

Interpres Topco Limited
Annual Report and Consolidated Financial Statements
Year Ended 31 December 2022
Registration number: 13483363

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Interpres Topco Limited

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Interpres Topco Limited

Company Information

Directors	A D R Hurst
	J Lewis
	S G Gilbert
	C Turley
Registered office	County Gates Ashton Road Bristol BS3 2JH
Auditors	PKF Francis Clark Statutory Auditor Ground Floor 90 Victoria Street / Redcliffe Bristol BS1 6DP

Interpres Topco Limited

Strategic Report

Year Ended 31 December 2022

The directors present their strategic report for the year ended 31 December 2022.

Principal activity

The principal activity of the group is is the provision of contract and vehicle leasing.

Fair review of the business

The Group purchased 100% of the share capital of Autoease Vehicle Management Limited, Global Van Solutions Limited and BL Autosource LLP in March 2022, for purchase consideration of £52.5m. This is the first accounting period in which consolidated accounts for these entities have been prepared and reflect the 10 month period since acquisition. The Directors consider the key financial performance indicators to be revenue and operating profit. The operating profit of the Group is £2m (2021 £Nil). Revenue for the Group for the 10 month period is £49.4m. Operating profit for the Group for the 10 month period is £2.0m.

The Group traded well through-out the period.

The directors anticipate the business environment will remain competitive. They believe that the Group is in a strong financial position and that the risks that have been identified are being well managed. With continual review of the state of the market and the activities of competitors, the directors are confident in the company's ability to maintain and build on this strong position, and deliver future growth.

Interpres Topco Limited

Strategic Report

Year Ended 31 December 2022

Principal risks and uncertainties

Interest Rate and Inflation Risk

A combination of higher interest rates and higher inflation have resulted in increased costs for our customers on both the cost of acquiring vehicles and the associated leases. This could result in affordability issues for customers.

Mitigation: Through our strong relationships with our suppliers, we are able to negotiate competitive prices on our products and offer a wide range of options to customers at different cost points.

Supply

Certain manufacturers have experienced supply side issues which can make it more difficult to obtain vehicle deliveries on a timely basis.

Mitigation: This was a particular industry wide issue caused in large part by the Covid pandemic. We are seeing a gradual return to pre pandemic delivery timescales.

Competition

The leasing industry is highly competitive. Failure to compete with competitors on a wide variety of areas including price, product range, quality and trustworthiness could have an adverse impact on our financial results.

Mitigation: Our strong relationships with suppliers and well trained employees mean we provide excellent service to our customers, as evidenced by our reviews.

Data Security (including cyber and GDPR)

Cyber attacks and ransomware are generally increasing for all businesses. Any such attack could impact our operational capability. Failure to comply with General Data Protection Regulation could result in financial penalties and a loss of customer confidence.

Mitigation: Robust cyber security measures are in place and monitored regularly. All our data is held by a third party provider, who has appropriate security measures in place.

Legal and Regulatory

We operate in a regulated environment and are regulated by the Financial Conduct Authority. Failure to comply with legal or regulatory requirements could result in regulatory censure or sanction and reputational damage.

Mitigation: We ensure all employees are trained to understand and operate within the relevant regulatory requirements. We are also within the FCA SMCR regime.

Financial Instruments

The company has a normal level of exposure to price, credit, liquidity and cash flow risks arising from trading activities which are conducted wholly in sterling.

Approved and authorised by the Board on 05/12/23 and signed on its behalf by:



A D R Hurst
Director

Interpres Topco Limited

Directors' Report

Year Ended 31 December 2022

The directors present their report and the consolidated financial statements for the year ended 31 December 2022.

Directors of the group

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

A D R Hurst (appointed 4 March 2022)

J Lewis (appointed 4 March 2022)

S G Gilbert

C Turley

Information included in the Strategic Report

Certain matters that are required to be disclosed in the Directors' Report have been omitted as they are included in the Strategic Report. The matters include the business review and future developments, principal risks and uncertainties, including financial risks.

Streamlined energy and carbon reporting

Streamlined energy and carbon reporting is not included on the basis that none of the subsidiaries included in the consolidation are obliged to report in its own right.

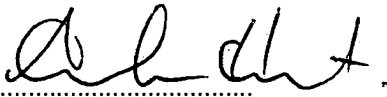
Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Reappointment of auditors

PKF Francis Clark were appointed Auditors on 30 March 2023 and will be proposed for reappointment in accordance with section 485 of the companies act 2006.

Approved and authorised by the Board on 05/12/23 and signed on its behalf by:



A D R Hurst
Director

Interpres Topco Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 group and the company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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; 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Interpres Topco Limited

Independent Auditor's Report to the Members of Interpres Topco Limited

Opinion

We have audited the financial statements of Interpres Topco Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022, which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Balance Sheet, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, 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).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2022 and of the group's 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.

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 responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

The prior year information is unaudited.

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 group and parent company's ability to continue as a going concern for a period of at least twelve months from when the original financial statements were 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 directors are responsible for the other information. The other information comprises the information included in the annual report, 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.

Interpres Topco Limited

Independent Auditor's Report to the Members of Interpres Topco Limited

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinion on other matter 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our 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 and the Directors' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

Interpres Topco Limited

Independent Auditor's Report to the Members of Interpres Topco Limited

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:

Interpres Topco Limited

Independent Auditor's Report to the Members of Interpres Topco Limited

As part of our audit planning we obtained an understanding of the legal and regulatory framework that is applicable to the entities in the group and the sector in which they operate to identify the key laws and regulations affecting the group entities. As part of this assessment process we discussed with management the laws and regulations applicable to the entities, reviewed certification available and identified on their websites and other communications.

The key laws and regulations we identified were employment, General Data Protection Regulation ("GDPR"), along with employment law and the requirements of the Financial Conduct Authority, as the group is within the FCA SMCR Regime.

We also considered those laws and regulations which have a direct impact on the preparation of the financial statements, primarily Companies Act 2006 and Corporation Taxes Act 2009 & 2010.

We discussed with management how the compliance with these laws and regulations is monitored and discussed policies and procedures in place. We also identified the individuals who have a responsibility for ensuring that the entities comply with laws and regulations and deal with reporting any issues if they arise.

As part of our planning procedures, we assessed the risk of any non-compliance with laws and regulations on the entity's ability to continue trading and the risk of material misstatement to the financial statements.

Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved the following:

- Enquiries with management regarding their knowledge of any non-compliance with laws and regulations that could affect the financial statements;
- Reviewed legal and professional costs to identify any possible non compliance or legal costs in respect on non compliance;
- Reviewed Board minutes and regulatory websites.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations

We also evaluated management's incentives and opportunities for management bias, override of controls and manipulation of the financial statements. The key incentive identified is to manipulate revenue and we determined that the principal risks were related to the overstatement of profits. To address the risk, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- reviewed cut-off in respect of income and expenditure;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions, including the acquisition accounting in the year.

Interpres Topco Limited

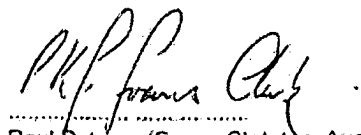
Independent Auditor's Report to the Members of Interpres Topco Limited

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. This risk increases the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements as we are less likely to become aware of instances of non-compliance. 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, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Paul Putnam (Senior Statutory Auditor)
PKF Francis Clark, Statutory Auditor

Ground Floor
90 Victoria Street
Redcliffe
Bristol
BS1 6DP

Date: 7 December 2023

Interpres Topco Limited

Consolidated Profit and Loss Account

Year Ended 31 December 2022

	Note	2022 £	Unaudited 2021 £
Turnover	3	49,429,909	-
Cost of sales		<u>(39,582,429)</u>	-
Gross profit		9,847,480	-
Administrative expenses		<u>(7,825,910)</u>	-
Operating profit	4	2,021,570	-
Interest payable and similar expenses	8	<u>(2,920,186)</u>	-
Loss before tax		(898,616)	-
Tax on loss	9	<u>(859,978)</u>	-
Loss for the financial year		<u><u>(1,758,594)</u></u>	-
Loss attributable to:			
Owners of the company		<u><u>(1,758,594)</u></u>	-

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

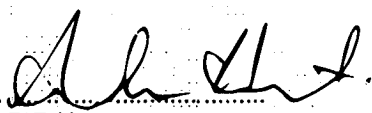
Interpres Topco Limited

Consolidated Balance Sheet

31 December 2022

	Note	2022 £	Unaudited 2021 £
Fixed assets			
Intangible assets	10	34,597,426	-
Tangible assets	11	351,237	-
		<u>34,948,663</u>	<u>-</u>
Current assets			
Stocks	14	1,697,000	-
Debtors	13	982,185	-
Cash at bank and in hand	15	6,839,356	1
		<u>9,518,541</u>	<u>1</u>
Creditors: Amounts falling due within one year	17	<u>(9,006,854)</u>	<u>-</u>
Net current assets		<u>511,687</u>	<u>1</u>
Total assets less current liabilities		<u>35,460,350</u>	<u>1</u>
Creditors: Amounts falling due after more than one year	17	<u>(37,131,174)</u>	<u>-</u>
Provisions for liabilities		<u>(86,805)</u>	<u>-</u>
Net (liabilities)/assets		<u>(1,757,629)</u>	<u>1</u>
Capital and reserves			
Called up share capital	20	965	1
Profit and loss account		<u>(1,758,594)</u>	<u>-</u>
Equity attributable to owners of the company		<u>(1,757,629)</u>	<u>1</u>
Shareholders' (deficit)/funds		<u>(1,757,629)</u>	<u>1</u>

Approved and authorised by the Board on 05/12/23 and signed on its behalf by:


A D R Hurst
Director

Company Registration Number: 13483363

Interpres Topco Limited

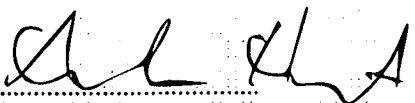
Balance Sheet

31 December 2022

	Note	2022 £	Unaudited 2021 £
Fixed assets			
Investments	12	1	-
Current assets			
Debtors	13	21,797,464	-
Cash at bank and in hand	15	-	1
		21,797,464	1
Creditors: Amounts falling due within one year	17	(1,879,582)	-
Net current assets		19,917,882	1
Total assets less current liabilities		19,917,883	1
Creditors: Amounts falling due after more than one year	17	(21,796,500)	-
Net (liabilities)/assets		(1,878,617)	1
Capital and reserves			
Called up share capital	20	965	1
Profit and loss account		(1,879,582)	-
Shareholders' (deficit)/funds		(1,878,617)	1

The company made a loss after tax for the financial year of £1,879,582 (2021 - loss of £-).

Approved and authorised by the Board on 05/12/23 and signed on its behalf by:


A D R Hurst
Director

Company Registration Number: 13483363

Interpres Topco Limited

Consolidated Statement of Changes in Equity

Year Ended 31 December 2022

	Share capital £	Profit and loss account £	Total equity £
At 1 January 2022 (Unaudited)	<u>1</u>	<u>-</u>	<u>1</u>
New share capital subscribed	964	-	964
Loss for the year	<u>-</u>	<u>(1,758,594)</u>	<u>(1,758,594)</u>
At 31 December 2022	<u>965</u>	<u>(1,758,594)</u>	<u>(1,757,629)</u>

The notes on pages 17 to 33 form an integral part of these financial statements.

Interpres Topco Limited

Statement of Changes in Equity

Year Ended 31 December 2022

	Share capital £	Profit and loss account £	Total £
At 1 January 2022 (Unaudited)	1	-	1
Loss for the year	-	(1,879,582)	(1,879,582)
New share capital subscribed	964	-	964
At 31 December 2022	965	(1,879,582)	(1,878,617)

Interpres Topco Limited

Consolidated Statement of Cash Flows

Year Ended 31 December 2022

	2022 £	2021 £
Cash flows from operating activities		
Loss for the year	(1,758,594)	-
Adjustments to cash flows from non-cash items		
Depreciation and amortisation	3,240,420	-
Finance costs	2,941,906	-
Income tax expense	859,978	-
	<u>5,283,710</u>	<u>-</u>
Working capital adjustments		
Decrease in trade debtors	2,880,895	-
Increase in trade creditors	803,369	-
Increase in stocks	(1,361,519)	-
	<u>7,606,455</u>	<u>-</u>
Cash generated from operations		
Income taxes paid	(1,294,538)	-
	<u>6,311,917</u>	<u>-</u>
Cash flows from investing activities		
Acquisition of subsidiaries	(28,013,055)	-
Less cash acquired	13,715,764	-
	<u>(14,297,291)</u>	<u>-</u>
Net cash flows from investing activities		
Cash flows from financing activities		
Interest paid	(580,271)	-
Proceeds from issue of ordinary shares, net of issue costs	-	1
New loans acquired	15,405,000	-
	<u>14,824,729</u>	<u>1</u>
Net cash flows from financing activities		
Net increase in cash and cash equivalents	6,839,355	1
Cash and cash equivalents at 1 January	1	-
Cash and cash equivalents at 31 December	<u>6,839,356</u>	<u>1</u>

Interpres Topco Limited

Notes to the Financial Statements

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:

County Gates
Ashton Road
Bristol
BS3 2JH

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'

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value and in pounds sterling.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2022.

As a consolidated profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Profit and Loss Account from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Going concern

In making their going concern assessment, the directors have considered a period of no less than 12 months from the date of approval of these financial statements and, having made all necessary enquiries, are satisfied that the group's liabilities will be met as they fall due. In particular the directors have considered the financial performance of the group subsequent to the year end and its financial forecasts for the next 12 months in light of global economic uncertainty.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

Key sources of estimation uncertainty

The key judgements and estimates that have a significant effect on the amounts recognised in the financial statements are as follows:

Goodwill

Goodwill arising on the acquisition in the year of Interpres Bidco Limited and its subsidiaries are held on the balance sheet at costs less accumulated amortisation and any accumulated impairment losses. This requires estimation in the amortisation rates used as well as the directors assessment of ongoing economic contribution of the assets to the group. The carrying amount is £34,535,880 (2021 - £nil).

Impairment of Other Assets

Trade Debtors at 31 December 2022 were £923,521, the Directors have considered whether these are expected to be recovered in full. An impairment charge is made for any balance considered irrecoverable. The charge in the year was £Nil.

Investments in subsidiaries

The company carries investments in subsidiaries at cost less any accumulated impairment losses. This requires estimation as to the recoverable value of the investment, taking into account the current and forecast trading performance of the subsidiaries.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the group's activities. Turnover is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the group

The group recognises revenue when:

The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the group;
and specific criteria have been met for each of the group's activities.

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 is also recognised directly in other comprehensive income.

The current corporation 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 group operates and generates taxable income.

Deferred tax is recognised on all timing differences at the balance sheet date unless indicated below. Timing differences are differences between taxable profits and the results as stated in the consolidated profit and loss accounts and other comprehensive income. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current of future taxable profit.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Fixtures and fittings	25% straight line
Vehicles	25% reducing balance
Plant and Equipment	25% reducing balance

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Goodwill

Goodwill is amortised over its useful life, which shall not exceed ten years if a reliable estimate of the useful life cannot be made.

Intangible assets

Intangible assets are stated in the balance sheet at cost, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Development costs	10% straight line
Goodwill	10% straight line

Investments

Investments in subsidiaries are measured at cost less impairment.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to sell; the impairment loss is recognised immediately in profit or loss.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Financial instruments

Classification

The company holds the following financial instruments:

- Short term trade and other debtors and creditors;
- Bank and other loans; and
- Cash and bank balances.

All financial instruments are classified as basic.

Recognition and measurement

The company has chosen to apply the recognition and measurement principles in FRS102.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument and derecognised when in the case of assets, the contractual rights to cash flows from the assets expire or substantially all the risks and rewards of ownership are transferred to another party, or in the case of liabilities, when the company's obligations are discharged, expire or are cancelled.

Except for bank and other loans, such instruments are initially measured at transaction price, including transaction costs, and are subsequently carried at the undiscounted amount of the cash or other consideration expected to be paid or received, after taking account of impairment adjustments.

Bank and other loans are initially measured at transaction price, including transaction costs, and are subsequently carried at amortised cost using the effective interest method.

3 Turnover

The analysis of the group's Turnover for the year from continuing operations, all of which has derived in the United Kingdom, is as follows:

	2022 £	2021 £
Vehicle Sales	45,995,038	-
Vehicle Commissions	3,434,871	-
	<u>49,429,909</u>	<u>-</u>

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

4 Operating profit

Arrived at after charging/(crediting)

	2022 £	2021 £
Depreciation expense	96,841	-
Amortisation expense	3,143,579	-

5 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2022 £	2021 £
Wages and salaries	2,217,018	-
Social security costs	744,410	-
Pension costs, defined contribution scheme	123,832	-
	3,085,260	-

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	2022 No.	2021 No.
Administration and support	17	-
Sales	33	-
	50	-

6 Directors' remuneration

The directors' remuneration for the year was as follows:

	2022 £	2021 £
Remuneration	289,299	-

In respect of the highest paid director:

	2022 £	2021 £
Remuneration	112,500	-

7 Auditor's remuneration

	2022 £	2021 £
Audit of these financial statements	30,000	-

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

8 Interest payable and similar expenses

	2022 £	2021 £
Interest on preference shares	1,879,582	-
Interest expense on other finance liabilities	1,040,604	-
	<u>2,920,186</u>	<u>-</u>

9 Taxation

Tax charged/(credited) in the profit and loss account

	Year ended 31 December 2022 £
Current taxation	
UK corporation tax	874,390
UK corporation tax adjustment to prior periods	<u>3,783</u>
	878,173
Deferred taxation	
Arising from changes in tax rates and laws	<u>(18,195)</u>
Tax expense in the income statement	<u>859,978</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - the same as the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

The differences are reconciled below:

	2022 £	2021 £
Loss before tax	<u>(898,616)</u>	<u>-</u>
Corporation tax at standard rate	(182,015)	-
Effect of expense not deductible in determining taxable profit (tax loss)	1,042,715	-
UK deferred tax credit relating to changes in tax rates or laws	(4,447)	-
Increase in UK and foreign current tax from adjustment for prior periods	3,783	-
Tax decrease from effect of capital allowances and depreciation	<u>(58)</u>	<u>-</u>
Total tax charge	<u>859,978</u>	<u>-</u>

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

10 Intangible assets

Group

	Goodwill £	Internally generated software development costs £	Total £
Cost			
Additions	<u>37,675,505</u>	<u>65,500</u>	<u>37,741,005</u>
At 31 December 2022	<u>37,675,505</u>	<u>65,500</u>	<u>37,741,005</u>
Amortisation			
Amortisation charge	<u>3,139,625</u>	<u>3,954</u>	<u>3,143,579</u>
At 31 December 2022	<u>3,139,625</u>	<u>3,954</u>	<u>3,143,579</u>
Carrying amount			
At 31 December 2022	<u>34,535,880</u>	<u>61,546</u>	<u>34,597,426</u>

Amortisation of intangible assets is included within admin expenses in the profit and loss account.

Goodwill on consolidation

The carrying amount of this asset is £34,535,880 (2021 - £nil) and the remaining amortisation period is 9 years. Goodwill on consolidation has arisen due to the business combination details in note 24.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

11 Tangible assets

Group

	Furniture, fittings and equipment £	Motor vehicles £	Plant and machinery £	Total £
Cost or valuation				
Additions	2,369	-	-	2,369
Acquired through business combinations	<u>5,391</u>	<u>435,823</u>	<u>4,495</u>	<u>445,709</u>
At 31 December 2022	<u>7,760</u>	<u>435,823</u>	<u>4,495</u>	<u>448,078</u>
Depreciation				
Charge for the year	<u>3,934</u>	<u>92,158</u>	<u>749</u>	<u>96,841</u>
At 31 December 2022	<u>3,934</u>	<u>92,158</u>	<u>749</u>	<u>96,841</u>
Carrying amount				
At 31 December 2022	<u><u>3,826</u></u>	<u><u>343,665</u></u>	<u><u>3,746</u></u>	<u><u>351,237</u></u>

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

12 Investments

Group

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the group holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of voting rights and shares held	
			2022	2021
Subsidiary undertakings				
Interpres Bidco Limited*	County Gates Ashton Road Bristol BS3 2JH England & Wales	Ordinary	100%	0%
Autoease Vehicle Management Limited	County Gates Ashton Road Bristol BS3 2JH England & Wales	Ordinary	100%	0%
Global Van Solutions Limited	Suite 05 14-15 Triangle South Bristol BS8 1EY England & Wales	Ordinary	100%	0%
BL Autosource LLP	County Gates Ashton Road Bristol BS3 2JH England & Wales		100%	0%

* indicates direct investment of the company

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

Subsidiary undertakings

Interpres Bidco Limited

The principal activity of Interpres Bidco Limited is that of a holding company

Autoease Vehicle Management Limited

The principal activity of Autoease Vehicle Management Limited is the sale of new vehicles

Global Van Solutions Limited

The principal activity of Global Van Solutions Limited is the sale and lease of vehicles

BL Autosource LLP

The principal activity of BL Autosource LLP is the sale of vehicles

Company

	2022 £	2021 £
Investments in subsidiaries	<u>1</u>	<u>-</u>
Subsidiaries		£
Cost or valuation		
Additions		<u>1</u>
Provision		
Carrying amount		
At 31 December 2022		<u><u>1</u></u>

Interpres Topco owns 100% of the share capital of Interpres Bidco Limited.

Interpres Bidco acquired 100% of the share capital of the following companies on 15 March 2022:

- Autoease Vehicle Management Limited
- Global Van Solutions Limited
- BL Automotive LLP*

* BL Automotive LLP is indirectly owned as Autoease Vehicle Management Limited and Global Van Solutions Limited are the only members.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

13 Debtors

			Group Unaudited		Company
	Note	2022 £	2021 £	2022 £	2021 £
Trade debtors		923,521	-	-	-
Amounts due from group undertakings	23	-	-	21,797,464	-
Other debtors		19,478	-	-	-
Prepayments		39,186	-	-	-
		<u>982,185</u>	<u>-</u>	<u>21,797,464</u>	<u>-</u>

14 Stocks

		Group Unaudited		Company
	2022 £	2021 £	2022 £	2021 £
Vehicles	<u>1,697,000</u>	<u>-</u>	<u>-</u>	<u>-</u>

15 Cash and cash equivalents

		Group Unaudited		Company
	2022 £	2021 £	2022 £	2021 £
Cash at bank	<u>6,839,356</u>	<u>1</u>	<u>-</u>	<u>1</u>

16 Analysis of changes in net debt

Group

	Financing cash flows £	Acquisition of subsidiaries £	At 31 December 2022 £
Cash and cash equivalents			
Cash	(6,876,465)	13,715,764	6,839,299
Borrowings			
Long term borrowings	<u>(15,405,000)</u>	<u>-</u>	<u>(15,405,000)</u>
	<u>(22,281,465)</u>	<u>13,715,764</u>	<u>(8,565,701)</u>

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

17 Creditors

		2022	Group Unaudited 2021	2022	Company 2021
	Note	£	£	£	£
Due within one year					
Loans and borrowings	18	1,825,416	-	-	-
Trade creditors		1,260,230	-	-	-
Corporation tax		386,124	-	-	-
Social security and other taxes		338,510	-	-	-
Other creditors		1,709,402	-	-	-
Accrued expenses		3,487,172	-	1,879,582	-
		<u>9,006,854</u>	<u>-</u>	<u>1,879,582</u>	<u>-</u>
Due after one year					
Loans and borrowings	18	<u>37,131,174</u>	<u>-</u>	<u>21,796,500</u>	<u>-</u>

18 Loans and borrowings

	2022	Group Unaudited 2021	2022	Company 2021
	£	£	£	£
Non-current loans and borrowings				
Bank borrowings	13,772,996	-	-	-
Redeemable preference shares	21,796,500	-	21,796,500	-
Other borrowings	<u>1,561,678</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>37,131,174</u>	<u>-</u>	<u>21,796,500</u>	<u>-</u>

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

	2022 £	Group Unaudited 2021 £	2022 £	Company 2021 £
Current loans and borrowings				
Bank borrowings	1,825,416	-	-	-

The bank loans are secured against the assets of the group. The loan is divided into two tranches, A and B, being principal of £4.8m and £11.2m respectively. Interest of 3.25% accrues on the A tranche loan and 3.75% on the B tranche loan. The A tranche is repayable over the term of the loan and the B tranche at the end term of the loan. The end term of the loans is 3 January 2027.

The other borrowings are loan notes that accrue interest at 5% per annum and are repayable in 2026.

19 Pension and other schemes

Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £123,832 (2021 - £Nil).

Contributions totalling £Nil (2021 - £Nil) were payable to the scheme at the end of the year and are included in creditors.

20 Share capital

Allotted, called up and fully paid shares

	31 December 2022		31 December 2021	
	No.	£	No.	£
Ordinary shares of £0.00 (2021 - £1) each	1,000	1.00	1	1
A Ordinary Shares of £0.00 (2021 - £0) each	518,661	518.66	-	-
B Ordinary Shares of £0.00 (2021 - £0) each	430,339	430.34	-	-
C Ordinary Shares of £0.00 (2021 - £0) each	15,000	15.00	-	-
	<u>965,000</u>	<u>965</u>	<u>1</u>	<u>1</u>

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

The A Preference Shares and the B Preference Shares shall be treated pari passu and as if they constituted one class of Share

The A Ordinary Shares and B Ordinary Shares shall be treated pari passu and as if they constituted one class of Share.

The rights attached to the A Preference Shares, the B Preference Shares, the A Ordinary Shares, the B Ordinary Shares, the C Ordinary Shares and Deferred Shares are as follows:

The Company shall accrue in respect of each A Preference Share the A Preference Dividend and in respect of each B Preference Share the B Preference Dividend which shall accrue daily assuming a 365-day year in respect of each accounting reference period of the Company. The right to the Preference Dividends in

each accounting reference period has priority over any payment by way of dividend or other distribution to the holders of any other class of Shares. The Preference Dividends shall be paid on an Exit or subject to having obtained consent under the Financing Documents and Investor Consent to such distribution, the Company may from time to time distribute Available Profits in satisfaction of all or any part of the Preference Dividends to the holders of the Preference Shares. The A and B Preference Dividend means a fixed cumulative preferential dividend in respect of each A or B Preference Share at the rate of 10 per cent per annum of the nominal value (together with any previously compounded unpaid Preference Dividend).

Each holder of A Ordinary Shares and/or B Ordinary Shares shall be entitled to receive notice of, and to attend and speak, at any general meeting and at any separate class meeting of the Company for Shares of the class they hold and to one vote per share on a written resolution or on a show of hands. The holders of the Deferred Shares, C Ordinary Shares, A Preference Shares and B Preference Shares shall not be entitled to receive notice of and attend and speak at any general meeting or separate class meeting or vote on any written resolutions.

The A and B Preference shares has been included in liabilities falling due in more than one year.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

21 Business combinations

On 4 March 2022, Interpres Bidco Limited acquired 100% of the issued share capital of Global Van Solutions, Autoease Vehicle Management Limited, BL Autosource LLP, obtaining control.

The amounts recognised in respect of the identifiable assets acquired and liabilities assumed are as set out in the table below:

	Book value 2022 £	Fair value 2022 £
Assets and liabilities acquired		
Financial assets	19,002,861	19,002,861
Stocks	335,481	335,481
Tangible assets	448,548	448,548
Financial liabilities	(4,989,051)	(4,989,051)
Total identifiable assets	14,797,839	14,797,839
Goodwill	37,675,505	37,675,505
Total consideration	52,473,344	52,473,344
Satisfied by:		
Cash	28,013,055	28,013,055
Debt instruments	23,231,965	23,231,965
Contingent consideration arrangement	1,228,324	1,228,324
Total consideration transferred	52,473,344	52,473,344
Cash flow analysis:		
Less: cash and cash equivalent balances acquired	13,715,764	13,715,764

The useful life of goodwill is 10 years.

22 Parent and ultimate parent undertaking

The Company is directly owned by a number of shareholders as specified below. No individual shareholder is considered to be the ultimate controlling party.

Entity	Holding Ordinary Shares
Coöperatieve H2 Equity Partners Fund V U.A.	43.9%
OA-H2 Joint Venture C.V.	0.7%
Management	55.4%

The largest and smallest group for which group accounts are prepared is headed by Interpres TopCo Limited.

Interpres Topco Limited

Notes to the Financial Statements

Year Ended 31 December 2022

23 Related party transactions

Group

On acquisition of Interpres Topco Limited the group issued loan notes to the directors totalling £1,500,000. Interest accrues on these loan notes at 5% per annum.

At the year end the Group owed £2,540 (2021 - £24,418) to Lease Secured Limited.

The group has taken the exemption under section S.33. 1A of FRS102 not to disclose transactions with wholly owned group entities.