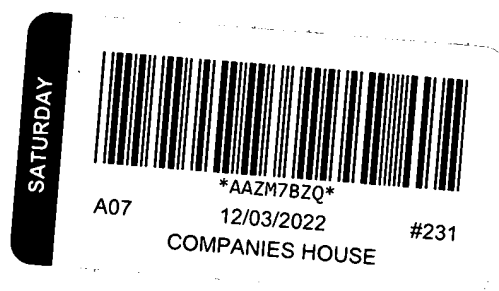


Registered number: 09341955

SOFA.COM BIDCO LIMITED

ANNUAL REPORT

FOR THE PERIOD ENDED 30 APRIL 2021



SOFA.COM BIDCO LIMITED

COMPANY INFORMATION

Directors	A A Adegoke A P O Dick D C Epstein
Company secretary	T J Piper
Registered number	09341955
Registered office	Unit A Brook Park East Shirebrook NG20 8RY
Independent auditor	Cooper Parry Group Limited Chartered Accountants & Statutory Auditor Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA

SOFA.COM BIDCO LIMITED

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Balance sheet	9
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SOFA.COM BIDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 30 APRIL 2021

Introduction

The principal activity of the company during the year is that of a holding company.

Business review

The company does not trade, and is an intermediate holding company within the wider Frasers Group plc group of companies.

Principal risks and uncertainties

The directors consider the company to be subject to little in the way of risks and uncertainties. Sofa.com Bidco Limited owns all of the shares in the trading company Sofa.com Ltd. The main risk facing the company is that Sofa.com does not perform as expected and the value of the investment held in this company is impacted. This is managed through regular review of the results of this business and its performance and strategy.

Financial key performance indicators

The directors do not consider there to be any financial key performance indicators..

Directors' statement of compliance with duty to promote the success of the company

The following stakeholder groups according to Section 172(1) of the Companies Act 2006 were identified by the Directors as being relevant for the company:

Our people


Employee involvement

The company does not have any employees however the group as a whole ensures communication with all employees who, subject to practical and commercial considerations, should be consulted on and involved in decisions that affect their current jobs and future prospects.

Disabled employees

The company does not have any employees however the group as a whole gives full and fair consideration to applications for employment by disabled persons.

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

DocuSigned by:

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A A Adegoke
Director

Date: 10 March 2022

SOFA.COM BIDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 APRIL 2021

The directors present their report and the financial statements for the year ended 30 April 2021.

Directors' responsibilities statement

The directors are responsible for preparing the strategic report, the directors' 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements 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;
- 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 to 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.

Results and dividends

The profit for the period, after taxation, amounted to £NIL (2020: loss £1,438).

The directors do not propose a dividend payment for 2021 (2020: £nil).

Directors

The directors who served during the period are listed on the company information page.

Qualifying third party indemnity provisions

Frasers Group plc has granted the directors of the company with Qualifying Third Party Indemnity provisions within the meaning given to the term by Sections 234 and 235 of the Companies Act 2006. This is in respect of liabilities to which they may become liable in their capacity as a director of the company and of any company within the group. Such indemnities were in force throughout the financial period and will remain in force.

SOFA.COM BIDCO LIMITED


**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 30 APRIL 2021**

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This report was approved by the board and signed on its behalf.

DocuSigned by:

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A A Adegoke
Director

Date: 10 March 2022

SOFA.COM BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOFA.COM BIDCO LIMITED

Opinion

We have audited the financial statements of Sofa.com Bidco Limited (the 'company') for the year ended 30 April 2021, which comprise the profit and loss account, the balance sheet and the related notes, 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2021 and of its result 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 United Kingdom, including the Financial Reporting Council'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. 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.

SOFA.COM BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOFA.COM BIDCO LIMITED (CONTINUED)

Opinion 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.

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 the 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 directors' responsibilities statement on page 2, 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.

SOFA.COM BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOFA.COM BIDCO LIMITED (CONTINUED)

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.

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:

Our assessment focused on key laws and regulations the entity has to comply with and areas of the financial statements we assessed as being more susceptible to misstatement. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, United Kingdom Generally Accepted Accounting Practice and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to detect irregularity included, but was not limited to, the following:

- designing our audit procedures to respond to our risk assessment

Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities from fraud are inherently more difficult to detect than those arising from error.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

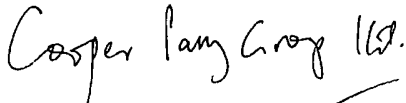
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditwillorsresponsibilities. This description forms part of our auditor's report.

SOFA.COM BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOFA.COM BIDCO LIMITED (CONTINUED)

Use of our report

This report is made solely to the company's members 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 for our audit work, for this report, or for the opinions we have formed.



Melanie Hopwell (Senior statutory auditor)

for and on behalf of

Cooper Parry Group Limited

Chartered Accountants
Statutory Auditor

Sky View
Argosy Road
East Midlands Airport
Castle Donington
Derby
DE74 2SA

Date: 11 March 2022

SOFA.COM BIDCO LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE PERIOD ENDED 30 APRIL 2021**

	Note	Year ended 30 April 2021 £	Period ended 30 April 2020 £
Administrative expenses		-	(1,438)
Operating profit/(loss)	4	-	(1,438)
Profit/(loss) after tax		-	(1,438)
Retained earnings at the beginning of the period		(11,320,249)	(11,318,811)
Profit/(loss) for the period		-	(1,438)
Retained earnings at the end of the period		(11,320,249)	(11,320,249)

There were no recognised gains and losses for 2021 or 2020 other than those included in the profit and loss account.

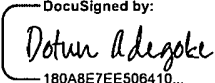
The notes on pages 10 to 15 form part of these financial statements.

SOFA.COM BIDCO LIMITED
REGISTERED NUMBER: 09341955

BALANCE SHEET
AS AT 30 APRIL 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	7	1,600,000	1,600,000
		<u>1,600,000</u>	<u>1,600,000</u>
Current assets			
Debtors: amounts falling due within one year	9	2,743,961	2,743,961
		<u>2,743,961</u>	<u>2,743,961</u>
Creditors: amounts falling due within one year	10	(9,584,229)	(9,584,229)
Net current liabilities		<u>(6,840,268)</u>	<u>(6,840,268)</u>
Total assets less current liabilities		<u>(5,240,268)</u>	<u>(5,240,268)</u>
Net liabilities		<u>(5,240,268)</u>	<u>(5,240,268)</u>
Capital and reserves			
Called up share capital	11	56,981	56,981
Share premium account	12	6,023,000	6,023,000
Profit and loss account	12	<u>(11,320,249)</u>	<u>(11,320,249)</u>
Shareholders' deficit		<u>(5,240,268)</u>	<u>(5,240,268)</u>

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

DocuSigned by:

 180ABE7EE506410...
A A Adegoke
 Director

Date: 10 March 2022

The notes on pages 10 to 15 form part of these financial statements.

SOFA.COM BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2021

1. General information

Sofa.com Bidco Limited is a company limited by shares incorporated and domiciled in the United Kingdom. The address of its registered office is shown on the company information page.

2. Accounting policies

2.1 Basis of preparation of financial statements

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

The financial statements are presented in Sterling (£), which is the functional currency of the company. The financial statement are for the year ended 30 April 2021 (2020: 14 month period ended 30 April 2020).

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Exemption from preparing consolidated financial statements

The company is a parent company that is also a subsidiary included in the consolidated financial statements of a parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.3 Disclosure exemptions

The company has adopted the following disclosure exemptions:

Under FRS 102 Section 1.12, the company is exempt from the requirements to prepare a statement of cash flows on the grounds that the parent company of the group, Frasers Group plc, includes the company's cash flows in its own published consolidated financial statements.

The entity is a 'qualifying entity' and has also taken advantage of the exemption from disclosing key management personnel (other than directors emoluments) under FRS 102 Section 1.12.

As the company is a wholly owned subsidiary of a company whose consolidated accounts include the results of the subsidiary and are publicly available, the company has taken advantage of the FRS 102 Section 33.1a exemption from disclosing transactions with group undertakings.

Where required, equivalent disclosures are given in the group accounts of Frasers Group plc. The group accounts of Frasers Group plc are available to the public and can be obtained as set out in note 13.

SOFA.COM BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 30 APRIL 2021

2. Accounting policies (continued)

2.4 Going concern

At the year end the company had a deficit of £5,240,268 (2020: deficit of £5,240,268). The deficit is funded by loans from other group companies which will not be called for payment unless the cash flow permits for a minimum period of 12 months.

The company itself does not trade in its role as an intermediate holding company. The company's ability to continue as a going concern is linked to the performance of Sofa.com Ltd of which it is the parent.

The company and its subsidiaries are part of Frasers Group plc. The group has considerable financial resources and continues to trade profitably. The company and its subsidiaries have received a letter of financial support from Frasers Group plc giving it access to financial resources should it require them.

The directors therefore consider it is appropriate for the financial statements to be prepared on a going concern basis.

2.5 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

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

The directors make estimates and assumptions concerning the future. They are also required to exercise judgement in the process of applying the company's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Valuation of investments

The company assesses at each reporting date whether the carrying value of investments may be impaired. If any such indication exists, the company estimates the recoverable amount of the investment based on fair value less costs to sell or a value in use calculation.

SOFA.COM BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2021**4. Operating profit/(loss)**

Audit fees are borne by the subsidiary Sofa.com Ltd.

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2020: £NIL).

6. Taxation

	Year ended 30 April 2021 £	Period ended 30 April 2020 £
Total current tax	-	-

Factors affecting tax charge for the period

The tax assessed for the year is the same as (2020: higher than) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	Year ended 30 April 2021 £	Period ended 30 April 2020 £
Profit/(loss) before tax	-	(1,438)
Profit/(loss) multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	-	(273)
Effects of:		
Group relief	-	32,782
Transfer pricing adjustments	-	(32,509)
Total tax charge for the year/period	-	-

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

SOFA.COM BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2021

7. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 May 2020	45,017,474
At 30 April 2021	45,017,474
Impairment	
At 1 May 2020	43,417,474
At 30 April 2021	43,417,474
Net book value	
At 30 April 2021	1,600,000
At 30 April 2020	1,600,000

SOFA.COM BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2021****8. Subsidiary undertakings**

The following were subsidiary undertakings of the company:

Name	Registered office	Principal activity	Class of shares	Holding
Sofa.com Ltd	Unit A, Brook Park East, Shirebrook, NG20 8RY	Retail of furniture	Ordinary	100%
Zaparoah Sp.Z.o.o*	Rabakowo 62-023, Gadki, Poland	Manufacture of furniture	Ordinary	100%
GT Lines BV*	Bert Haanstrakade 2-4 Amsterdam, 1087 Netherlands	Dormant	Ordinary	100%
Sofa.com BV*	Bert Haanstrakade 2-4 Amsterdam, 1087 Netherlands	Dormant	Ordinary	100%
Sofa.com Manufacture Ireland Limited	The Black Church, St Mary's Place, Dublin, D07 P4AX	Dormant	Ordinary	100%

*indirect subsidiary through investment in Sofa.com Ltd.

9. Debtors

	2021 £	2020 £
Amounts owed by group undertakings	2,743,961	2,743,961
	<u>2,743,961</u>	<u>2,743,961</u>

10. Creditors: Amounts falling due within one year

	2021 £	2020 £
Amounts owed to group undertakings	9,584,229	9,584,229
	<u>9,584,229</u>	<u>9,584,229</u>

11. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
56,981 (2020: 56,981) Ordinary shares of £1 each	56,981	56,981
	<u>56,981</u>	<u>56,981</u>

SOFA.COM BIDCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 APRIL 2021**

12. Reserves

Share premium account

Share premium includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit and loss account

Retained earnings represent accumulated profit and loss for the period and prior periods less dividends paid.

13. Controlling party

The ultimate controlling party is M J W Ashley, by virtue of his 100% ownership of MASH Holdings Limited, the ultimate parent company. MASH Holdings Limited indirectly holds the majority of shares in Sportsdirect.com Retail Limited, the immediate parent company which is a wholly owned subsidiary of Frasers Group plc.

Frasers Group plc is the smallest group and MASH Holdings Limited is the largest group for which consolidated accounts are prepared. Both MASH Holdings Limited and Frasers Group plc are companies registered in England and Wales. A copy of the respective group accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.