

Carlisle Group Limited

Annual Report

for the 52 weeks ended 31 December 2021



Carlisle Group Limited

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Carlisle Group Limited

Company Information

Directors	T Briant J Robertson R J Watson
Company secretary	R J Watson
Registered office	800 The Boulevard Capability Green Luton Bedfordshire LU1 3BA
Auditors	BDO LLP 55 Baker Street London W1U 7EU

Carlisle Group Limited

Strategic Report for the 52 weeks ended 31 December 2021

The directors present their strategic report for the 52 weeks ended 31 December 2021.

Fair review of the business

The principal activity of the company is that of an investment holding company. The directors are satisfied with the performance of the company which included the reversal of £4.0m of the provision over investments (1 January 2020: £1.5m) and the receipt of a dividend of £81.2m from a subsidiary prior to its winding up (1 January 2021: £nil) and expect no change in the foreseeable future.

Principal risks and uncertainties

The principal risks and uncertainties of the Impellam Group, which include those of the company, are discussed in the Finance Report in Impellam Group Plc's annual report, the company's ultimate parent undertaking (the Group), which does not form part of this report. Certain of the Group's business and financial risks are managed at a Group level, rather than at an individual company level. For this reason, the company's directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the company.

Environmental matters

An Energy and Carbon report has not been included within the report as it is included within the group report of Impellam Group Plc.

Section 172(1) statement

Section 172 of the Companies Act 2006 requires Directors to take into consideration the interests of stakeholders and other matters in their decision-making. We believe we have a history of collaborative, informative stakeholder engagement and decision-making based on long-term success, and we maintain governance structures and processes that support good decision-making.

This section articulates how the Directors have acted to promote the success of the Company for the benefit of its stakeholders. In meeting this responsibility, the Directors have had regard, amongst other matters, to:

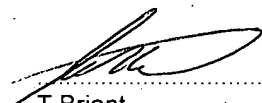
- a) the likely consequences of any decisions in the long term;
- b) the interests of the Company's colleagues;
- c) the need to foster the Company's business relationships with suppliers, customers and others;
- d) the impact of the Company's operations on the community and environment;
- e) the Company's reputation for high standards of business conduct; and
- f) the need to act fairly as between members of the Company.

Other than the directors, the Company has no employees, however, as a subsidiary holding Company the Directors consider the impact of the Company's activities on its shareholder, its subsidiaries, the wider Impellam Group and other stakeholders. The Company's stakeholders are consulted routinely on a wide range of matters including funding decisions, investment strategy, governance of its subsidiaries and compliance with Group policies with the aim of maximising investment returns for the benefit of its shareholder and ensuring that its subsidiaries maintain high standards of business conduct and governance.

The Company engages with its shareholder and subsidiaries on an ad hoc basis on requests for additional capital distributions or funding. The Directors assess such requests in light of the Company's minimum capital requirements to maintain profitability in the long term.

The performance of the Company's investments are monitored periodically in light of the Impellam Group's corporate and social responsibility strategy. The Directors continued to provide oversight governance of the subsidiaries of the Company to ensure that they comply with the Group's policies and maintain high standards of business conduct. The subsidiaries provide regular updates on their activities.

Approved by the Board on 30 June 2022 and signed on its behalf by:



T Briant
Director

Carlisle Group Limited

Directors' Report for the 52 weeks ended 31 December 2021

The directors present their report and the financial statements for the 52 weeks ended 31 December 2021.

Directors of the company

The directors, who held office during the period, were as follows:

T Briant

J Robertson

R J Watson

Principal activity

The principal activity of the company is that of an investment holding company

Dividends

No dividend is paid or recommended in respect of either the current or prior periods.

Political donations

The company made no political donations during either the current or prior periods.

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

This assessment has been carried out on the cash flows of the wider Impellam Group, which the company is a member of, as cash is managed by a centralised treasury function who ensure all parts of the Group have sufficient cash to meet their immediate needs. The company has also issued a guarantee over the Group revolving credit facility so the cash flows implicit in the company on a stand-alone basis are not the most appropriate when reviewing the going concern basis of the company. As part of the arrangement, the Group has issued a letter of support for a period of twelve months from the date of approval of these financial statements to the company which includes both making funds available if required and not to seek repayment of amounts due at the balance sheet date if this would be detrimental to the company.

To date the Company has not experienced any direct impact from the recent events in Ukraine or from the resulting economic uncertainties. The Directors continue to monitor the economic conditions for any signs of a possible downturn that may adversely impact trading. From the recent experience gained from managing adverse trading conditions, the Directors are confident that if there were an economic downturn the Company would be able to take appropriate mitigating actions to continue to trade for the foreseeable future.

Directors' liabilities

During the period and to the date of these financial statements, the company had in force an indemnity provision in favour of one or more Directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006.

Disclosure of information to the auditors

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.

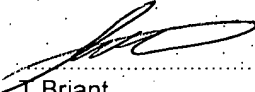
Carlisle Group Limited

Directors' Report for the 52 weeks ended 31 December 2021 (continued)

Reappointment of auditors

In accordance with Section 489 of the Companies Act 2006, a resolution for the reappointment of BDO LLP as auditor of the Company is expected to be proposed at the Annual General Meeting.

Approved by the Board on 30 June 2022 and signed on its behalf by:


.....
T Briant
Director

Carlisle Group 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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 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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial statements are published on the ultimate parent company's website at www.impellam.com in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the ultimate parent company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Carlisle Group Limited

Independent Auditor's Report to the Members of Carlisle Group Limited

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2021 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Carlisle Group Limited (the 'Company') for the 52 weeks ended 31 December 2021, which comprise the Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

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

Independence

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

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the 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. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

- the information given in the Strategic Report and Directors' Report for the financial period 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.

Carlisle Group Limited

Independent Auditor's Report to the Members of Carlisle Group Limited (continued)

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

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

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

Responsibilities of Directors

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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.

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We understood how the company is complying with those legal and regulatory frameworks by making enquiries of management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes, legal correspondence or confirmations (where relevant) and specific audit testing.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by meeting with management to understand where it is considered there was a susceptibility of fraud. Our considerations included enquiries with management and group management.
- We also considered potential fraud drivers, including: financial or other pressures, opportunity, and personal or corporate motivations. We considered the programmes and controls that the Company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing key areas of estimation uncertainty or judgement, for example potential impairments in relation to intercompany and investment balances held.
- We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Carlisle Group Limited

Independent Auditor's Report to the Members of Carlisle Group Limited (continued)

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at 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.

DocuSigned by:

Stuart Godfrey

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Stuart Godfrey (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor

London, UK

30 June 2022

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

Carlisle Group Limited

Profit and Loss Account for the 52 weeks ended 31 December 2021

	Note	52 weeks 31 December 2021 £ 000	52 weeks 1 January 2021 £ 000
Turnover		-	-
Operating profit		-	-
Interest receivable and similar income	4	81,234	-
Reversal of impairment over investments	8	4,018	1,500
Profit before tax		85,252	1,500
Tax on profit	7	(194)	(208)
Profit for the period		85,058	1,292

The above results were derived from continuing operations.

Carlisle Group Limited

Statement of Comprehensive Income for the 52 weeks ended 31 December 2021

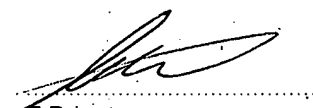
	52 weeks 31 December 2021 £ 000	52 weeks 1 January 2021 £ 000
Profit for the period	85,058	1,292
Total comprehensive income for the period	85,058	1,292

Carlisle Group Limited

(Registration number: 00511804)
Balance Sheet as at 31 December 2021

		31 December 2021 £ 000	(As restated) 1 January 2021 £ 000
	Note		
Fixed assets			
Investments	8	42,025	38,007
Receivables from related parties	9	31,503	46,695
		<u>73,528</u>	<u>84,702</u>
Current assets			
Debtors	9	36,907	175
Creditors: Amounts falling due within one year	10	(619)	(60,119)
Net current assets/(liabilities)		<u>36,288</u>	<u>(59,944)</u>
Net assets		<u>109,816</u>	<u>24,758</u>
Capital and reserves			
Called up share capital	11	56,481	56,481
Share premium reserve		702	702
Other reserves		22	22
Profit and loss account		52,611	(32,447)
Shareholders' funds		<u>109,816</u>	<u>24,758</u>

These financial statements were approved by the Board on 30 June 2022 and signed on its behalf by:


T Briant
Director

Carlisle Group Limited

Statement of Changes in Equity for the 52 weeks ended 31 December 2021

	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Retained earnings £ 000	Total £ 000
At 4 January 2020	56,481	702	22	(33,739)	23,466
Profit for the period	-	-	-	1,292	1,292
Total comprehensive income	-	-	-	1,292	1,292
At 1 January 2021	56,481	702	22	(32,447)	24,758

	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Retained earnings £ 000	Total £ 000
At 2 January 2021	56,481	702	22	(32,447)	24,758
Profit for the period	-	-	-	85,058	85,058
Total comprehensive loss	-	-	-	85,058	85,058
At 31 December 2021	56,481	702	22	52,611	109,816

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021

1 General information

The company is a private company limited by share capital, incorporated and domiciled in the United Kingdom.

The address of its registered office is:

800 The Boulevard
Capability Green
Luton
Bedfordshire LU1 3BA

These financial statements were authorised for issue by the Board on 30 June 2022.

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.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements UK adopted international accounting standard.

Summary of disclosure exemptions

In these financial statements, the company has taken advantage of the exemptions available under FRS 101 in respect of the following disclosures:

- IFRS 7 - 'Financial instruments: Disclosures'.
- Paragraphs 91 to 99 of IFRS 13 - 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- Paragraph 38 of IAS 1 - 'Presentation of financial statements' (comparative information requirements in respect of):
 - paragraph 79(a)(iv) of IAS 1
(reconciliation of number of shares at the beginning and end of the period)
- The following paragraphs of IAS 1 - 'Presentation of financial statements' (removing the requirement to present):
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 38B-D (additional comparative information);
 - 111 (cash flow statement information);
 - 134-136 (capital management disclosures)
- IAS 7 - 'Statement of cash flows'.
- Paragraphs 30 and 31 of IAS 8 - 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24 - 'Related party disclosures' (key management compensation).

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

2 Accounting policies (continued)

- The requirements in IAS 24, 'Related party disclosures' (to disclose related party transactions entered into between two or more members of a group).

Going concern

The directors have set out their business review for the company in the Strategic Report on page 2.

The directors have, at the time of approving the financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

This assessment has been carried out on the cash flows of the wider Impellam Group, which the company is a member of, as cash is managed by a centralised treasury function who ensure all parts of the Group have sufficient cash to meet their immediate needs. The company has also issued a guarantee over the Group revolving credit facility so the cash flows implicit in the company on a stand-alone basis are not the most appropriate when reviewing the going concern basis of the company. As part of the arrangement, the Group has issued a letter of support for a period of twelve months from the date of approval of these financial statements to the company which includes both making funds available if required and not to seek repayment of amounts due at the balance sheet date if this would be detrimental to the company.

To date the Company has not experienced any direct impact from the recent events in Ukraine or from the resulting economic uncertainties. The Directors continue to monitor the economic conditions for any signs of a possible downturn that may adversely impact trading. From the recent experience gained from managing adverse trading conditions, the Directors are confident that if there were an economic downturn the Company would be able to take appropriate mitigating actions to continue to trade for the foreseeable future.

Exemption from preparing group accounts

The financial statements contain information about Carlisle Group Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, Impellam Group Plc, a company incorporated in United Kingdom.

Changes in accounting policy

None of the other standards, interpretations and amendments effective for the first time from 2 January 2021 have had a material effect on the financial statements.

Finance income and costs policy

Interest payable and similar charges include interest payable in profit or loss using the effective interest method. Other interest receivable and similar income include interest receivable on funds invested. Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

Tax

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

2 Accounting policies (continued)

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

Investments

Fixed asset investments are stated at cost less a provision for impairment. The carrying values of investments are reviewed for impairment at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit to which the assets are allocated. Estimating the value in use requires the company to make an estimate of the future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Amounts owed by related parties

Amounts owed by related parties are assessed for impairment based upon the current financial position and expected future performance of the party to which they relate. Amounts due from related parties are interest free on-demand loans. The Company assesses the expected recoverability period of receivables and, if they are not expected to be realised within the following twelve months, are assessed as non-current.

The Company applies the IFRS 9 general approach to measuring expected credit losses. This approach requires an assessment at the initiation of the loan as to the risk of default, and a further assessment when the credit risk profile of the loans change. IFRS 9 applies a 3 stage model that is applied when calculating the expected credit losses:

- Stage 1 is defined as having no Significant Increase In Credit Risk ('SICR') – a 12 month expected credit loss is recognised at this point.
- Stage 2 is defined as having a SICR – a lifetime expected credit loss is recognised at this point.
- Stage 3 is defined as being credit impaired – a lifetime expected credit loss is recognised at this point.

There is no impact to any interest due to the Group company loans being interest free.

The Company defines the following:

Definition of a default - A loan is considered to be in default when there is evidence that the borrower is in significant financial difficulty such that it will have insufficient assets to repay the loan on demand.

SICR assessment – The risk that the borrower will default on an on-demand loan depends on whether the party has sufficient cash or other assets to repay the loan immediately (meaning that the risk of default is very low and the loan is in Stage 1); or does not have sufficient cash or other assets to repay the loan immediately (meaning that the risk of default is higher, and the loan could be in Stage 2 or Stage 3).

Credit impaired indicators - A loan is considered to be credit impaired if it meets the definition of a defaulted loan.

The Company performs this assessment qualitatively by reference to the borrower's immediate cash flow and asset position.

Share capital

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

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

2 Accounting policies (continued)

Financial instruments

Initial recognition

Financial assets and financial liabilities comprise all assets and liabilities reflected in the balance sheet, although excluding investments.

Classification and measurement

Financial instruments are classified at inception into one of the following categories, which then determine the subsequent measurement methodology:

Financial assets are classified into one of the following three categories:

- financial assets at amortised cost;
- financial assets at fair value through other comprehensive income (FVTOCI); or
- financial assets at fair value through the profit or loss (FVTPL).

Financial liabilities are classified into one of the following two categories:

- financial liabilities at amortised cost; or
- financial liabilities at fair value through the profit or loss (FVTPL).

The company's accounting policy for each category is as follows:

Financial assets at amortised cost

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised. From time to time, the company elects to renegotiate the terms of trade debtors due from customers with which it has previously had a good trading history. Such renegotiations will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statement of comprehensive income (operating profit).

Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI only if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The company does not have any such assets nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Financial assets at fair value through the profit or loss (FVTPL)

The company does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

2 Accounting policies (continued)

Financial liabilities at amortised cost

The company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The company does not have any liabilities held for trading nor does it voluntarily classify any financial liabilities as being at fair value through profit or loss. The company's accounting policy for each category is as follows:

- Trade creditors and other short-term monetary liabilities, which are initially recognised at fair value and are subsequently carried at amortised cost using the effective interest method.

Financial liabilities at fair value through the profit or loss

The company does not have any liabilities held for trading nor does it voluntarily classify any financial liabilities as being at fair value through profit or loss.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

3 Critical accounting judgements and key sources of estimation uncertainty

The company makes certain estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The company has not made any significant judgements when applying the accounting policies.

The estimates that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Investments

Fixed asset investments are stated at cost less a provision for impairment. The carrying values of investments are reviewed for impairment at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit to which the assets are allocated. Estimating the value in use requires the company to make an estimate of the future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

4 Interest receivable and similar income

	52 weeks 31 December 2021 £ 000	52 weeks 1 January 2021 £ 000
Dividend income	81,234	-

5 Directors' remuneration

The directors are remunerated by the ultimate parent company, Impellam Group Plc, for their services to the Group as a whole. The directors do not believe it is practical to apportion their remuneration between their services to this company and their services as directors of the parent company and fellow subsidiaries. Other than the directors, the company had no employees in the current or prior periods.

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

6 Auditors' remuneration

	52 weeks 31 December 2021 £ 000	52 weeks 1 January 2021 £ 000
Audit of the financial statements	<u>1</u>	<u>1</u>

Auditor's remuneration for the current and prior periods has been borne by a Group company.

7 Income tax

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

	52 weeks 31 December 2021 £ 000	52 weeks 1 January 2021 £ 000
Current taxation		
UK corporation tax	477	202
UK corporation tax adjustment to prior periods	<u>(283)</u>	<u>6</u>
	<u>194</u>	<u>208</u>

The tax on profit before tax for the period is lower than the standard rate of corporation tax in the UK (1 January 2021 - lower than the standard rate of corporation tax in the UK) of 19% (1 January, 2021 - 19%).

The differences are reconciled below:

	52 weeks 31 December 2021 £ 000	52 weeks 1 January 2021 £ 000
Profit before tax	<u>85,252</u>	<u>1,500</u>
Corporation tax at standard rate	16,198	285
(Decrease)/increase in current tax from adjustment for prior periods	(283)	6
Increase from effect of revenues exempt from taxation	(15,434)	-
Decrease from effect of expenses not deductible in determining taxable profit (tax loss)	(763)	(285)
Increase from transfer pricing adjustments	<u>476</u>	<u>202</u>
Total tax charge	<u>194</u>	<u>208</u>

UK legislation requires, in broad terms, that most transactions between connected parties be at an arm's length price for tax purposes (commonly known as 'transfer pricing'). As a result, this company must make an adjustment for deemed net interest on intercompany balances that has not been recognised in the financial statements.

On 3 March 2021 it was announced that the UK corporate tax rate would increase to 25% from 1 April 2023. This is likely to result in an increase in the Group's UK tax charge from that date.

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

8 Investments

Subsidiaries	£ 000
Cost or valuation	
At 2 January 2021	42,025
At 31 December 2021	42,025
Provision	
At 2 January 2021	4,018
Provision movement	(4,018)
At 31 December 2021	-
Carrying amount	
At 31 December 2021	42,025
At 1 January 2021	38,007

Details of the subsidiaries as at 31 December 2021 are as follows:

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held	
				31 December 2021	1 January 2021
BMS Limited*	Holding company	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Career Teachers Limited (formerly Celsian Group Limited)	Employment services	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Carlisle Cleaning Services Holdings Limited	Dormant	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Carlisle Events Services Limited*	Dormant	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Carlisle Staffing Plc	Employment services	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Carlisle Staffing Services Holdings Limited	Dormant	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

8 Investments (continued)

Name of subsidiary	Principal activity	Registered office	Holding	Proportion of ownership interest and voting rights held	
				31 December 2021	1 January 2021
Carlisle Staffing Services Limited	Holding company	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Carlisle Staffing Services Ireland Limited	Holding company	Block 9, Blackrock Business Park Blackrock Co. Dublin, A94 E4X2 Republic of Ireland	Ordinary	100%	100%
Chadwick Nott (Holdings) Limited*	Employment services	800 The Boulevard, Capability Green, Luton LU1 3BA United Kingdom	Ordinary	100%	100%
Irish Recruitment Consultants Limited	Employment services	Block 9, Blackrock Business Park Blackrock Co. Dublin, A94 E4X2 Republic of Ireland	Ordinary	100%	100%
Kenard Investments Limited*	Non trading	57/63 Line Wall Road, Gibraltar	Ordinary	100%	100%
Sabertooth Services Limited	Holding company	PO Box 71, Road Town Tortola VG1110 British Virgin Islands	Ordinary	100%	100%

* indicates direct investment of the company

As part of the review, it was determined that provisions recognised in previous years over Chadwick Nott (Holdings) Limited totalling £4,018,000 could be released. This movement in the impairment provision was calculated using the same adjustments as in the accounts of Impellam Group Plc using a five year plan, gross profit in the range 6.7% to 7.5%, growth rates of between 2.0% and 17.4%, a terminal value growth rate of 2.0% and pre-tax discount rate of 13.9%.

9 Trade and other receivables

	31 December 2021 £ 000	(As restated) 1 January 2021 £ 000
Receivables from related parties	68,410	46,870
Less non-current portion	<u>(31,503)</u>	<u>(46,695)</u>
	<u>36,907</u>	<u>175</u>

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

9 Trade and other receivables (continued)

Receivables from related parties are interest free, unsecured and repayable on demand. Within this amount is a loan to a subsidiary undertaking of €1,462,000 - £1,229,000 (1 January 2021: €1,462,000 - £1,316,000) over which is a provision of €1,462,000 - £1,229,000 (1 January 2021: €1,462,000 - £1,316,000).

Details of non-current trade and other receivables

£31,503,000 (31 December 2021 - £46,695,000) of receivables from related parties is classified as non-current. Receivables from related parties due in more than one year represent the amounts the company do not expect to be realised in the coming twelve months. The above table has been restated for amounts within receivables from related parties which are now classified to non-current of £46,695,000. The impact of this on the 2020 opening balance is that £46,738,000 of receivables from related parties of £47,040,000 was restated as non-current.

10 Trade and other payables

	31 December 2021 £ 000	1 January 2021 £ 000
Amounts due to related parties	142	59,836
Income tax liability	477	283
	<u>619</u>	<u>60,119</u>

Payables to related parties are interest free, unsecured and repayable on demand.

11 Share capital

Allotted, called up and fully paid shares

	31 December 2021		1 January 2021	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £0.10 each	563,814	56,381	563,814	56,381
Preferred Ordinary shares of £0.10 each	1,000	100	1,000	100
	<u>564,814</u>	<u>56,481</u>	<u>564,814</u>	<u>56,481</u>

Rights, preferences and restrictions

The rights and restrictions attached to the shares are as follows:

- (a) of the profits which the company may from time to time decide to distribute, 99 per cent of such profits shall be distributed to the holders of the preferred ordinary shares with the balance being distributed to the holders of the ordinary shares;
- (b) on any return of capital (whether on a winding up or otherwise) the amount in question shall be applied: (i) first in paying to the holders of each preferred ordinary share a sum equal to 10,000,000 times the capital paid up on each preferred ordinary share; (ii) second, as to any remaining amount, in repaying the capital paid up on each ordinary share; and (iii) third, as to any remaining balance after the payments under subparagraphs (i) and (ii) above, in paying 99 per cent of such balance to the holders of the preferred ordinary shares and the remaining one per cent to the holders of the ordinary shares; and
- (c) the ordinary shares shall not confer on the holders the right to receive notice of or to attend or vote, either in person or by proxy, at any general meeting of the company.

Carlisle Group Limited

Notes to the Financial Statements for the 52 weeks ended 31 December 2021 (continued)

12 Reserves

Share Capital

Nominal value of share capital subscribed for.

Share Premium

The excess of the amount paid over the nominal value of share capital subscribed for.

Other reserve

A special, non-distributable reserve arising from the cancellation of share capital.

Profit and loss account

All other net gains and losses and transactions with owners not recognised elsewhere.

13 Contingent liabilities

The company has given cross guarantees as part of the Group's revolving credit facility of which the company is a member; the aggregate amount outstanding against this facility at 31 December 2021 was £101,965,000 (1 January 2021: £118,951,000).

14 Related party transactions

The company has taken advantage of the exemptions in FRS 101 Section 8 from disclosing transactions with other wholly owned members of the Group and key management compensation. There are no other related party transactions which are required to be disclosed.

15 Parent and ultimate parent undertaking

The company's immediate parent is Impellam UK Limited, a company incorporated in England and Wales.

The ultimate parent is Impellam Group Plc, a company incorporated in England and Wales.

The Group has identified Lord Ashcroft as the ultimate controlling party as he has influence over more than 50%, but less than 75%, of both the shares and voting rights of Impellam Group Plc and together with being Chairman of Impellam Group Plc has significant influence over the Group.

16 Parent of group in whose consolidated financial statements the company is consolidated

The name of the parent of the group in whose consolidated financial statements the company's financial statements are consolidated is Impellam Group Plc which is also the smallest and largest undertaking for which Group accounts including the Company are prepared.

These financial statements are available upon request from The Registrar of Companies, Companies Registration Office, Crown Way, Maindy, Cardiff, CF14 3UZ.