REGISTERED NUMBER: 07306402 (England and Wales)

AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2023

FOR

WA CAPITAL LIMITED

RSM UK Audit LLP (Statutory Auditor)
Suite A, 7th Floor,
East West Building
2 Tollhouse Hill
Nottingham
NG1 5FS

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FOR THE YEAR ENDED 30 JUNE 2023

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COMPANY INFORMATION
FOR THE YEAR ENDED 30 JUNE 2023

DIRECTORS:	Sir W L Adderley Lady N V Adderley Mr D L Wright Ms M J Sears
REGISTERED OFFICE:	Two Marlborough Court Watermead Business Park Syston Leicestershire LE7 1AD
REGISTERED NUMBER:	07306402 (England and Wales)
INDEPENDENT AUDITORS:	RSM UK Audit LLP (Statutory Auditor) Suite A, 7th Floor, East West Building 2 Tollhouse Hill Nottingham NG1 5FS

WA CAPITAL LIMITED (REGISTERED NUMBER: 07306402)

BALANCE SHEET
30 JUNE 2023

	Notes	30/6/23 £	30/6/22 £
FIXED ASSETS			
Tangible assets	4	6,406	7,500
Investments	5	274,421,312	260,423,534
		274,427,718	260,431,034
CURRENT ASSETS			
Debtors	6	259,989,817	281,896,842
Cash at bank		22,944,161	1,756,997
		282,933,978	283,653,839
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	7	(70,401,608)	(83,355,598)
NET CURRENT ASSETS		212,532,370	200,298,241
TOTAL ASSETS LESS CURRENT LIABILITIES		486,960,088	460,729,275
CAPITAL AND RESERVES			
Called up share capital	9	120,781	120,781
Share premium	10	337,516,858	337,516,858
Retained earnings	10	149,322,449	123,091,636
SHAREHOLDERS' FUNDS		486,960,088	460,729,275

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

In accordance with Section 444 of the Companies Act 2006, the Profit and Loss Account has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 20 March 2024 and were signed on its behalf by:

Sir W L Adderley - Director

The notes on pages 3 to 11 form part of these financial statements

1. STATUTORY INFORMATION

WA Capital Limited is a private company, limited by shares , registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements
These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland (“FRS 102”), the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime, and under the historical cost convention, modified to include certain financial instruments at fair value. The disclosure requirements of section 1A of FRS 102 have been applied.

Going concern
The directors have prepared forecasts for a period of 12 months from the date of approval of these financial statements considering the high levels of cash reserves, the nature of expenditure including the significant discretionary element, support committed to other group companies and likelihood of it being called upon, which indicate that the company will have sufficient funds to meet its liabilities as they fall due in that period. On this basis, they continue to adopt the going concern basis of accounting in the preparation of the financial statements.

Financial Reporting Standard 102 - reduced disclosure exemptions
The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

- the requirement of Section 7 Statement of Cash Flows;
- the requirement of Section 33 Related Party Disclosure;
- the requirement of Section 33.7 Key Management Personnel Compensation.

Preparation of consolidated financial statements
The company is exempt by virtue of s399 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

continued...

2. ACCOUNTING POLICIES - continued

Significant judgements and estimates
The Directors are continually evaluating estimates and judgements based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The directors consider estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities of the company. The carrying value of the unlisted investments is considered to carry such a risk.

Accounting estimates in applying the Company's accounting policies
Recoverability of inter company balances is considered to be a key accounting estimate. Amounts owed by group undertakings are stated at recoverable amounts, after appropriate provision for any impairment.

Financial risk management including derivatives, objectives and forward fixed rate currency contracts

The company uses financial instruments, comprising loans, cash and other liquid resources and various other items such as trade debtors, creditors and finance arrangements that arise directly from its operations. The main purpose of these financial instruments is to raise finance for its operations. The main issues arising from the company's financial instruments are liquidity risk, interest rate and foreign currency risk. The directors review and agree policies for managing each of these risks and they are summarised below. The policies
have remained unchanged from the previous period.

Liquidity risk
The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs by negotiating adequate facilities from the Company's bankers and other lenders.

Interest rate risk
The company finances its operations through a mixture of shareholders' equity, retained profits and bank borrowings. The Company regularly reviews its exposure to interest rate fluctuations.

Foreign currency risk
The Company is exposed to transaction and translation foreign exchange risk. The Company seeks to minimise its exposure when known, using forward fixed rate currency contracts.

Tangible fixed assets
Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.
Plant and machinery etc - 25% on cost

continued...

2. ACCOUNTING POLICIES - continued

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

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

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

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

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

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

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

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2. ACCOUNTING POLICIES - continued

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

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

Basic financial liabilities
Basic financial liabilities, including creditors, bank loans, loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised. Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities
Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss. Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss.

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

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

continued...

2. ACCOUNTING POLICIES - continued

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Investments

Trade investments are classified as financial instruments and accounted for in accordance with the financial assets accounting policy at fair value through profit or loss.

Unlisted investments over which the company has no significant influence, control or joint control are initially measured at transaction price including costs of investment. They are subsequently revalued to Fair Value.

Unlisted investments are monitored for impairment based on transaction price of subsequent fundraising rounds, current and future financial performance measures and comparable market transactions. Cost of investments are impaired where there is a probable and measurable outcome that the investment value will not be realised in the future.

Income recognition

Dividends are accounted for when receivable by the company. Interest is accounted for as it falls due.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 5 (2022 - 4) .

continued...

4. TANGIBLE FIXED ASSETS

	Plant and machinery etc £
COST	
At 1 July 2022 and 30 June 2023	7,500
DEPRECIATION	
Charge for year	1,094
At 30 June 2023	1,094
NET BOOK VALUE	
At 30 June 2023	6,406
At 30 June 2022	7,500

5. FIXED ASSET INVESTMENTS

	30/6/23 £	30/6/22 £
Shares in group undertakings	104	104
Other investments not loans	274,421,208	260,423,430
	274,421,312	260,423,534

Additional information is as follows:

	Shares in group undertakings £	Listed investments £	Unlisted investments £	Totals £
COST OR VALUATION				
At 1 July 2022	104	209,296,628	36,016,800	245,313,532
Additions	-	65,535,439	17,398,767	82,934,206
Disposals	-	(89,468,746)	(23,152)	(89,491,898)
Fair value adjustment	-	24,453,804	(4,398,332)	20,055,472
At 30 June 2023	104	209,817,125	48,994,083	258,811,312
NET BOOK VALUE				
At 30 June 2023	104	209,817,125	48,994,083	258,811,312
At 30 June 2022	104	209,296,628	36,016,800	245,313,532

continued...

5. FIXED ASSET INVESTMENTS - continued

Cost or valuation at 30 June 2023 is represented by:

	Shares in group undertakings	Listed investments	Unlisted investments	Totals
	£	£	£	£
Valuation in 2023	-	209,817,125	48,994,083	258,811,208
Cost	104	-	-	104
	104	209,817,125	48,994,083	258,811,312

Investments (neither listed nor unlisted) were as follows:

	30/6/23	30/6/22
	£	£
Other investments	15,610,000	15,110,002

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30/6/23	30/6/22
	£	£
Amounts owed by group undertakings	259,717,533	281,828,174
Corporation tax	115,399	39,006
Prepayments and accrued income	156,885	29,662
	259,989,817	281,896,842

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30/6/23	30/6/22
	£	£
Bank loans and overdrafts (see note 8)	70,365,875	83,331,453
Trade creditors	12,433	5,172
Accruals and deferred income	23,300	18,973
	70,401,608	83,355,598

8. LOANS

An analysis of the maturity of loans is given below:

	30/6/23	30/6/22
	£	£
Amounts falling due within one year or on demand:		
Bank overdrafts	70,365,875	83,331,453

continued...

9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	30/6/23 £	30/6/22 £
120,731	Ordinary A	£1	120,731	120,731
50	Ordinary B	£1	50	50
			120,781	120,781

Ordinary A shares have full voting rights.

Ordinary B shares have no voting rights nor do they contain any rights of redemption. The B ordinary shares are entitled to the first £1,000 of any dividend declared but thereafter are not entitled to any dividend.

10. RESERVES

	Retained earnings £	Share premium £	Totals £
At 1 July 2022	123,091,636	337,516,858	460,608,494
Profit for the year	26,230,813	-	26,230,813
At 30 June 2023	149,322,449	337,516,858	486,839,307

11. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Auditors' Report was unqualified.

Kelly Boorman (Senior Statutory Auditor)
for and on behalf of RSM UK Audit LLP (Statutory Auditor)

12. CAPITAL COMMITMENTS

	30/6/23 £	30/6/22 £
Contracted but not provided for in the financial statements	27,187,295	14,928,610

13. RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

continued...

13. RELATED PARTY DISCLOSURES - continued

The company was under the control of Sir WL Adderley throughout the year. Sir WL Adderley is the managing director and majority shareholder.

The company and its subsidiary WA Capital Investments Limited hold a 19% shareholding in Dunelm Group Plc which is a related party as Sir WL Adderley is a director and Deputy Chairman of the Dunelm Group. WA Capital Limited received dividends totalling £2,561,040.99 (2022: £4,394,872.81) from Dunelm PLC.

During the year WA Capital Limited donated £3,890,000 (2022: £2,240,000) to The Stoneygate Trust. Sir WL Adderley and Lady NV Adderley are both Trustees of The Stoneygate Trust and sole funders of the Charity.

14. FINANCIAL INSTRUMENTS

	Notes	30/6/23 £	30/6/22 £
Financial assets measured at fair value through profit or loss			
Listed investments	10	209,817,125	209,296,628
Unlisted investments	10	48,994,083	36,016,800
Financial assets that are debt instruments measured at amortised cost:			
Amounts owed by group undertakings	11	259,717,533	281,828,174
		518,528,741	527,141,602

Basis for determining fair value

The listed investments are valued at their quoted closing price on the year end date. Unlisted investments are valued at fair value.

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