

Company Registration No. 02950499 (England and Wales)

DISLEY HOLDINGS (UK)
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022



PM+M Solutions for Business LLP
Chartered Accountants
New Century House
Greenbank Technology Park
Challenge Way
Blackburn
Lancashire
BB1 5QB

DISLEY HOLDINGS (UK)

COMPANY INFORMATION

Director	Mr D Angel
Company number	02950499
Registered office	No. 1 St Paul's Square Liverpool Merseyside L3 9SJ
Auditor	PM+M Solutions for Business LLP New Century House Greenbank Technology Park Challenge Way Blackburn Lancashire BB1 5QB
Bankers	National Westminster Bank Plc 7 Market Place Derby DE1 3ZF
Solicitors	Hill Dickinson LLP No 1 St Paul's Square Liverpool Merseyside L3 9SJ

DISLEY HOLDINGS (UK)

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DISLEY HOLDINGS (UK)

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

Business review and principal activities

Until 8 December 2009, the principal activity of the group was the manufacture, conversion and distribution of disposable hygiene products.

The group ceased to trade on 8th December 2009 and has not traded since that date. Further, there are no plans for the group to recommence trading.

The company itself does not have any trading subsidiaries.

Since the group nor the company trade, KPIs are not actively managed or reviewed. The directors do not consider there to be any risks and uncertainties facing the group or the company due to it being inactive.

The preference shareholders have waived their right and entitlement to each and every dividend.

On behalf of the board

Mr D Angel
Director

19 September 2023

DISLEY HOLDINGS (UK)

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The director presents his report and the audited consolidated financial statements for the year ended 31 December 2022.

Results and dividends

The loss for the financial year amounted to £101,000 (2021 - loss £66,000).

The directors cannot recommend payment of a dividend for the year ended 31 December 2022 (2021 - same).

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr M Gosselin
Mr D Angel

(Resigned 22 July 2022)

Post reporting date events

There have been no significant events affecting the group nor the company since the year end.

Future developments

The financial statements have been prepared on a basis other than going concern on the grounds that the trading activities of the group and the company have ceased and that all future plans for the group and the company are uncertain. As a result the group and the company are not considered to be a going concern. All assets have been recorded at net realisable value and all liabilities are included as current.

Auditor

The auditor, PM+M Solutions for Business LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of director's responsibilities

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the group and company, and of the profit or loss of the group for that period. In preparing these financial statements, the director is 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISLEY HOLDINGS (UK)

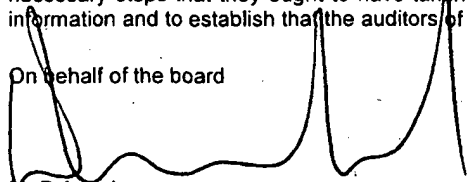
DIRECTOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the auditors of the company are unaware. Additionally, the director individually has taken all the necessary steps that they ought to have taken as director in order to make themselves aware of all relevant audit information and to establish that the auditors of the company are aware of that information.

On behalf of the board



Mr D Angel
Director

19 September 2023

DISLEY HOLDINGS (UK)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DISLEY HOLDINGS (UK)

Opinion

We have audited the financial statements of Disley Holdings (UK) Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2022 which comprise the group statement of income and retained earnings, the group balance sheet, the company balance sheet, the group statement of cash flows and notes to the financial statements, including 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, Disley Holdings (UK)'s group financial statements and the company financial statements (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's responsibilities for the audit of the financial statements* section of our report. We are independent of the group and parent 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to note 1.3 of the financial statements, which describes the director's reasons why the financial statements have been prepared on a basis other than going concern. Our opinion is not modified in this respect.

Conclusions relating to going concern

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

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 director is 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.

Opinions on other matters prescribed by the Companies Act 2006

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

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

DISLEY HOLDINGS (UK)

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF DISLEY HOLDINGS (UK)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the director's 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 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 director

As explained more fully in the director's responsibilities statement, the director is 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 director determines 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 director is responsible for assessing 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 director either intends to liquidate the parent company or to cease operations, or has 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 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 identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and then design and perform audit procedures responsive to those risks, including obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion.

DISLEY HOLDINGS (UK)

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF DISLEY HOLDINGS (UK)

Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we have considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the Group's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management about their own identification and assessment of the risks of irregularities;
- the matters discussed among the audit engagement team including significant component audit teams and involving relevant specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud;
- any matters we identified having obtained and reviewed the Group's documentation of their policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud;
 - the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud in the following areas: timing of recognition of commercial income, posting of unusual journals and complex transactions; and manipulating the Group's performance profit measures and other key performance indicators to meet remuneration targets and externally communicated targets. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory frameworks that the Group operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included UK Companies Act, employment law, health and safety regulations, pensions legislation and tax legislation.

Audit response to risks identified

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance and reviewing correspondence with HMRC; and
- in addressing the identified risks of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

DISLEY HOLDINGS (UK)

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF DISLEY HOLDINGS (UK)

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



Daniel Bowles FCA (Senior Statutory Auditor)
For and on behalf of PM+M Solutions for Business LLP

22/09/2023

Chartered Accountants
Statutory Auditor

New Century House
Greenbank Technology Park
Challenge Way
Blackburn
Lancashire
BB1 5QB

DISLEY HOLDINGS (UK)

GROUP STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE YEAR ENDED 31 DECEMBER 2022

		2022	2021
	Notes	£000	£000
Administrative expenses		(13)	(9)
Interest payable and similar expenses	5	(88)	(57)
Loss before taxation		(101)	(66)
Tax on loss	6	-	-
Loss for the financial year		(101)	(66)
Retained earnings brought forward		(69,483)	(69,417)
Retained earnings carried forward		(69,584)	(69,483)

Loss for the financial year is all attributable to the owners of the parent company.

Total comprehensive income for the year is all attributable to the owners of the parent company.

DISLEY HOLDINGS (UK)

GROUP BALANCE SHEET AS AT 31 DECEMBER 2022

	Notes	2022 £000	2021 £000
Current assets			
Debtors	8	7	7
Creditors: amounts falling due within one year	9	<u>(31,693)</u>	<u>(31,592)</u>
Net current liabilities		<u>(31,686)</u>	<u>(31,585)</u>
Capital and reserves			
Called up share capital	11	34,753	34,753
Share premium account		3,145	3,145
Profit and loss reserves		<u>(69,584)</u>	<u>(69,483)</u>
Total equity		<u>(31,686)</u>	<u>(31,585)</u>

The financial statements were approved by the board of directors and authorised for issue on 19 September 2023 and are signed on its behalf by:


Mr D Angel
Director

Company Registration No. 02950499

DISLEY HOLDINGS (UK)

COMPANY BALANCE SHEET

AS AT 31 DECEMBER 2022

	Notes	2022 £000	2021 £000
Current assets			
Creditors: amounts falling due within one year	9	<u>(30,816)</u>	<u>(30,816)</u>
Net current liabilities		<u>(30,816)</u>	<u>(30,816)</u>
Capital and reserves			
Called up share capital	11	34,753	34,753
Share premium account		3,145	3,145
Profit and loss reserves		<u>(68,714)</u>	<u>(68,714)</u>
Total equity		<u>(30,816)</u>	<u>(30,816)</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £nil (2021 - £nil).

The financial statements were approved by the board of directors and authorised for issue on 19 September 2023 and are signed on its behalf by:


Mr D Angel
Director

Company registration number 02950499 (England and Wales)

DISLEY HOLDINGS (UK)

GROUP STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

		2022		2021	
	Notes	£000	£000	£000	£000
Cash flows from operating activities					
Cash generated from operations	14		88		57
Interest paid			(88)		(57)
Net cash outflow from operating activities			-		-
Net increase in cash and cash equivalents			-		-
Cash and cash equivalents at beginning of year			-		-
Cash and cash equivalents at end of year			-		-

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company Information

Disley Holdings (UK) is a private unlimited company domiciled and incorporated in England and Wales. The registered office is No. 1 St Paul's Square, Liverpool, Merseyside, L3 9SJ.

The group consists of Disley Holdings (UK) and all of its subsidiaries.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements for parent company information presented within the consolidated financial statements:

- Section 7 'Statement of Cash Flows': Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues: Interest income/expense and net gains/losses for financial instruments not measured at fair value; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment': Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures': Compensation for key management personnel.

1.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of income and retained earnings from the date on which control is obtained. They are deconsolidated from the date control ceases.

1.3 Going concern

The company and group financial statements have been prepared on a basis other than going concern on the grounds that the trading activities of the group and company have ceased and all future plans for the group and company are uncertain. As a result the group and company are no longer considered a going concern. Adjustments were made in a prior period financial statements to reduce assets to their realisable values and to reclassify fixed assets and long-term liabilities as current assets and liabilities. Assets and liabilities continue to be recognised on this basis. Therefore, no restatement has been made of comparative figures. The company ceased to trade on 8 December 2009 and during the year to 31 December 2021 the company was non-trading.

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.4 Fixed asset investments

Investments in subsidiaries are measured at cost less accumulated impairment.

1.5 Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

1.6 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

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

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangement of a short-term instrument constitutes a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Management have made estimates in calculating accruals and deferred tax.

3 Auditors' remuneration

	2022 £000	2021 £000
Fees payable to the Group's auditors and their associates for the audit of the Company's annual financial statements	13	9

4 Employees

The Company has no employees other than the directors, who did not receive any remuneration (2021 - £nil).

5 Interest payable and similar expenses

	2022 £000	2021 £000
Interest on financial liabilities measured at amortised cost:		
Other loan interest payable	88	57

6 Tax on loss

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2022 £000	2021 £000
Loss before taxation	(101)	(66)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2021 - 19.00%)	(19)	(13)
Unutilised tax losses carried forward	19	13
Taxation charge for the year	-	-

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

6 Tax on loss

(Continued)

At Spring Budget 2021, the government announced an increase in the Corporation Tax main rate from 19% to 25% for companies with profits over £250,000 together with the introduction of a small profits rate of 19% with effect from 1 April 2023. The small profits rate will apply to companies with profits of not more than £50,000, with marginal relief available for profits up to £250,000.

7 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

Name of undertaking	Nature of business	Class of shares held	% Held Direct
Charles Turner & Company Limited	Dormant	Ordinary	100
F H Lee Limited	Dormant	Ordinary	100
Kruger Tissue (Industrial) Ltd	Non-trading	Ordinary	100
Kruger Tissue Group (UK) Limited	Holding company	Ordinary	100
Kruger Tissue (Consumer) Limited	Dormant	Ordinary	100

The aggregate capital and reserves and the profit for the year of the trading subsidiaries noted above was as follows, all other subsidiaries are dormant:

Name of undertaking	Profit/(Loss) £000	Capital and Reserves £000
F H Lee Limited	-	8,611
Kruger Tissue (Industrial) Ltd	(101)	(47,819)
Kruger Tissue Group (UK) Limited		898

Neither Charles Turner & Company Limited nor Kruger Tissue (Consumer) Limited generated a profit or loss in the year and neither company has capital and reserves at the year end.

The registered address for all subsidiary undertakings listed above is No.1 St Paul's Square, Liverpool, Merseyside, L3 9SJ.

8 Debtors

	Group 2022 £000	2021 £000	Company 2022 £000	2021 £000
Amounts falling due within one year:				
Other debtors	7	7	-	-

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

9 Creditors: amounts falling due within one year

	Group		Company	
	2022	2021	2022	2021
	£000	£000	£000	£000
Share capital treated as debt	786	786	786	786
Amounts owed to group undertakings	28,135	28,034	27,272	27,272
Other creditors	2,758	2,758	2,758	2,758
Accruals and deferred income	14	14	-	-
	<u>31,693</u>	<u>31,592</u>	<u>30,816</u>	<u>30,816</u>

Included within the amounts owed to group undertakings is a loan balance of £2.7m (2021 - £2.7m) due to Kruger Inc. Interest accrues at a rate of 2% above the Bank of England base rate on this loan and the amount is repayable on demand. All other amounts owed to group undertakings are unsecured, non interest bearing and repayable on demand.

10 Deferred taxation

The potential deferred tax asset of £791,000 (2021 - £772,000) arising from unrelieved tax losses has not been recognised in the financial statements since the company no longer trades. The accumulated tax losses are considered to be unrelievable.

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

11 Called up share capital

	Group and company	
	2022	2021
	£000	£000
Ordinary share capital		
Issued and fully paid		
34,753,000 (2021 - 34,753,000) Ordinary Shares of £1 each	34,753	34,753
	<u> </u>	<u> </u>
Shares classified as debt		
- Preference A Shares of 20p each	348	348
- Preference B Shares of 20p each	438	438
	<u> </u>	<u> </u>
	786	786
	<u> </u>	<u> </u>

The 'A' preference shareholders are entitled to a fixed cumulative preferential dividend of 7 pence per share. The 'B' preference shares carry a dividend entitlement, subject to the recommendation of the director, of 7 pence per share.

The 'A' preference shares carry the right to be redeemed in five equal tranches of 438,974 shares per annum on 31 December each year from 2000 to 2004 inclusive at a premium of 80 pence per share. No shares were redeemed at 31 December 2022. The 'B' preference shares carried the right to be redeemed on 31 December 2006 at a premium of 80 pence per share. No shares were redeemed at 31 December 2022.

The preference shareholders have waived their right and entitlement to each and every dividend which has accrued since 1 January 2012 onwards.

Preference shares are classified within Creditors: amounts falling due within one year, see note 9.

Accumulated unpaid dividends in relation to these preference shares are £2.758m (2021 - £2.758m) and these are included within note 9.

The preference shares are owned by a group company.

The share premium amounting to £3.145million (2021 - same) was generated on the issue of shares.

13 Controlling party

The immediate parent undertaking is Disley Holdings Inc, a company incorporated in Canada. The directors regard Kruger Inc, a company registered in Canada, as the ultimate parent company and ultimate controlling party. The smallest and largest group in which the results of the company are consolidated is that of which Kruger Inc is the parent company. The consolidated financial statements of Kruger Inc are available from the secretary, Kruger Inc, 3285 Bedford Road, Montreal, Canada.

DISLEY HOLDINGS (UK)

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

14 Cash generated from group operations

	2022 £000	2021 £000
Loss for the year after tax	(101)	(66)
Adjustments for:		
Finance costs	88	57
Movements in working capital:		
Increase in creditors	101	66
Cash generated from operations	<u>88</u>	<u>57</u>