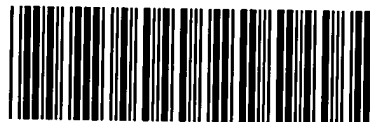


Registration number: 02404071.

# Nestron Limited

Annual Report and Financial Statements  
for the Year Ended 31 December 2022

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**Nestron Limited**  
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**Nestron Limited**

**Company Information**

<b>Director</b>	Andrew Woods
<b>Registered office</b>	Sloane Square House 1 Holbein Place London SW1W 8NS
<b>Solicitors</b>	PricewaterhouseCoopers Legal LLP 1 Embankment Place London WC2N 6RH
<b>Auditors</b>	BDO LLP 2 City Place Gatwick RH6 0PA

## **Nestron Limited**

### **Director's Report for the Year Ended 31 December 2022**

The Director presents his report and the financial statements for the year ended 31 December 2022.

#### **Principal activity**

The principal activity of the company is that of an intra-group financing company.

#### **Results and dividends**

The Statement of Comprehensive Income is set out on page 10 and shows the loss for the year.

A capital contribution of £30,786 (2021 - £Nil) was received during the year.

The Director does not recommend the payment of a dividend (2021 - £Nil).

#### **Directors of the Company**

The Directors who held office during the year were as follows:

Andrew Woods

Mr Jaysal Atara (resigned 2 August 2023)

#### **Financial instruments**

The main financial risks arising from the Company's activities are credit risk, interest rate risk and liquidity risk. These are monitored by the Director and were not considered to be significant at the balance sheet date.

The Company's policy in respect of credit risk is to require appropriate credit checks on counterparties before transactions are entered into.

The Company's policy in respect of interest rate risk and liquidity risk is to maintain a mixture of long term and short term debt finance and readily accessible bank deposit accounts to ensure the Company has sufficient funds for operations. The cash deposits attract interest at a floating rate.

#### **Going concern**

The Director considers that it is appropriate to adopt the going concern basis in preparing the financial statements. For further details see note 2 to the financial statements.

#### **Events after the financial period**

There were no adjusting or non adjusting events after the reporting period.

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

The Director has taken steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The director confirms that there is no relevant information that he knows of and of which he knows the auditors are unaware.

#### **Small companies provision statement**

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

## Nestron Limited

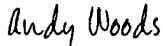
### Director's Report for the Year Ended 31 December 2022 (continued)

#### Reappointment of auditors

The Company has elected to dispense with the obligation to appoint auditors annually and accordingly BDO LLP, having expressed their willingness to continue in office, will be the auditors of the Company for the forthcoming financial period and are deemed to be reappointed under section 487(2) of the Companies Act 2006.

24 November 2023 | 1:45 PM GMT

Approved and authorised by the director on .....

DocuSigned by:  
  
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Andrew Woods  
Director

## **Nestron Limited**

### **Statement of Director's Responsibilities**

The Director acknowledges his responsibilities for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Director to prepare financial statements for each financial year. Under that law the Director has 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 Director must not approve the financial statements unless he is 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 Director is required to:

- select suitable accounting policies and 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 Director is 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. He is 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.

## **Nestron Limited**

### **Independent Auditor's Report to the Members of Nestron Limited**

#### **Opinion on the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss 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.

We have audited the financial statements of Nestron Limited ("the Company") for the year ended 31 December 2022 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and notes to the financial statements, 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 Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (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. In auditing the financial statements, we have concluded that the Director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

#### *Independence*

We remain 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.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the Director's 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 Director with respect to going concern are described in the relevant sections of this report.

## **Nestron Limited**

### **Independent Auditor's Report to the Members of Nestron Limited (continued)**

#### **Other information**

The Director is responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether 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.

#### **Other Companies Act 2006 reporting**

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

- the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's 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 material misstatements in the Director's 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; or
- the Director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Strategic report.



## **Nestron Limited**

### **Independent Auditor's Report to the Members of Nestron Limited (continued)**

#### **Responsibilities of the Director**

As explained more fully in the Statement of Director's Responsibilities, the Director is 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 Director determines it 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 Director is 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 Director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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.

## **Nestron Limited**

### **Independent Auditor's Report to the Members of Nestron Limited (continued)**

#### *Extent to which the audit was 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 gained an understanding of the legal and regulatory framework applicable to the company and the industry in which it operates, and considered the risk of acts by the company that were contrary to applicable laws and regulations, including fraud.

We considered the company's compliance with laws and regulations that have a direct impact on the financial statements including, but not limited to, relevant accounting standards, UK company law and tax legislation, and we considered the extent to which non-compliance might have a material effect on the company financial statements.

We designed audit procedures to identify instances of non-compliance with such laws and regulations. Our procedures included reviewing the financial statement disclosures against the requirements of the accounting standards and company law and agreeing those disclosures to underlying supporting documentation where necessary. We reviewed minutes of all Board meetings held during and subsequent to the year for any indicators of non-compliance and made enquiries of management and of the Members as to the risks of non-compliance and any instances thereof. We also made similar enquiries of advisers to the company, where information from that adviser has been used in the preparation of the company financial statements.

We addressed the risk of management override of internal controls, including testing journal entries processed during and subsequent to the year and evaluating whether there was evidence of bias by management or the Members that represented a risk of material misstatement due to fraud.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that 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, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

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.

## **Nestron Limited**

### **Independent Auditor's Report to the Members of Nestron 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:

*Michael Philp*

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Michael Philp (Senior Statutory Auditor)  
For and on behalf of BDO LLP, statutory auditor  
Gatwick  
Date: 24 November 2023

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

## Nestron Limited

### Statement of Comprehensive Income for the Year Ended 31 December 2022

	Note	2022 £	2021 £
Administrative expenses		<u>(3,568,354)</u>	<u>(14)</u>
<b>Operating loss</b>	4	(3,568,354)	(14)
Interest receivable and similar income	5	<u>438,336</u>	<u>225,096</u>
<b>(Loss)/profit before tax</b>		(3,130,018)	225,082
Taxation	7	<u>-</u>	<u>-</u>
<b>(Loss)/profit for the financial year</b>		<u><u>(3,130,018)</u></u>	<u><u>225,082</u></u>

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

**Nestron Limited**  
**(Registration number: 02404071)**  
**Statement of Financial Position as at 31 December 2022**

	Note	2022 £	2021 £
<b>Current assets</b>			
Debtors	8	10,387,305	13,517,198
Cash and cash equivalents	9	<u>878</u>	<u>3</u>
		10,388,183	13,517,201
<b>Current Liabilities</b>			
Creditors: Amounts falling due within one year	10	<u>(1,000)</u>	<u>(30,786)</u>
<b>Net assets</b>		<u>10,387,183</u>	<u>13,486,415</u>
<b>Capital and reserves</b>			
Called up share capital	11	5,000,000	5,000,000
Share premium	12	4,531,077	4,531,077
Capital redemption reserve	12	38,619	38,619
Capital contribution reserve	12	30,786	-
Profit and loss account	12	<u>786,701</u>	<u>3,916,719</u>
Total equity		<u>10,387,183</u>	<u>13,486,415</u>

24 November 2023 | 1:45 PM GMT

Approved and authorised by the director on .....

DocuSigned by:

*Andy Woods*

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Andrew Woods  
Director

## Nestron Limited

## Statement of Changes in Equity for the Year Ended 31 December 2022

	Share capital £	Share premium £	Capital redemption reserve £	Capital contribution reserve £	Profit and loss account £	Total £
At 1 January 2022	5,000,000	4,531,077	38,619	-	3,916,719	13,486,415
Loss for the year	-	-	-	-	(3,130,018)	(3,130,018)
Total comprehensive loss	-	-	-	-	(3,130,018)	(3,130,018)
Capital contribution received	-	-	-	30,786	-	30,786
At 31 December 2022	<u>5,000,000</u>	<u>4,531,077</u>	<u>38,619</u>	<u>30,786</u>	<u>786,701</u>	<u>10,387,183</u>

	Share capital £	Share premium £	Capital redemption reserve £	Capital contribution reserve £	Profit and loss account £	Total £
At 1 January 2021	5,000,000	4,531,077	38,619	-	3,691,637	13,261,333
Profit for the year	-	-	-	-	225,082	225,082
Total comprehensive income	-	-	-	-	225,082	225,082
At 31 December 2021	<u>5,000,000</u>	<u>4,531,077</u>	<u>38,619</u>	<u>-</u>	<u>3,916,719</u>	<u>13,486,415</u>

## **Nestron Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022**

#### **1 General information**

The Company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Sloane Square House  
1 Holbein Place  
London  
SW1W 8NS

The principal activity of the Company is that of an intra-group financing company.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal 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.

##### **Statement of compliance**

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

##### **Summary of disclosure exemptions**

In preparing the company's financial statements, advantage has been taken of the following disclosure exemptions available under FRS 102:

- No Statement of cash flows has been presented as the Company's cash flows are included within the consolidated financial statements of Dooba Holdings Limited ("the Group").
- Disclosures in relation to the Company's financial instruments have not been presented as equivalent disclosures have been provided in the consolidated financial statements of Dooba Holdings Limited for the group as a whole.

The ultimate parent undertaking is Dooba Holdings Limited, incorporated in Jersey which is the head of the smallest and largest group to prepare publicly available consolidated financial statements which include the Company.

These financial statements are available upon request from its registered office which is 28 Esplanade, St Helier, Jersey, JE2 3QA. The ultimate controlling party is JTC Trust Company Limited, a trustee of the Dooba Settlement, a life interest trust.

## **Nestron Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **Going Concern**

The Director has a reasonable expectation that the Company has sufficient resources to continue to operate for a period of at least twelve months from the date the financial statements are signed. As such, the Director has adopted the going concern basis of accounting in preparing the financial statements of the Company.

At 31 December 2022, the Company had net current assets of £10,387,183 which is primarily amounts due from fellow group undertakings. Dooba Holdings Limited, the ultimate parent company, has confirmed in writing it will continue to provide the necessary level of financial support to enable the Company to satisfy its liabilities as they fall due for the foreseeable future, being a period of at least twelve months from the date of approving these financial statements.

Following the removal of all remaining Government imposed restrictions in the UK in February 2022 the Director considers the continuing threat of Covid-19 to the Company's operations to be limited. Similarly, the unfolding events across Europe between Ukraine & Russia have had a limited impact on the operations of the Company given all properties and investments held are within the UK, let to principally UK based business and thus the Director considers the impact of this on the going concern assessment to be limited.

Due to the Company's financing structure interest costs being calculated using SONIA, the Director has also considered the risks associated with the potential high inflationary environment in the UK and associated increases in UK interest base rates. However, the Director considers the impact to be limited given the ultimate parent company has confirmed in writing that it will provide financial support to the Company.

However, in making this assessment the Director is mindful that Dooba Holdings Limited have highlighted in their own group financial statements for the year ended 31 December 2022 the following:

*The directors have placed a particular focus on the appropriateness of adopting the going concern basis in preparing the financial statements for the year ended 31 December 2022. The Group's going concern assessment is dependent on a number of factors, including performance of rental collections, rising interest rates, continued access to funding and the ability to continue to operate the Group's secured debt structure within its financial covenants. The continuing conflict across Europe between Ukraine & Russia has had a limited impact on the operations of the Group given all properties and investments held are within the UK, let to principally UK based business and thus the directors consider the impact of this on the going concern assessment to be limited.*

*The directors have performed reverse stress testing of the Group's forecasts over the next 12 months of the 5 year rolling cash flow forecast, which indicates that minimum rent collections of 86% are required to maintain sufficient liquid cash reserves. Throughout this downside scenario the Group has sufficient liquid cash reserves to meet all committed contractual obligations over the assessment period being 12 months from the date of approval of these financial statements.*

*The directors receive regular updates on the status of rent collections for the quarter and regularly assess the credit worthiness of tenants, working on a case-by-case basis to rectify any potential issues.*

*Given the average collections for the Group during the last 12 months have averaged 99%, a minimum of 86% is considered extremely likely to be achieved for the next 12 months.*



## **Nestron Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

*The impact of a reduction in rental collections and increasing SONIA rates has also been applied to the Group's debt serviceability covenants. In the unlikely event of a covenant breach there are cures available under the facility agreements or a waiver would be negotiated. Previous discussions with the Group's lenders surrounding potential breaches have established the expectation that if the Group continues to make interest and capital repayments as and when they are due, then no adverse action is expected to be taken. Given the minimum rental collections of 86% required to meet the Group's contractual obligations there are no issues forecast with respect to the payment of future interest and capital payments.*

*Based on the analysis and stress testing undertaken the directors believe that it remains appropriate to prepare the financial statements on a going concern basis, which assumes that the Group will continue to meet its liabilities, as they fall due, for the foreseeable future. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate*

*In July 2023, the Lloyds Banking Group plc facility was repaid in full. As part of the refinancing, related party loans owed to the Company were settled in full and the funds used to repay the Lloyds Banking Group plc.*

*One additional property was put into charge with Natwest who have increased their lending to the Group to £65,174,087 while extending the maturity to July 2026. £6,000,000 of working capital loans have also been repaid from proceeds of a further sale. As at today, the current borrowings has reduced to £104,730,658*

*The Directors recognise the uncertain economic and political climate and are in active dialogue with investors and lenders to keep them abreast of issues as they arise and to be ready to take actions to mitigate the impact should it be required.*

*The Directors have not identified any material uncertainties from this assessment and as such still consider it appropriate to adopt the going concern basis.*

## **Nestron Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **Judgements in applying accounting policies**

In the application of the Company's accounting policies, the Director may be 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.

##### **Key sources of estimation uncertainty**

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, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

##### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or 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 reporting date in the countries where the Company's subsidiaries operate and generate taxable income.

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes, except that the recognition of deferred tax assets is limited to the extent that the group anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. Deferred tax balances are not discounted.

## **Nestron Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)**

#### **2 Accounting policies (continued)**

##### **Trade debtors**

Trade debtors are amounts due from customers for property interests sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### **Financial instruments**

###### ***Classification***

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the group is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

###### ***Recognition and measurement***

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost less any impairment. Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

## Nestron Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 3 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing the financial statements, the Directors have made the following judgements:

- determine whether there are any indications of impairment of the amounts due from group undertakings. Factors taken into consideration in reaching such a decision include the financial position and the expected future financial performance of that entity.

#### 4 Operating loss

The audit fee for the current and preceding year has been borne by a fellow group undertaking.

#### 5 Interest receivable and similar income

	Note	2022 £	2021 £
Interest on loans to group undertakings	13	<u>438,336</u>	<u>225,096</u>

#### 6 Director's remuneration

The Company has no employees other than the Director. The Director's remuneration for the year was nil (2021: £ nil).

#### 7 Taxation

The tax on profit before tax for the year varies from the applicable rate of corporation tax in the UK of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £	2021 £
(Loss)/profit before tax	<u>(3,130,018)</u>	<u>225,082</u>
Corporation tax at standard rate	(594,703)	42,766
Effect of expense not deductible in determining taxable profit (tax loss)	677,967	-
Group relief claimed for nil consideration	<u>(83,264)</u>	<u>(42,766)</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

## Nestron Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 7 Taxation (continued)

A deferred tax asset has not been recognised in respect of tax losses carried forward as there is insufficient evidence that the asset will be recovered. The total amount of deferred tax that has not been recognised is £383,001 (2021: £383,001).

#### Factors that may affect future tax charges

A change in the main UK corporation tax rate, announced in the budget on 3 March 2021, was substantively enacted on 24 May 2021 and received royal assent on 10 June 2021. Its effects have therefore been reflected in these financial statements. From 1 April 2023 the main corporation tax rate will increase from 19% to 25% on profits over £250,000. The rate for small profits under £50,000 will remain at 19%. Where the Entity's profits fall between £50,000 and £250,000, the lower and upper limits, it will be able to claim an amount of marginal relief providing a gradual increase in the corporation tax rate. This will increase the Entity's future tax liabilities accordingly and deferred tax has been calculated at this new rate.

#### 8 Debtors

	Note	2022 £	2021 £
Amounts owed by related parties	13	10,387,284	13,517,195
Taxation and social security		<u>21</u>	<u>3</u>
		<u>10,387,305</u>	<u>13,517,198</u>

All amounts fall due within one year.

The Company has a working capital loan to Ampersand Homes Limited of £805,540 (2021: £780,238) which is unsecured, repayable on demand and subject to a variable rate of interest, calculated on the SONIA rate plus a margin of 1.5%. The Company also has a working capital loan to Whichert Limited of £13,149,991 (2021: £12,736,957) which is stated net of a provision for impairment of £3,568,247 (2021: £nil). This loan is unsecured, repayable on demand and subject to a variable rate of interest, calculated on the SONIA rate plus a margin of 1.5%.

#### 9 Cash and cash equivalents

	2022 £	2021 £
Cash at bank	<u>878</u>	<u>3</u>

#### 10 Creditors

	Note	2022 £	2021 £
<b>Amounts falling due within one year</b>			
Amounts due to related parties	13	<u>1,000</u>	<u>30,786</u>
Trade and other payables		<u>1,000</u>	<u>30,786</u>

## Nestron Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 10 Creditors (continued)

The Company has a working capital loan from Excellenta (Jersey) Limited of £1,000 (2021: £30,786) which is unsecured, repayable on demand and not subject to interest.

During the year the Company's loan from Excellenta (Jersey) Limited of £30,786 was forgiven in full and the Company recognised a capital contribution in consideration of the loan forgiveness.

#### 11 Share capital

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

	2022		2021	
	No.	£	No.	£
Ordinary Shares of £1 each	5,000,000	5,000,000	5,000,000	5,000,000

#### 12 Reserves

##### *Share premium*

Amount subscribed for share capital in excess of nominal value.

##### *Profit and loss account*

Cumulative net gains and losses recognised in the Statement of Comprehensive Income.

##### *Capital contribution reserve*

Cumulative capital contributions received from parent company following the forgiveness of balances due to fellow group companies. See note 10 for details.

##### *Capital redemption reserve*

The capital redemption reserve arises from the purchase of own share capital and will be reduced (or cancelled) by means of a reduction of capital.

## Nestron Limited

### Notes to the Financial Statements for the Year Ended 31 December 2022 (continued)

#### 13 Related party transactions

Entities forming part of the group headed by Dooba Holdings Limited, the ultimate parent company of the Company, are considered by the members to be related parties.

Transactions with related parties are entered into on a regular basis as a result of normal commercial transactions. The following significant transactions were carried out by the Company with related parties during the current period:

	Interest receivable from related parties during the year ended		Amounts owed from/(to) related parties as at	
	31 December 2022	31 December 2021	31 December 2022	31 December 2021
	£	£	£	£
Ampersand Homes Limited (incorporated in England and Wales)	25,302	12,993	805,540	780,238
Whichert Limited (incorporated in England and Wales)	413,034	212,103	9,581,744	12,736,957
Excellentia (Jersey) Limited (incorporated in Jersey)	-	-	(1,000)	(30,786)
	<u>438,336</u>	<u>225,096</u>	<u>10,386,284</u>	<u>13,486,409</u>

The entities listed above are all members of the group headed by Dooba Holdings Limited (see note 14).

During the year the Company's loan of £30,786 from Excellentia Jersey Limited was forgiven in full and the Company recognised a capital contribution in consideration of the loan forgiveness.

#### 14 Parent and ultimate parent undertaking

The Company's immediate parent undertaking is Whichert Limited, incorporated in England and Wales.

Dooba Holdings Limited, incorporated in Jersey, is the head of the smallest and largest group to prepare publicly available consolidated financial statements which include the Company. Copies of the consolidated financial statements of Dooba Holdings Limited are available from its registered office which is at 28 Esplanade, St Helier, Jersey, JE2 3QA.

The ultimate controlling party is JTC Trust Company Limited, as trustee of the Dooba Settlement, a life interest trust