

TNT Express Worldwide (UK) Limited

Reports and financial statements

For the year ended 31 May 2023
Registered number 1627471

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Corporate Information

Directors

R Peto

J Davies

Independent Auditors

Ernst and Young LLP

No.1 Colmore Square

Birmingham

B4 6HQ

Registered Office

TNT Express Worldwide (UK) Limited

Express House

Holly Lane

Atherstone

Warwickshire

CV9 2RY

Strategic report for the year ended 31 May 2023

The Directors present their Strategic report for TNT Express Worldwide (UK) Limited, for the year ended 31 May 2023.

Review of business

The results for the financial year show £nil profit/loss for the year (2022: loss £49k) as shown on page 8.

Key performance indicators (“KPIs”)

As the Company no longer trades and its affairs are sufficiently simple, the Directors believe that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

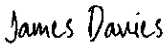
Section 172 statement

The directors have ensured their compliance with their duties under s.172 (1) in relation to the business and the stakeholders of the business. The primary purpose of the company is that of an investment holding company and has no trading activity or employees directly but is part of a group. Therefore, whilst no specific s.172 (1) decisions were made at a company level which require reporting to the stakeholders of the company, we refer to the s.172 (1) statement and reporting contained within the latest set of trading subsidiary accounts, FedEx Express UK Transportation Limited, which sets out the nature of the Group’s engagement with stakeholders and their consideration as part of the key decision-making process. No material changes for s.172 (1) disclosure from date of last signed accounts for FedEx Express UK Transportation Limited.

Principal risks and uncertainties

Due to the fact that the Company no longer trades, there are not deemed to be any risks or uncertainties that are not mitigated by internal financing policies.

The Strategic report was approved by the board and signed on its behalf by:

DocuSigned by:

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J Davies
Director

Date: 28 February 2024

Directors' report for the year ended 31 May 2023 (continued)

The Directors present their annual report, and the audited financial statements, for the year ended 31 May 2023.

Principal activities and going concern

The principal activity of the Company during the year was that of a dormant company.

The Company has received confirmation of financial support from its ultimate parent company FedEx Corporation ("the Group"), which confirms that the Group, if required, will provide financial support to the Company through 1 June 2025.

The Directors have made enquiries of the Directors of FedEx Corporation, reviewed group Q2 FY 2024 results and available working capital, to confirm that the Group has the ability and has intention to provide financial support to the Company if required.

The Directors, having assessed the confirmation and reviewed the latest available results of the Company's parent FedEx Corporation, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the FedEx Corporation to continue as a going concern or its ability to continue within the current banking arrangements.

There is a communicated plan to reduce the number of individual operating entities within the UK of which this Company is one. Under this plan the Company will not trade in the future.

As a consequence, the Directors have prepared these financial statements on the basis that the Company is no longer a going concern. No material adjustments have arisen as a result of ceasing to apply the going concern basis.

There is currently no formal timeline on subsequent liquidation of this entity.

Results and dividends

The results for the financial year show no profit or loss before taxation (2022: loss £49k) as shown on page 8.

The Company did not pay any dividends during the year (2022: £nil).

Financial risk management

The Company has no interest-bearing assets and liabilities. As the Company's financing and operations are internal to the FedEx Corporation group, any financial risks are mitigated by internal policies and controls.

Directors

The Directors of the Company who served during the year ending 31 May 2023, and up to the date of signing the financial statements, were as follows:

R Peto
J Davies

Directors' third party indemnity provision

The Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Directors' report for the year ended 31 May 2023 (continued)

Statement of Directors' responsibilities

The Directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 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 year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and 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

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Disclosure of information to auditors

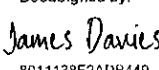
So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors and the Company's auditor, each Director has taken all the steps that he is obliged to take as a Director, in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Independent Auditors

In accordance with s485 of the Companies Act 2006, a resolution to reappoint Ernst & Young LLP as auditors will be proposed at the next board meeting.

The Directors' report was approved by the board and signed on its behalf by:

J Davies
Director

DocuSigned by:

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Date: 28 February 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TNT EXPRESS WORLDWIDE (UK) LIMITED

Opinion

We have audited the financial statements of TNT Express Worldwide (UK) Limited ("the Company") for the year ended 31 May 2023 which comprise the primary statements such as the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 ("FRS 101") "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 May 2023 and of its results 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.

Emphasis of matter – financial statements prepared on a basis other than going concern

We draw attention to Note 2 of the financial statements which explains the Company has ceased trading and therefore the Directors do not consider it to be appropriate to adopt the going concern basis of accounting in preparing these financial statements. Accordingly the financial statements have been prepared on a basis other than going concern as described in note 2. Our opinion is not modified in respect of this matter.

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 this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TNT EXPRESS WORLDWIDE (UK) LIMITED

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 Directors' Report have been prepared in accordance with applicable legal requirements.

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 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 Statement of Directors' responsibilities set out on page 4, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TNT EXPRESS WORLDWIDE (UK) LIMITED

Explanation as to what extent 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

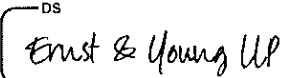
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Company and determined that the most significant are those that relate to reporting framework (FRS 101, Companies Act 2006) and compliance with the relevant tax regulations in the jurisdictions in which the Company operates, notably in the UK;
- We understood how the Company is complying with those frameworks by making enquiries of Board members and management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of Board minutes. There was no contradictory evidence;
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur. We considered performance targets and the potential incentives or opportunities to manage earnings. We considered the processes and controls that the entity has established to address identified risks, or that otherwise prevent or detect fraud; and how management monitors those processes and controls. Due to the nature of the Company and its limited level of activity, we identified limited areas where the risk of fraud was considered to be higher, but where this was the case, we incorporated data analytics across manual journal entries, into our audit approach. These procedures included testing transactions back to source information and were designed to provide reasonable assurance that the financial statements were free from material fraud or error; and
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved testing details of journal entries which met our defined risk criteria based on our understanding of the business, enquiries of management, inspecting internal audit reports and enquiries of the existence of whistleblowing events during the year.

We did not identify any instances of non-compliance with laws and regulations that, in our opinion, could have an impact on the financial statements that would be more than inconsequential.

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

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.

^{DS}
Ernst & Young LLP

Nicholas Pritchard (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham

Date: 28 February 2024

Statement of comprehensive income

		Year ended 31 May 2023	Year ended 31 May 2022
		£000	£000
	<i>Note</i>		
Profit before taxation		-	-
Tax charge	6	-	(49)
Total comprehensive income/(loss) for the year attributable to owners of the Company		-	(49)

All amounts relate to discontinued operations.

The notes on pages 11 to 14 form part of these financial statements.

Statement of financial position

		31 May 2023		31 May 2022	
		2023 £000	2023 £000	2022 £000	2022 £000
	<i>Note</i>				
Current assets					
Cash and cash equivalents		76		76	
Creditors: amounts falling due within one year	7	(49)		(49)	
Net current assets			27		27
Net assets			27		27
Capital and reserves					
Called up share capital	8		-		-
Share premium	9		-		-
Retained earnings			27		27
Total shareholder's funds			27		27

These financial statements on pages 8 to 14 were approved by the board of Directors and were signed on its behalf by:

DocuSigned by:

 8011138F2ADB449 ...
J Davies
 Director

Date:
 28 February 2024

Statement of changes in equity

Attributable to owners of the parent

	Called up share capital £000	Share premium £000	Retained Earnings £000	Total shareholder's funds £000
At 1 June 2021	-	-	76	76
Loss and total comprehensive loss for the financial year	-	-	(49)	(49)
At 31 May 2022	-	-	27	27
Profit and total comprehensive income for the financial year	-	-	-	-
At 31 May 2023	-	-	27	27

Notes to the financial statements for year ended 31 May 2023

1 General Information

TNT Express Worldwide (UK) Limited is a private limited Company incorporated and domiciled in England and Wales. The principal activities of the Company are set out in the Directors' report on page 3. The address of the registered office is given on page 1.

2 Summary of Significant Accounting Policies

Basis of preparation

The Company has received confirmation of financial support from its ultimate parent company FedEx Corporation ("the Group"), which confirms that the Group, if required, will provide financial support to the Company through 1 June 2025.

The Directors have made enquiries of the Directors of FedEx Corporation, reviewed group Q2 FY 2024 results and available working capital, to confirm that the Group has the ability and has intention to provide financial support to the Company if required.

The Directors, having assessed the confirmation and reviewed the latest available results of the Company's parent FedEx Corporation, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the FedEx Corporation to continue as a going concern or its ability to continue within the current banking arrangements.

There is a communicated plan to reduce the number of individual operating entities within the UK of which this Company is one. Under this plan the Company will not trade in the future.

As a consequence, the Directors have prepared these financial statements on the basis that the Company is no longer a going concern. No material adjustments have arisen as a result of ceasing to apply the *going concern basis*.

There is currently no formal timeline on subsequent liquidation of this entity.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The Company is a qualifying entity for the purposes of FRS 101. Note 11 gives details of the Company's parent and from where its consolidated financial statements prepared in accordance with US GAAP may be obtained.

The disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- (a) the requirements of IFRS 7 Financial Instruments: Disclosures;
- (b) the requirements of paragraphs 91 – 99 of IFRS 13 Fair Value Measurement;
- (c) the requirements of IAS 7 Statement of Cash Flows;
- (d) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- (e) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- (f) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements;
- (g) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1; and
- (h) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

The financial statements have been prepared under the historical cost convention.

The financial statements are prepared in pounds sterling, which is the functional currency of the Company under IAS 21. All figures are rounded to the nearest thousand, except where otherwise indicated.

Notes to the financial statements for year ended 31 May 2023 (continued)

Current and deferred income tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the financial position date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- where the temporary difference arises from the initial recognition of goodwill;
- on an asset or liability in a transaction that is not a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss;
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the financial position date.

The carrying amount of deferred income tax assets is reviewed at each financial position date. Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Group to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the statement of comprehensive income.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the financial period end, and all such gains or losses on translation are included in the income statement.

3 Critical Accounting Estimates and Judgements

The preparation of the financial statements requires management to make judgements and assumptions that effect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. Following the cessation of trade, there are no significant judgements recognised in the financial statements.

4 Operating profit

Auditors' remuneration in respect of auditing of the financial statements was £8,350 (2022: £8,825). This has been borne by FedEx Corporation.

5 Staff costs and Directors' emoluments

The Company has no employees other than the Directors (2022: none). During the current and preceding financial year the Directors have neither received nor waived any remuneration for their services to the Company and have not accrued any pension benefits under either defined benefit or contribution schemes. Remuneration is paid to the Directors by other group entities and is not recharged. The Directors do not consider the amount of time spent on the entity to be material and therefore no information is disclosed.

Notes to the financial statements for year ended 31 May 2023 (continued)

6 Tax on profit

a) Tax charge in the statement of comprehensive income

	2023 £000	2022 £000
Current tax		
Corporation tax charge on result for the year	-	-
Adjustment in respect of prior years	-	(49)
Total current tax	<u>-</u>	<u>(49)</u>
Total tax charge	<u>-</u>	<u>(49)</u>

There was no recognised or unrecognised deferred tax in relation to 2022 (£nil 2022).

b) Reconciliation of income tax charge to accounting profit

The tax assessed for the year is the same as (2022: lower) the standard rate of corporation tax in the UK of 20% (2022: 19%). The table shown below reconciles the UK statutory tax charge to the Company's total tax charge:

	2023 £000	2022 £000
Result before taxation	<u>-</u>	<u>-</u>
Charge at 20% (2022: 19 %)	-	-
Effects of: Adjustments in respect of prior periods	-	(49)
Total tax charge for the year	<u>-</u>	<u>(49)</u>

Factors that may affect future tax charges

The Finance Act 2021 enacted an increase in the standard rate of corporation tax from the current 19% to 25%, effective 1 April 2023.

7 Creditors

	2023 £000	2022 £000
Amounts owed to group undertakings	49	-
Corporation tax	-	49
	<u>49</u>	<u>49</u>

Amounts owed to group undertakings are payable on demand.

8 Called up share capital

Allotted and fully paid

Notes to the financial statements for year ended 31 May 2023 (continued)

	2023	2023	2022	2022
	No.	£000	No.	£000
Ordinary share of £1	1	-	1	-
10% Redeemable preference share of £1	1	-	1	-

The Redeemable Preference share of £1 each carried a fixed cumulative dividend of 10% per annum on paid up capital, in any year that the Company may determine to distribute profits. On 26 May 2020, the Preference Shareholder irrevocably waived their right or any right which may arise in the future to receive the preference dividend. Upon a winding up or other return of capital, the preference shareholder is entitled to receive an amount equal to the amount paid up on the preference share. The preference share is redeemable at the Company's option by giving not less than 7 days notice. The preference share has no voting rights unless the Company declares, but fails to pay, a preference dividend. The redeemable preference share is treated as equity in accordance with IAS 32.

9 Reserves

Share premium

The share premium reserve of £1 (2022: £1) represents the amount previously paid for the Company above the par value of its ordinary shares.

10 Contingent liabilities

The Company has entered into a Deed of Composite Guarantee in favour of National Westminster Bank plc in respect of accounts held with NatWest by a number of its group undertakings.

11 Ultimate parent undertaking

During the year, the immediate parent undertaking of TNT Express Worldwide (UK) Limited was TNT Express Worldwide Investments Limited. Effective 1 December 2023, ownership was transferred to FedEx Express UK Holdings Limited, the new immediate parent undertaking. The ultimate parent undertaking and controlling party at the financial position date is FedEx Corporation, a Company incorporated in the USA, which was the parent undertaking of the smallest and largest Group to consolidate these financial statements. Copies of the consolidated financial statements of FedEx Corporation may be obtained from www.fedex.com, or 942 South Shady Grove Road, Memphis, Tennessee 38120, USA.