2021: none) and hence no salary, social security or pension costs (2021: £nil).

No emoluments (2021: £nil) were paid to the Directors of the Company whose services are provided to a number of Group companies. Accordingly, no details in respect of their remuneration have therefore been included in these financial statements.

#### 5 Finance income

	2022 £'000	2021 £'000
Interest receivable from group undertakings	11	1

#### 6 Tax on profit

Tax charged in the profit and loss account:

	2022 £'000	2021 £'000
<b>Current taxation</b>		
UK corporation tax on profits for the year	2	–

The actual tax charge assessed for the period is the same as (2021: same) the standard rate of Corporation Tax in the UK of 19% (2021: standard rate of 19%).

	2022 £'000	2021 £'000
Profit before tax	11	1
Corporation tax at standard rate of 19% (2021: 19%)	2	–
Total tax charge	2	–

#### Factors that may affect future tax charges

The Finance Act 2021 included an increase in the Corporation Tax rate to 25% from 1 April 2023.

#### Franked Investment Income Group Litigation Order and Tax Rate Differential Note

The Company is a participant in an action in the United Kingdom against HMRC in the Franked Investment Income Group Litigation Order ("FII GLO"). As at 31 December 2022, there were 17 corporate groups in the FII GLO. The action concerns the treatment for UK corporation tax purposes of profits earned overseas and distributed to the UK.

The Supreme Court has returned the test case to the High Court to establish when the claimant in the test case could have reasonably discovered its mistake about the UK tax treatment of such profits. This case has now been listed to be heard by the High Court in November 2023.

As at 31 December 2022, no further receipts have been recognised in relation to the balance of the Company's claim in the FII GLO due to the uncertainty of the eventual outcome, given that the test case has not yet been completed nor has the Company's specific claim been heard by the Courts.

# Tozer Kemsley and Millbourn Automotive Limited

## Notes to the financial statements (continued)

### 7 Investments in subsidiaries

Shares	£ 000
<b>Cost</b>	
At 1 January 2022	31,381
<b>At 31 December 2022</b>	<b>31,381</b>
<b>Provisions</b>	
At 1 January 2022	(31,381)
<b>At 31 December 2022</b>	<b>(31,381)</b>
<b>Net book value</b>	
<b>At 31 December 2022</b>	<b>–</b>
At 31 December 2021	–

Details of the subsidiaries as at 31 December 2022 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held
Nexus Corporation Limited <sup>1</sup>	Dormant	United Kingdom	100%
Tozer International Holdings Limited <sup>1</sup>	Dormant	United Kingdom	100%

All holdings above have one kind of ordinary share capital.

<sup>1</sup> Address: First Floor, Unit 3140, Park Square, Solihull Parkway, Birmingham Business Park, Birmingham, B37 7YN.

## Tozer Kemsley and Millbourn Automotive Limited

### Notes to the financial statements (continued)

#### 8 Financial assets at fair value through other comprehensive income

Other investments	£'000
<b>Cost or valuation</b>	
At 1 January 2022	2,997
<b>At 31 December 2022</b>	<b>2,997</b>
<b>Provision</b>	
At 1 January 2022	(2,997)
<b>At 31 December 2022</b>	<b>(2,997)</b>
<b>Carrying amount</b>	
<b>At 31 December 2022</b>	<b>–</b>
At 31 December 2021	–

The Company owns 75,758 shares (2021: 75,758 shares) in Auto-By-Tel Corporation.

#### 9 Trade and other receivables: amounts falling due after one year

	2022 £'000	2021 £'000
Amounts owed by fellow group undertakings	845	833

Amounts owed by group undertakings are unsecured, bear interest at rates linked to a market interbank lending rate and are due for repayment after more than one year.

The expected credit loss for trade and other receivables, including intercompany loans, is not significant.

#### 10 Trade and other payables: amounts falling due within one year

	2022 £'000	2021 £'000
Amounts owed to fellow group undertakings	1	–
Payable to ultimate parent company for group relief	5	3
	<b>6</b>	<b>3</b>

Amounts owed to group undertakings are unsecured, interest free and are due for repayment within one year.

## Tozer Kemsley and Millbourn Automotive Limited

### Notes to the financial statements (continued)

#### 11 Share capital

##### Allotted, authorised, called up and fully paid shares

	31 December 2022		31 December 2021	
	No.	£'000	No.	£'000
Ordinary shares of £1 each	1	–	1	–

Retained earnings represent cumulative profit or losses, net of dividends paid and other adjustments.

#### 12 Parent and ultimate parent undertaking

The Company's immediate parent is Inchcape Motors International Limited, a company incorporated in the United Kingdom and registered in England and Wales.

The ultimate parent undertaking and controlling party is Inchcape plc, a company incorporated in the United Kingdom and registered in England and Wales.

Both the smallest and the largest group of which the Company is a member and for which Group financial statements are drawn up is that of Inchcape plc. Copies of the Annual Report and Accounts for that company are available from its registered address:

The Company Secretary  
Inchcape plc  
22a St James's Square  
London  
SW1Y 5LP  
United Kingdom