

Kingfisher International Holdings Limited

Annual Report and Financial Statements

for the year ended 31 January 2023

Registered number: 02558762



Kingfisher International Holdings Limited

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Kingfisher International Holdings Limited

Company directory

Registered Office

1 Paddington Square
London
England
W2 1GG
United Kingdom

Company Type

Kingfisher International Holdings Limited is a private Company limited by shares

Directors

C. Barry
J. Smith

Auditor

Deloitte LLP
Statutory Auditor
London
United Kingdom

Kingfisher International Holdings Limited

Strategic report

The Directors, in preparing this strategic report, have complied with section 414C of the Companies Act 2006.

Principal activities

Kingfisher International Holdings Limited (the "Company") operates as an investment company within the Kingfisher plc group (the "Group").

Business review

The profit for the year, after taxation, amounted to £67,968,000 (2021/22: £1,011,647,000).

The Group is undergoing an internal reorganisation to eliminate a number of legacy entities and to enable efficient repatriation of funds across the Group. As part of this reorganisation the Company has received dividend income of £35,957,000 (2021/22: £9,686,109,000) and recognised impairment losses of £2,929,000 (2021/22: £8,672,525,000) in relation to investments in subsidiaries.

Net assets at year end were £2,009,469,000 (2021/22: £1,941,501,000). This is predominately composed of amounts owed by Group undertakings, partly offset by amounts owed to Group undertakings.

Principal risks and uncertainties

The Company is a wholly-owned subsidiary of Kingfisher plc. From the perspective of the Directors, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The review of the business of Kingfisher plc and its subsidiaries which provide a comprehensive analysis of the main trends and factors likely to affect the development, performance and position of the business, and a description of the principal risks and uncertainties facing the business can be found on pages 51 to 58 of the 2022/23 Kingfisher plc Annual Report and Accounts.

Financial risk management

The Company operates as an investment company within the Group, and as such is exposed to a variety of financial risks, which include interest and currency risk, liquidity and credit risk.

As part of the Group these risks are managed centrally by Group Treasury, which has in place a Kingfisher plc Board approved Treasury Policy and a risk management programme that ensures that the impact of such risks is minimised. Further information on the Group's financial risk management policies can be found on pages 151 to 152 in note 25 of the 2022/23 Kingfisher plc Annual Report and Accounts.

Key performance indicators

The Directors manage the Company's operations on a group basis and so the Directors of the Company believe that analysis using key performance indicators for the Company is not necessary for an understanding of the development, performance or position of the business of the Company, other than the above mentioned net assets and profit. The Group's development, performance and position is discussed in the 2022/23 Kingfisher plc Annual Report and Accounts, which does not form part of this report.

Kingfisher International Holdings Limited

Strategic report (continued)

Section 172(1) and stakeholder engagement statement

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with Section 172 (s172) of the Companies Act 2006 (the Act).

When making decisions, Directors have regard to the matters in s172, including the interests of stakeholders relevant to the Company, the impact of the Company's operations on the community and environment, and the Company's desire to maintain a reputation for high standards of business conduct as well as its long-term success. Actions and behaviours are governed by the robust governance framework of the Group, which includes, but is not limited, to Group policies and the Kingfisher Code of Conduct.

The purpose of Kingfisher International Holdings Limited is primarily to act as an investment company within the Group and the Company's key stakeholders are its affiliates within the Group in which it operates. While there may be cases where the Board judges that it should engage directly with certain stakeholder groups or on certain issues, the size and spread of both stakeholders and the Group, means that generally stakeholder engagement best takes place at an operational or Group level. As well as being a more efficient and effective approach, this also helps the Company achieve a greater positive impact on environmental, social, and other issues than by engaging as an individual company. Please see pages 17 to 22 of the 2022/23 Kingfisher plc Annual Report and Accounts for details of operational and Group-level stakeholder engagement with the Company's stakeholders as well as those of the Group.

Future developments

The Directors expect the Company to continue its principal activity as an investment company.

Post balance sheet events

On 27 April 2023, Kingfisher Insurance Designated Activity Company declared a dividend of £10m Pound Sterling to Kingfisher International Holdings Limited. This was paid in two equal instalments of £5m Pound Sterling, the first instalment was paid on 19 June 2023 and the second instalment was paid on 20 June 2023.

Approved and authorised for issue by the Board of Directors:

DocuSigned by:

C. Barry
Director
24 July 2023

Kingfisher International Holdings Limited

Directors' report

The Directors present their annual report and audited financial statements of Kingfisher International Holdings Limited for the financial year ended 31 January 2023.

Principal activities

The Company operates as an investment company within the Group. The Directors currently envisage that the Company will continue these operations for a minimum of 12 months after the signing date. The future developments and financial risk management policies and objectives have been disclosed in the Strategic report on page 3 and 4.

Existence of branches outside the UK

The Company had a branch in Luxembourg that was deregistered in April 2022. The functional currency of this branch was Pound Sterling.

Results and dividends

The income for the year, after taxation, amounted to £67,968,000 (2021/22: £1,011,647,000). The result for the year was mainly driven by intra-group dividends and interest.

The Directors do not recommend the payment of a dividend for the year (2021/22: £nil). The Directors did not pay an interim dividend during the year (2021/22: £nil), nor will there be any post year-end dividend pay-outs.

Directors

The Directors, who served during the year and up to the date of signing of these financial statements, were as follows:

C. Barry
J. Smith

The Directors of the Company were remunerated by another company in the Group.

Going concern

As at 31 January 2023, the current liabilities of the Company exceed its current assets by £4,873,000 (2021/22: £1,232,889,000 net current liability - restated, see note 8).

The Company has limited activity and benefits from continued financial support from the Group headed by Kingfisher plc to support its continued operations and meeting of obligations as they fall due.

In assessing whether the Group is able to provide support to the Company consideration has been given in relation to the cashflow forecasts of the Group. This includes the modelling of a remote scenario that models the impact of a significant demand or supply shock preventing the Group from realising a large part of its sales over the period of a month followed by subdued demand for the remainder of the year. Even under this remote scenario, the Group retains headroom on its credit facilities and is able to support this Company if required.

Auditor

Deloitte LLP will continue to hold office in accordance with section 487 of the Companies Act 2006.

Kingfisher International Holdings Limited

Directors' report (continued)

Statement of disclosure of information to auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that 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.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Statement of Directors' responsibilities

The following statement, which should be read in conjunction with the Independent auditor's report, is made with a view to distinguishing for shareholders the responsibilities of the Directors and the auditor in relation to these financial statements.

The Directors are responsible 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), including FRS 101 Reduced Disclosure Framework. 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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.

Approved and authorised for issue by the Board of Directors:

DocuSigned by:

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C. Barry
Director
24 July 2023

Kingfisher International Holdings Limited

Independent auditor's report to the members of Kingfisher International Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Kingfisher International Holdings Limited (the "Company"):

- give a true and fair view of the state of the Company's affairs as at 31 January 2023 and of its income for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of total comprehensive income;
- the statement of changes in equity;
- the balance sheet; and
- the related notes 1 to 14.

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 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 Financial Reporting Council's (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.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The Directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Kingfisher International Holdings Limited

Independent auditor's report to the members of Kingfisher International Holdings Limited (continued)

Responsibilities of Directors

As explained more fully in the Directors' responsibilities statement, 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.

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

Extent to which the audit was considered 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 considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and internal audit about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within Kingfisher plc (the 'Group') for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, internal audit and in-house legal counsel at a Group level concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance and reviewing, at a Group level, internal audit reports.

Kingfisher International Holdings Limited

Independent auditor's report to the members of Kingfisher International Holdings Limited (continued)

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

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 any material misstatements in the Strategic report or the Directors' report.

Matters on which we are required to report by exception

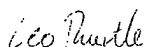
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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.

We have nothing to report in respect of these matters.

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.



Leo Thurtle ACA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
24 July 2023

Kingfisher International Holdings Limited

Statement of total comprehensive income

Year ended 31 January 2023

£'000	Notes	2022/23	2021/22
Dividend income from subsidiaries		35,957	9,686,109
Administrative expenses		(38)	(72)
Impairment losses	7	(2,929)	(8,672,525)
Operating profit		32,990	1,013,512
Finance costs	3	(4,400)	(9,168)
Finance income	3	47,574	6,857
Net finance income/(costs)		43,174	(2,311)
Profit before income tax		76,164	1,011,201
Income tax (charge)/credit	6	(8,196)	446
Total comprehensive income for the year		67,968	1,011,647

The notes on pages 13 to 18 form part of the financial statements.

All of the above transactions relate to continuing operations.

Kingfisher International Holdings Limited

Statement of changes in equity

Year ended 31 January 2023

£'000	Note	Share capital (note 10)	Retained earnings	Non-distributable reserves	Total
At 1 February 2022		1,550,329	412,649	(21,477)	1,941,501
Total comprehensive income for the year		-	67,968	-	67,968
Bonus issue of shares	10	391,172	(412,649)	21,477	-
Capital reduction	10	(391,172)	391,172	-	-
At 31 January 2023		1,550,329	459,140	-	2,009,469
At 1 February 2021		1,550,329	(598,998)	(21,477)	929,854
Total comprehensive income for the year		-	1,011,647	-	1,011,647
At 31 January 2022		1,550,329	412,649	(21,477)	1,941,501

The notes on pages 13 to 18 form part of the financial statements.

Kingfisher International Holdings Limited

Balance sheet

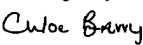
At 31 January 2023

£'000	Notes	2022/23	2021/22 restated (note 8)
Non-current assets			
Investments in subsidiaries	7	308,690	311,695
Receivables	8	1,705,652	2,862,695
Current assets			
Receivables	8	-	6,918
Current tax assets		-	734
Cash and cash equivalents		16	23
Total current assets		16	7,675
Total assets		2,014,358	3,182,065
Current liabilities			
Current tax liabilities		(43)	-
Amounts owed to Group undertakings	9	(4,846)	(1,240,564)
Total current liabilities		(4,889)	(1,240,564)
Net current liabilities		(4,873)	(1,232,889)
Net assets		2,009,469	1,941,501
Equity			
Share capital	10	1,550,329	1,550,329
Retained earnings		459,140	412,649
Non-distributable reserves	11	-	(21,477)
Total equity		2,009,469	1,941,501

The notes on pages 13 to 18 form part of the financial statements.

The classification of trade and other receivables between non-current and current in the comparative balance sheet has been restated. Refer to note 8.

The financial statements of Kingfisher International Holdings Limited (registered number 02558762) were approved by the Board of Directors and authorised for issue on 24 July 2023. They were signed on its behalf by:

DocuSigned by:

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C. Barry
 Director

Kingfisher International Holdings Limited

Notes to the financial statements

Year ended 31 January 2023

1 Principal accounting policies

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.

a. Basis of preparation

Kingfisher International Holdings Limited is a private company limited by shares, incorporated in the United Kingdom and registered in England and Wales. The address of the registered office is given on page 2. The nature of the Company's operations and its principal activities are set out in the Directors' report on pages 5 and 6.

The financial statements are prepared in 'Pound Sterling' (£), which is also the Company's functional currency on the basis that it is the currency of the primary economic environment in which the Company operates.

The financial statements have been prepared in accordance with FRS 101 as issued by the Financial Reporting Council (FRC) and applied in accordance with the provisions of the Companies Act 2006.

The current financial year is the year ended 31 January 2023 ("the year" or "2022/23"). The comparative financial year is the year ended 31 January 2022 ("the prior year" or "2021/22").

The financial statements have been prepared on the going concern basis under the historical cost convention and in accordance with applicable Accounting Standards in the United Kingdom and the Companies Act 2006.

These financial statements are separate financial statements. The Company is exempt under section 400 of the Companies Act 2006 from the preparation of consolidated financial statements as it is included in the Group financial statements of its ultimate parent, Kingfisher plc.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, impairment of assets, related party transactions, financial instruments, standards not yet effective and capital management. Where required, equivalent disclosures are given in the consolidated financial statements of Kingfisher plc, which are publicly available at www.kingfisher.com.

Changes to accounting policies as a result of new standards issued and effective do not have a material impact on the financial statements.

b. Going concern

As at 31 January 2023, the current liabilities of the Company exceed its current assets by £4,873,000 (2021/22: £1,232,889,000 net current liability - restated, see note 8).

The Company has limited activity and benefits from continued financial support from the Group headed by Kingfisher plc to support its continued operations and meeting of obligations as they fall due.

In assessing whether the Group is able to provide support to the Company consideration has been given in relation to the cashflow forecasts of the Group. This includes the modelling of a remote scenario that models the impact of a significant demand or supply shock preventing the Group from realising a large part of its sales over the period of a month followed by subdued demand for the remainder of the year. Even under this remote scenario, the Group retains headroom on its credit facilities and is able to support this Company if required.

c. Interest payable and receivable

Interest payable and receivable is accrued on a daily basis.

d. Dividend income

Dividend income is recognised when the right to receive payment is established.

Kingfisher International Holdings Limited

Notes to the financial statements

Year ended 31 January 2023

1 Principal accounting policies (continued)

e. Taxation

The income tax charge represents the sum of the tax currently receivable. Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Taxable profit may differ from profit before taxation, as reported in the income statement because it excludes items of income or expense which are taxable or deductible in other years or which are never taxable or deductible.

f. Investments in subsidiary companies

Investments in subsidiary companies are held at cost less accumulated impairment losses. At each reporting date an assessment is performed as to whether there are any indicators that the Company's investments may be impaired and, should such indicators exist, the recoverable amounts are estimated.

When a review for impairment is conducted, the recoverable amount is assessed by reference to the net assets of the entity and its costs. Any impairment in value is charged to the statement of comprehensive income in the period in which it occurs.

g. Foreign currency transactions and balances

Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the dates of the transactions or, for practical reasons, at average monthly rates where exchange rates do not fluctuate significantly.

Monetary assets and liabilities denominated in foreign currencies are translated into Pound Sterling at the rates of exchange at the balance sheet date. Exchange differences on monetary items are taken to the income statement.

h. Financial Instruments

Classification

Financial assets are classified as 'other receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. Financial liabilities are classified as 'amounts due to Group undertakings'.

Recognition and measurement

Other receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'other receivables'. Other receivables are measured at amortised cost using the effective interest method, less any impairment. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Amounts owed to Group undertakings

Amounts due to Group undertakings, including borrowings, are initially measured at fair value, net of transaction costs. Amounts due to Group undertakings are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where approximate, a shorter period to the net carrying amount on initial recognition.

i. Restatement of amounts owed by Group undertakings

The Company's receivables balances with Group undertakings have been reassessed against the classification criteria of current assets as set out in 'IAS 1 Presentation of Financial Statements'. The Company reassessed the amounts owed by Group undertakings classified as current assets based on timings that the amounts due were expected to be received and concluded that £2,863m of the amounts owed by Group undertakings as at 31 January 2022 should be classified as non-current assets. Comparatives have therefore been restated. Please refer to note 8 for further details.

Kingfisher International Holdings Limited

Notes to the financial statements

Year ended 31 January 2023

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements under FRS 101 requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

There have been no critical accounting judgements made by the Directors or key sources of estimation identified during the year.

3 Net finance costs

£'000	2022/23	2021/22
Interest payable to Group undertakings	(4,400)	(9,168)
Finance costs	(4,400)	(9,168)
Interest receivable from Group undertakings	47,342	6,376
Unwind of discount	232	481
Finance income	47,574	6,857
Net finance income/(costs)	43,174	(2,311)

4 Employees' and Directors' remuneration

There were no employees or staff costs for the financial year ended 31 January 2023 (2021/22: £nil).

None of the Directors received any emoluments from the Company in respect of the financial year ended 31 January 2023 (2021/22: £nil). The Directors of the Company were remunerated by another company in the Group.

5 Auditor's remuneration

The auditor's remuneration for the auditing of the financial statements of £4,000 (2021/22: £4,000) is borne by Kingfisher plc. No recharge will be made to the Company for these costs.

No other audit or non-audit services were performed by the auditors (2021/22: none).

Kingfisher International Holdings Limited

Notes to the financial statements

Year ended 31 January 2023

6 Income tax

£'000	2022/23	2021/22
UK corporation tax		
Current tax on profit for the year	(8,196)	446
Income tax (charge) / credit	(8,196)	446

Factors affecting tax charge for the year

The Company's profits for this accounting period are taxed at a rate of 19% (2021/22: 19%).

From 1 April 2023 the UK corporation tax rate will increase to 25%.

£'000	2022/23	2021/22
Profit before taxation	76,164	1,011,201
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2021/22: 19%)	(14,471)	(192,128)
Net income not chargeable for tax purposes	6,832	1,840,361
Net expense not deductible for tax purposes	(557)	(1,647,786)
Income tax (charge) / credit	(8,196)	446

7 Investments in subsidiaries

£'000	Investments in subsidiary undertakings
Net book value	
At 1 February 2022	311,695
Other movements	(76)
Impairment losses	(2,929)
At 31 January 2023	308,690
At 1 February 2021	3,383,449
Addition	5,600,771
Impairment losses	(8,672,525)
At 31 January 2022	311,695

Impairment losses of £3m relate to the impairments of the remaining investments in Kingfisher International Finance SA and Portswood BV, as these entities were liquidated during the year.

Other movements include £0.1m relating to return of capital from Kingfisher International Finance SA.

For a full list of subsidiaries and related undertakings at 31 January 2023 see note 13.

Kingfisher International Holdings Limited

Notes to the financial statements

Year ended 31 January 2023

8 Receivables

	2022/23	2021/22
£'000		restated
Non-Current		
Amounts owed by Group undertakings	1,705,652	2,862,695
	1,705,652	2,862,695
Current		
Business disposal consideration receivable	-	6,918
	-	6,918
Receivables	1,705,652	2,869,613

The final instalment regarding the deferred consideration on the sale of Castorama Russia was received in October 2022.

Following a reassessment of when certain amounts owed by Group undertakings are expected to be realised, the Company has determined that it did not intend to require settlement for certain amounts within 12 months of the balance sheet date. The comparatives have been restated, reclassifying £2,863m to non-current.

The amounts owed by Group undertakings at 31 January 2023 are Pound Sterling denominated, unsecured, repayable on demand and include the following:

A fixed term loan of £1,636m (2021/22: £1,052m) at an interest rate of 3.24% (2021/22: 0.87%) and a current account balance of £30m (2021/22: £1,705m), that was acquired as part of Group restructuring exercise, at an interest rate of SONIA plus margin. It further includes interest receivables of £40m (2021/22: £105m interest receivables and £7 deferred sales proceeds of Casto Russia).

Amounts owed by subsidiary undertakings have been considered for impairment using the 12 months expected credit loss model because there have been no changes in credit risk since initial recognition. The expected credit losses on amounts owed by Group undertakings is nil (2021/22: nil).

9 Amounts owed to Group undertakings

£'000	2022/23	2021/22
Current		
Amounts owed to Group undertakings	(4,846)	(1,240,564)
Amounts owed to Group undertakings	(4,846)	(1,240,564)

The amounts owed to Group undertakings as at 31 January 2023 are Pound Sterling denominated and unsecured, and include the following:

A balance of £5m (2021/22: £1,233m), with interest charged at Sterling Overnight Interbank Average ("SONIA") plus a margin for the term of the loan, and the loan is repayable on demand. The £6m Rouble denominated loan outstanding in the prior year was settled in October 2022 when the deferred instalment was received for the sale of Castorama Russia.

10 Share capital

	Number of ordinary shares in thousands	Ordinary share capital £'000
At 1 February 2022	1,550,329	1,550,329
Bonus issue of shares	391,172	391,172
Capital reduction	(391,172)	(391,172)
At 31 January 2023	1,550,329	1,550,329
At 1 February 2021	1,550,329	1,550,329
At 31 January 2022	1,550,329	1,550,329

In November 2022, the Company issued bonus shares of 391,172,000 at £1 each to Zeus Land Investments Limited, the Company's sole shareholder. Following the bonus issue the share capital of the Company was reduced by cancelling and extinguishing 391,172,000 of ordinary shares of £1 each registered in the name of the Company's sole shareholder, with such amounts being credited to the Company's distributable reserves.

As at 31 January 2023, 1,550,329,290 ordinary shares have been authorised and issued at £1 each. The shares have attached to them full voting, dividend and capital distribution rights.

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11 Non-distributable reserves

£'000	2022/23	2021/22
Non-distributable reserves	-	(21,477)

The non-distributable reserves resulted from the redenomination of Zeus Land Investments Limited preference shares in 2011 from Euro to Pound Sterling, which converted the balance to ordinary share capital. In November 2022 bonus shares of 391,172,000 at £1 each were allotted to Zeus Land Investments Limited, which included the non-distributable reserve of £21,477m. Immediately following the bonus issue of shares, the share capital of the Company was reduced by cancelling and extinguishing 391,172,000 of ordinary shares of £1 each registered in the name of the Company's sole shareholder, with such amounts being credited to the Company's distributable reserves.

12 Ultimate holding company

The Company's ultimate parent company and ultimate controlling party is Kingfisher plc, 1 Paddington Square, London, England W2 1GG, which is incorporated in the United Kingdom, and registered in England and Wales. The largest and smallest group into which the Company's financial statements are consolidated is that headed by Kingfisher plc. A copy of the Annual Report and Accounts for Kingfisher plc is publicly available at www.kingfisher.com.

The Company's immediate parent undertaking is Zeus Land Investments Limited, a Company incorporated in the United Kingdom and registered in England and Wales. The registered address of Zeus Land Investments Limited is 1 Paddington Square, London, England W2 1GG.

13 Related undertakings of the Group

In accordance with section 409 of the Companies Act 2006, a full list of the Company's related undertakings as at 31 January 2023, the address of their registered office and their country of incorporation is shown below. The entire issued share capital is comprised of one class of shares, being ordinary shares, all shares are held indirectly and the Company holds indirectly or directly 100%, unless otherwise shown.

Subsidiary undertakings

Bargain Bob's Limited ^{(b) (1)}	Plumbfix Limited ⁽¹⁾
Electricfix Limited ⁽¹⁾	Portswood S.A.R.L. ^{(c) (2)} (liquidated)
Geared Up Limited ⁽¹⁾	Screwfix Direct Limited ^{(a) (1)}
Kingfisher Asia Limited ^{(a) (2)}	Screwfix Direct (Ireland) Limited ⁽⁷⁾
Kingfisher Insurance Designated Activity Company ^{(a) (4)}	Screwfix Limited ⁽¹⁾
Kingfisher Marketplaces Limited ^{(a) (5)}	SFD LTD ⁽¹⁾
Kingfisher (Shanghai) Sourcing Consultancy Co. Limited ⁽⁶⁾	

(a) Held directly by Kingfisher International Holdings Limited

(b) Bargain Bob's Limited changed its name to Screwfix Spares Limited on 16 March 2023

(c) Originally incorporated under the laws of Netherlands as Private Limited Liability Company (34106897). Was registered as under Luxembourg law from 2 September 2021

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Related undertakings other than wholly owned subsidiary undertakings

The undertakings denoted with an asterisk (*) are charitable entities and do not have share capital.

The Screwfix Foundation ⁽¹⁾

Registered offices and country of incorporation:

- (1) Trade House, Mead Avenue, Houndstone Business Park, Yeovil, Somerset, BA22 8RT, United Kingdom
- (2) 2/F KOHO, 73-75 Hung To Road, Kwun Tong, Hong Kong
- (3) 99 Grand'rue, B.P.761, Luxembourg, L-1661, Grand Duchy of Luxembourg
- (4) Willis Towers Watson House, Elm Park, Merrion Road, Dublin 4, Ireland
- (5) 1 Paddington Square, London, W2 1GG, United Kingdom
- (6) B&Q Pudong Commercial Building, 393 Yin Xiao Road, Pudong New Area, Shanghai, 201204, China
- (7) 6th Floor, 2 Grand Canal Square, Dublin 2 D02 A342, Ireland

14 Subsequent events

On 27 April 2023, Kingfisher Insurance Designated Activity Company declared a dividend of £10m Pound Sterling to Kingfisher International Holdings Limited. This was paid in two equal instalments of £5m Pound Sterling, the first instalment was paid on 19 June 2023 and the second instalment was paid on 20 June 2023.