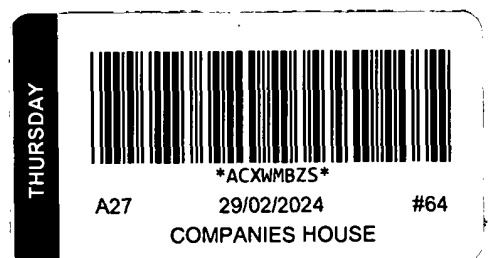


Registered number: 13106569

CHARLIE NOTECO LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**



CHARLIE NOTECO LIMITED

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CHARLIE NOTECO LIMITED

COMPANY INFORMATION

Directors

C Almeida
P Evans

Registered number

13106569

Registered office

Premier House
2nd Floor
29 Rutland Street
Leicester
LE1 1RE

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
One Chamberlain Square
Birmingham
B3 3AX

CHARLIE NOTECO LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the Strategic Report for Charlie Noteco Limited (the "Company") for the year ended 31 December 2022.

Business review

The principal activity of the Company is that of an intermediate investment holding company. There was no change in the nature or number of investments in the year.

Net liabilities at the end of the year were £436,602 compared to £22,603 at the end of the prior period, reflecting the loss for the year.

Principal risks and uncertainties

The Company considers risk management a high priority and has processes in place to identify, mitigate and manage risk. The Board are ultimately responsible for risk management. The principal risks facing the business, and the controls in place to mitigate these, are as follows:

Credit risk

The Company's primary financial assets are intercompany loan balances and corresponding interest receivable balances. The Company monitors the credit worthiness of the wider group to ensure that these balances are fully recoverable.

Liquidity risk

The Company does not have cash or bank balances but is able to operate via intercompany loan arrangements with other companies in the Group.

Future developments

The Company's priority will be to achieve an attractive and sustainable rate of growth and return from its investments.

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

Paul Evans

P Evans
Director

Date: 23 Feb 2024

CHARLIE NOTECO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and the audited financial statements of Charlie Noteco Limited (the "Company") for the year ended 31 December 2022.

Principal activities

The principal activity of the Company is that of an intermediate investment holding company.

Results and dividends

The loss for the financial year amounted to £413,999 (10 months period ended 31 December 2021: £22,604).

There were no dividends paid during the year (10 months period ended 31 December 2021: £Nil). The directors do not recommend the payment of a final dividend (10 months period ended 31 December 2021: £Nil).

Directors

The directors who served during the year and up to the date of signing the financial statements, unless otherwise stated, were:

I Moore (resigned 27 September 2022)

J Latimer (resigned 27 September 2022)

C Almeida

P Evans

Going concern

After due consideration of all relevant factors, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The directors placed reliance on the going concern assessment carried out by the ultimate parent at a consolidated group level. This involved running a series of downside scenarios on the latest forecast profit and cash flow projections, none of which highlighted a going concern risk. This assessment was relevant to the Company because its principal risks align closely with that of the wider group and it is reliant on the support of the ultimate parent in ensuring recoverability of intercompany balances.

This process allowed the directors to conclude that the Company will continue to operate on a going concern basis for the period through to the end of March 2025, a period of at least 12 months from when the financial statements are authorised for issue. Accordingly, the financial statements are prepared on a going concern basis.

Future developments

Details of the future developments of the Company are covered by cross-reference to the Strategic Report.

Financial risk management

Details of the financial risk management of the Company are covered by cross-reference to the Strategic Report.

Qualifying third-party indemnity provisions

The Company has made qualifying third party indemnity provisions for the benefit of its directors during the financial year. These provisions remain in place at the reporting date.

CHARLIE NOTECO LIMITED

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2022

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006.

They are responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other regularities.

The directors are also responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to the auditors

The directors of the Company who held office at the date of the approval of this Annual Report as set out above each confirm that:

- so far as they are aware, there is no relevant audit information (information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

Hawsons Chartered Accountants resigned as auditors and PricewaterhouseCoopers LLP have been appointed in their place.

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

CHARLIE NOTECO LIMITED

DIRECTORS' REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2022

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

Paul Evans

P Evans
Director

Date: 23 Feb 2024

CHARLIE NOTECO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHARLIE NOTECO LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Charlie Noteco Limited's 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 (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2022; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our audit approach

Overview

Audit scope

- All material transactions and balances are included in the scope.

Key audit matters

- Recoverability of loan notes issued by subsidiary undertakings and amounts owed by group undertakings.

Materiality

- Overall materiality: £716,000 based on 1% of Total Assets.
- Performance materiality: £537,000.

CHARLIE NOTECO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHARLIE NOTECO LIMITED (continued)

Our audit approach (continued)

The scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements.

Key audit matters

Key audit matters are those matters that, in the auditors' professional judgement, were of most significance in the audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditors, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters, and any comments we make on the results of our procedures thereon, were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

This is not a complete list of all risks identified by our audit.

Key audit matter	How our audit addressed the key audit matter
<i>Recoverability of loan notes issued by subsidiary undertakings and amounts owed by group undertakings.</i> Note 2 - Accounting policies, Note 3 - Judgements in applying accounting policies and key sources of estimation uncertainty and Note 11 - Debtors The Company has loan notes issued by subsidiary undertakings and amounts owed by group undertakings. There is a risk that the Group undertakings owing these amounts are not able to fully settle the balance and therefore that the amount held in debtors may require impairment. These balances remain two of the largest balances in the Company's accounts and so have been the principal focus of our audit effort in the current year. Any potential impairment loss could be material to the Company.	We performed an assessment of management's impairment assessment as to whether there was a trigger for an impairment. We validated their reasoning that there wasn't a trigger assessment. We verified that the counterparty group undertakings have adequate assets to settle the balances as they fall due. We have reviewed management's disclosure in the financial statements of the estimates and judgements associated with the key audit matter.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Company, the accounting processes and controls, and the industry in which it operates.

All material balances and transactions are included in the scope.

The impact of climate risk on our audit

As part of our audit we made enquiries of management to understand the extent of the potential impact of climate risk on the Company's financial statements, and we remained alert when performing our audit procedures for any indicators of the impact of climate risk. Our procedures did not identify any material impact as a result of climate risk on the Company's financial statements.

CHARLIE NOTECO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHARLIE NOTECO LIMITED (continued)

Our audit approach (continued)

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

<i>Overall company materiality</i>	£716,000.
<i>How we determined it</i>	1% of Total Assets
<i>Rationale for benchmark applied</i>	As a non-trading holding company entity that is not for profit, the engagement team has considered the most appropriate benchmark to be total assets and the appropriate rule of thumb to be 1%. Materiality has then been capped at 95% of group materiality.

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes. Our performance materiality was 75% of overall materiality, amounting to £537,000 for the Company financial statements.

In determining the performance materiality, we considered a number of factors - the history of misstatements, risk assessment and aggregation risk and the effectiveness of controls - and concluded that an amount in the middle of our normal range was appropriate.

We agreed with those charged with governance that we would report to them misstatements identified during our audit above £35,800 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Conclusions relating to going concern

Our evaluation of the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included:

- assessing the cash headroom and covenant compliance forecasts for the Charlie Topco Limited Group, which Charlie Noteco Limited is part of, and management's assessment of the level of uncertainty in respect of them;
- assessing and challenging the level of sensitivity in the key assumptions;
- challenging the Group's future forecasts to ensure they considered the impact of macro-economic factors to determine the impact on the future operations of the business; and
- considering the appropriateness of management's disclosures in the financial statements.

CHARLIE NOTECO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHARLIE NOTECO LIMITED (continued)

Conclusions relating to going concern (continued)

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

CHARLIE NOTECO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHARLIE NOTECO LIMITED (continued)

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to taxation legislation and the Companies Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to Posting inappropriate journal entries to manipulate the financial results and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Obtaining an understanding of the expectation of journals posted which would credit the Statement of Comprehensive Income;
- Perform testing of journals which contained an unexpected account combination based upon said understanding;
- Reviewing accounting estimates for bias, validating and challenging the support behind the assumptions and judgements made by management;
- Review of legal expense accounts and board minutes for indications of non-compliance; and
- Review of compliance with the Companies Act 2006 and relevant tax legislations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, 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.

CHARLIE NOTECO LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHARLIE NOTECO LIMITED (continued)

Responsibilities for the financial statements and the audit (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

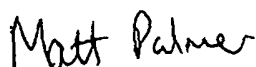
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Matt Palmer (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham

Date: 23 February 2024

CHARLIE NOTECO LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

		Year ended 31 December 2022	10 months period ended 31 December 2021
	Note	£	£
Administrative expenses		(34,533)	(10,850)
Operating loss		(34,533)	(10,850)
Interest receivable and similar income	7	7,629,200	5,775,688
Interest payable and similar expense	8	(7,644,204)	(5,787,442)
Loss before taxation		(49,537)	(22,604)
Tax on loss	9	(364,462)	–
Loss for the financial year/period		(413,999)	(22,604)
Total comprehensive expense for the financial year/period		(413,999)	(22,604)

The notes on pages 15 to 22 form an integral part of these financial statements.

CHARLIE NOTECO LIMITED
REGISTERED NUMBER: 13106569
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	10	1	1
Current assets			
Debtors: amounts falling due after more than one year	11	29,644,185	26,296,161
Debtors: amounts falling due within one year	11	42,026,056	37,552,551
		71,670,241	63,848,712
Creditors: amounts falling due within one year	12	(23,093,049)	(20,109,229)
Net current assets		48,577,192	43,739,483
Total assets less current liabilities		48,577,193	43,739,484
Creditors: amounts falling due after more than one year	13	(49,013,795)	(43,762,087)
Net liabilities		(436,602)	(22,603)
Capital and reserves			
Called up share capital	15	1	1
Profit and loss account		(436,603)	(22,604)
Total shareholders' deficit		(436,602)	(22,603)

The financial statements on pages 12 to 22 were approved by the Board of Directors and signed on its behalf by:

Paul Evans

P Evans
Director

Date: 23 Feb 2024

The notes on pages 15 to 22 form an integral part of these financial statements.

CHARLIE NOTECO LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £	Profit and loss account £	Total shareholders' deficit £
On incorporation	–	–	–
Comprehensive expense for the financial period			
Loss for the financial period	–	(22,604)	(22,604)
Total comprehensive expense for the financial period	–	(22,604)	(22,604)
Contributions by and distribution to owners			
Share capital issued during the financial period	1	–	1
Total transactions with owners	1	–	1
At 31 December 2021 and 1 January 2022	1	(22,604)	(22,603)
Comprehensive expense for the financial year			
Loss for the financial year	–	(413,999)	(413,999)
Total comprehensive expense for the financial year	–	(413,999)	(413,999)
At 31 December 2022	1	(436,603)	(436,602)

The notes on pages 15 to 22 form an integral part of these financial statements.

CHARLIE NOTECO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 General information

Charlie Noteco Limited (the "Company") is a private company, limited by shares, incorporated in the United Kingdom. The address of its registered office is Premier House, 2nd Floor, 29 Rutland Street, Leicester, LE1 1RE, England.

The principal activity of the Company is that of an intermediate investment holding company.

2 Accounting policies

2.1 Basis of preparation of financial statements

These financial statements have been prepared on a going concern basis, using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value. The financial statements are presented in sterling, which is the functional currency of the Company.

These financial statements have been prepared 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 principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied consistently throughout the year:

2.2 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 the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.4 7, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Charlie Topco Limited as at 31 December 2022 and these financial statements may be obtained from Premier House, 2nd Floor, 29 Rutland Street, Leicester, LE1 1RE.

2.3 Exemption from preparing consolidated financial statement

The Company has taken exemption from preparing group accounts as it is included in consolidated accounts for a larger group which are drawn up as full consolidated audited accounts which are filed at Companies House.

CHARLIÉ NOTECO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

2 Accounting policies (continued)

2.4 Going concern

After due consideration of all relevant factors, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The directors placed reliance on the going concern assessment carried out by the ultimate parent at a consolidated group level. This involved running a series of downside scenarios on the latest forecast profit and cash flow projections, none of which highlighted a going concern risk. This assessment was relevant to the Company because its principal risks align closely with that of the wider group and it is reliant on the support of the ultimate parent in ensuring recoverability of intercompany balances.

This process allowed the directors to conclude that the Company will continue to operate on a going concern basis for the period through to the end of March 2025, a period of at least 12 months from when the financial statements are authorised for issue. Accordingly, the financial statements are prepared on a going concern basis.

2.5 Current and deferred taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Statement of Financial Position date. Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and laws enacted at the Statement of Financial Position date.

2.6 Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

2.7 Debtors

Short-term debtors are measured at transaction price, less any impairment.

2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

CHARLIE NOTECO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

2 Accounting policies (continued)

2.9 Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

2.10 Financial Instruments

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 Company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the Company is presented as a liability in the Statement of Financial Position. The corresponding dividends relating to the liability component are charged as an interest expense in the Statement of Comprehensive Income.

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

Drawing up the financial statements in accordance with FRS102 required management to make necessary estimates and assessments. Estimates are based on past experience and other reasonable assessment criteria. The estimates 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 and prior periods, or in the period of the revision and future periods if the revision affects both current and future periods.

Given the judgmental nature of such estimates, actual results could be different from the assumptions used. The critical accounting estimates and judgements are set out below:

Recoverability of loan notes issued by subsidiary undertakings and amounts owed by group undertakings: An impairment assessment was carried out on these balances as to whether there was a trigger for an impairment. Counterparty group undertakings were adjudged to have sufficient assets to settle the balances as they fall due.

4 Auditors' remuneration

	Year ended 31 December 2022 £	10 months period ended 31 December 2021 £
Fees payable to the Company's auditors for the audit of the Company's financial statements	5,600	3,000

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the consolidated financial statements of the parent company.

CHARLIE NOTECO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

5 Employees

As at the year end there were no employees or directors with service contracts for operational roles (2021: none).

6 Directors' remuneration

The directors did not receive any remuneration during 2022 or the prior period from the Company. Directors were remunerated by another group company for which no recharge has been made.

7 Interest receivable and similar income

	Year ended 31 December 2022 £	10 months period ended 31 December 2021 £
Interest receivable on loan notes	3,155,694	2,389,369
Interest receivable from group undertakings	4,473,506	3,386,319
	7,629,200	5,775,688

8 Interest payable and similar expenses

	Year ended 31 December 2022 £	10 months period ended 31 December 2021 £
Interest expense on loan notes	3,563,998	2,698,521
Interest payable to group undertakings	4,080,206	3,088,921
	7,644,204	5,787,442

9 Tax on loss

	Year ended 31 December 2022 £	10 months period ended 31 December 2021 £
Corporation tax		
UK corporation tax on losses for the year/period	556,791	—
Total current tax	556,791	—
Deferred tax		
Origination and reversal of timing differences	(146,170)	—
Effect of changes in tax rates	(46,159)	—
Total deferred tax	(192,329)	—
Total tax	364,462	—

CHARLIE NOTECO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

9 Tax on loss (continued)

Factors affecting the tax credit for the year/period

The tax assessed for the year/period is higher than (2021: higher than) the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	Year ended 31 December 2022 £	10 months period ended 31 December 2021 £
Loss before taxation	(49,537)	(22,604)
Loss before taxation multiplied by UK weighted average rate of tax of 19% (2021: 19%)	(9,412)	(4,295)
Effects of:		
Expenses not deductible for tax purposes	486,563	—
Effect of changes in tax rates	(46,159)	—
Effects of group relief/ other reliefs	(66,530)	4,295
Total tax credit for the financial year/period	364,462	—

Factors that may affect future tax charges

Changes to the UK corporation tax rates were substantively enacted as part of Finance Act 2022 (published on 24 May 2022, with royal assent received on 10 June 2021). This confirmed increase to the corporation tax rate to 25% with effect from 1 April 2023. Deferred taxes at the Statement of Financial Position date have been calculated based on the corporation tax rate of 25% that is enacted at the reporting date.

CHARLIE NOTE CO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

10 Investments

	Investments in subsidiaries
	£
Cost or valuation	
At 1 January 2022	1
At 31 December 2022	1
Carrying amount	
At 31 December 2022	1
At 31 December 2021	1

Details of undertakings

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital are as follows:

Subsidiary undertakings

Name	Registered office	Principal activity	Class of shares	Holding
Charlie Midco Limited	Premier House, 2nd Floor, 29 Rutland Street, Leicester, LE1 1RE, United Kingdom	Holding company	Ordinary	100 %

11 Debtors

	2022	2021
	£	£
Amounts falling due after more than one year		
Loan notes issued by subsidiary undertaking	29,451,856	26,296,161
Deferred taxation (see note 14)	192,329	–
	29,644,185	26,296,161
Amounts falling due within one year		
Amounts owed by group undertakings	42,026,056	37,552,551

Amounts owed by group undertakings falling due within one year, are unsecured, have no fixed date of repayment and are repayable on demand. Interest is charged at 12% per annum.

The loan notes issued by subsidiary undertakings are repayable in 2029 and interest is charged at 12% per annum.

CHARLIE NOTECO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

12 Creditors: amounts falling due within one year

	2022	2021
	£	£
Trade payables	–	7,850
Amounts owed to group undertakings	22,531,258	20,098,379
Corporation tax	556,791	–
Accruals and deferred income	5,000	3,000
	23,093,049	20,109,229

Amounts owed to group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. Interest is charged at 12% per annum.

13 Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Loans and borrowings	33,262,518	29,698,521
Loan notes issued to parent undertaking	15,751,277	14,063,566
	49,013,795	43,762,087

Loan notes issued to parent undertaking are unsecured, repayable in 2029 and interest is charged at 12% per annum.

Loans and borrowings represent unsecured loan notes that are repayable in 2029. Interest is charged at 12% per annum.

14 Deferred taxation

	2022
	£
At beginning of the year	–
Credited to profit and loss	192,329
At the end of the year	192,329

The deferred tax asset is made up as follows:

	2022	2021
	£	£
Short term timing differences - non trading	192,329	–

CHARLIE NOTECO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31 DECEMBER 2022

15 Called up share capital

	2022	2021
	£	£
Allotted, called up and fully paid shares		
1 (2021: 1) Ordinary A shares of £1 (2021: £1) each	1	1

16 Related party transactions

Loans and borrowings include £19,363,862 (2021: £17,289,072) in loan notes issued to CBPE Nominees Ltd, a subsidiary of CBPE Capital LLP. Interest due to CBPE Nominees Ltd of £2,074,791 (2021: £1,570,951) was charged on these loan notes during the year.

Loans and borrowings include £5,546,794 (2021: £4,952,494) in loan notes issued to Fourten Investment Limited, which shares a common director. Loans and borrowings include £1,242,596 (2021: £1,109,461) in loan notes issued to Eaglebrigade Unipessoal LDA, which shares a common director. Loans and borrowings include £5,358,697 (2021: £4,784,550) in loan notes issued to directors.

Interest due to Fourten Investment Limited of £594,299 (2021: £450,002), to Eaglebrigade Unipessoal LDA of £133,135 (2021: £100,810), and to directors of £574,146 (2021: £434,742) was charged on these loan notes during the year.

17 Ultimate parent undertaking and controlling party

Relationship between entity and parents

The parent company is Charlie Topco Limited, incorporated in the UK. Charlie Topco Limited is the parent of both the smallest and largest groups to consolidate these financial statements.

The address of Charlie Topco Limited is:

Premier House
 2nd Floor
 29 Rutland Street
 Leicester
 LE1 1RE

The directors believe there is no ultimate controlling party.