

Registered number: 02987170

## **SODEXO HOLDINGS LIMITED**

### **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 AUGUST 2022**



---

**SODEXO HOLDINGS LIMITED**

---

**COMPANY INFORMATION**

---

<b>Directors</b>	Stuart Carter Angelo Piccirillo Sean Haley Jean Renton
<b>Company secretary</b>	Gareth John Sodexo Corporate Services (No.2) Limited
<b>Registered number</b>	02987170
<b>Registered office</b>	One Southampton Row London WC1B 5HA
<b>Independent auditor</b>	KPMG LLP, Statutory Auditor Chartered Accountants 1 St Peter's Square Manchester M2 3AE

---

**SODEXO HOLDINGS LIMITED**

---

**CONTENTS**

---

	Page
<b>Strategic Report</b>	<b>1</b>
<b>Directors' Report</b>	<b>2</b>
<b>Statement of Directors' Responsibilities in respect of the Strategic Report, the Directors' Report and the Financial Statements</b>	<b>3</b>
<b>Independent Auditor's Report to the Members of Sodexo Holdings Limited</b>	<b>4 - 7</b>
<b>Statement of Comprehensive Income</b>	<b>8</b>
<b>Statement of Financial Position</b>	<b>9</b>
<b>Statement of Changes in Equity</b>	<b>10</b>
<b>Notes to the Financial Statements</b>	<b>11 - 21</b>

---

## **SODEXO HOLDINGS LIMITED**

---

### **STRATEGIC REPORT FOR THE YEAR ENDED 31 AUGUST 2022**

---

The directors present their strategic report, directors' report and audited financial statements for the year ended 31 August 2022.

#### **Principal activities and business review**

The Company is a wholly owned subsidiary of Sodexo S.A. and operates as part of the group's UK & Ireland business. Its ultimate parent is Sodexo S.A., a French company listed on the Paris Euronext. Sodexo operates in 53 countries, employing 422,000 people in the provision of a wide range of food services, soft services and technical services.

The principal activity of the Company continues to be that of a holding company.

As shown in the Company's Statement of Comprehensive Income on page 8, the Company's loss for the year was £4,130,000 (2021: £3,614,000). This is on account of no dividends being received in the year from the Company's subsidiary undertakings to offset the cost of interest on intercompany borrowings.

#### **Principal risks and uncertainties**

The Company is an intermediate holding company within the group of companies headed by Sodexo S.A. The Company holds investments in UK trading subsidiaries of Sodexo S.A.

Accordingly, the principal risk to the Company is the risk of impairment of the carrying value of its investments. The directors continue to monitor the trading performance of the Company's subsidiaries and other potential indicators of impairment.

The Company is also subject to liquidity risk. The directors regularly monitor working capital requirements to ensure sufficient funds are available to support the Company's activities. The risk is managed primarily through the use of intercompany loans with other members of the Sodexo S.A. group of companies.

This report was approved by the board and signed on its behalf.



**Jean Renton**  
Director

Date: 24 May 2023

---

## **SODEXO HOLDINGS LIMITED**

---

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2022**

---

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

#### **Results and dividends**

The loss for the year, after taxation, amounted to £4,130,000 (2021 - loss £3,614,000).

There was no dividend declared and paid during the year (2021: no dividend) in respect of the year ended 31 August 2022. A dividend of £63,476,000 was subsequently paid post year-end on 14 December 2022.

#### **Directors**

The directors who served during the year were:

Stuart Carter  
Angelo Piccirillo  
Sean Haley  
Jean Renton

#### **Disclosure of information to auditor**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed 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 ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### **Auditor**

The auditor, KPMG LLP, Statutory Auditor, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



**Jean Renton**  
Director

Date: 24 May 2023

One Southampton Row  
London  
WC1B 5HA

---

## **SODEXO HOLDINGS LIMITED**

---

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022**

---

The directors are responsible for preparing the Strategic Report, the Directors' 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), 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 judgments 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

---

## SODEXO HOLDINGS LIMITED

---

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SODEXO HOLDINGS LIMITED

---

#### Opinion

We have audited the financial statements of Sodexo Holdings Limited ("the Company") for the year ended 31 August 2022 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

---

## **SODEXO HOLDINGS LIMITED**

---

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SODEXO HOLDINGS LIMITED (CONTINUED)**

---

#### **Fraud and breaches of laws and regulations – ability to detect**

##### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the Group's policies and procedures to prevent and detect fraud that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions.

We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

##### *Identifying and responding to risks of material misstatement related to compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

##### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

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 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 fraud, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.



---

## **SODEXO HOLDINGS LIMITED**

---

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SODEXO HOLDINGS LIMITED (CONTINUED)**

---

#### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required 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 the 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 these respects.

#### **Directors' responsibilities**

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

---

**SODEXO HOLDINGS LIMITED**

---

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SODEXO HOLDINGS LIMITED  
(CONTINUED)**

---

**The purpose of our audit work and to whom we owe our responsibilities**

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.



Andrew Reddington (Senior Statutory Auditor)

for and on behalf of  
**KPMG LLP, Statutory Auditor**

Chartered Accountants

1 St Peter's Square  
Manchester  
M2 3AE

25 May 2023

---

**SODEXO HOLDINGS LIMITED**

---

---

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

	Note	2022 £	2021 £000
Administrative expenses		(790)	(788)
<b>Operating loss</b>	4	<u>(790)</u>	<u>(788)</u>
Profit/(loss) on disposal of investments		109	(1,232)
Interest receivable and similar income	7	5,776	5,785
Interest payable and similar expenses	8	(10,269)	(7,987)
<b>Loss before tax</b>		<u>(5,174)</u>	<u>(4,222)</u>
Tax on loss	9	1,044	608
<b>Loss for the financial year</b>		<u><u>(4,130)</u></u>	<u><u>(3,614)</u></u>

There was no other comprehensive income for 2022 (2021:£NIL).

The notes on pages 11 to 21 form part of these financial statements.

**SODEXO HOLDINGS LIMITED**  
**REGISTERED NUMBER: 02987170**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 AUGUST 2022**

	Note	2022 £000	2021 £000
<b>Fixed assets</b>			
Investments	10	958,031	955,864
		<u>958,031</u>	<u>955,864</u>
<b>Current assets</b>			
Debtors	11	297,087	296,202
Cash at bank and in hand		16,454	18,519
		<u>313,541</u>	<u>314,721</u>
Creditors: amounts falling due within one year	12	(648,687)	(643,585)
<b>Net current liabilities</b>		<u>(335,146)</u>	<u>(328,864)</u>
<b>Total assets less current liabilities</b>		<u>622,885</u>	<u>627,000</u>
Creditors: amounts falling due after more than one year	13	(250,973)	(250,958)
		<u>371,912</u>	<u>376,042</u>
<b>Net assets</b>		<u><u>371,912</u></u>	<u><u>376,042</u></u>
<b>Capital and reserves</b>			
Called up share capital	14	379,646	379,646
Capital contribution reserve	15	8,594	8,594
Profit and loss account	15	(16,328)	(12,198)
		<u>371,912</u>	<u>376,042</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 May 2023.



**Jean Renton**  
Director

The notes on pages 11 to 21 form part of these financial statements.

---

**SODEXO HOLDINGS LIMITED**

---

---

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

	<b>Called up share capital £000</b>	<b>Capital contribution reserve £000</b>	<b>Profit and loss account £000</b>	<b>Total equity £000</b>
<b>At 1 September 2020</b>	<b>379,646</b>	<b>8,594</b>	<b>(8,584)</b>	<b>379,656</b>
Loss for the year	-	-	(3,614)	(3,614)
<b>At 1 September 2021</b>	<b>379,646</b>	<b>8,594</b>	<b>(12,198)</b>	<b>376,042</b>
Loss for the year	-	-	(4,130)	(4,130)
<b>At 31 August 2022</b>	<b>379,646</b>	<b>8,594</b>	<b>(16,328)</b>	<b>371,912</b>

The notes on pages 11 to 21 form part of these financial statements.

---

## **SODEXO HOLDINGS LIMITED**

---

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022**

---

#### **1. General information**

Sodexo Holdings Limited (the "Company"), a private company limited by shares, is incorporated and domiciled in the UK. The Company's registered number is 02987170 and its registered office is One Southampton Row, London, WC1B 5HA.

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The presentational currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The following principal accounting policies have been applied:

##### **2.2 Financial Reporting Standard 101 - reduced disclosure exemptions**

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

This information is included in the consolidated financial statements of Sodexo SA as at 31 August 2022 and these financial statements may be obtained from The Secretary, Sodexo S.A., 255 Quai de la Bataille de Stalingrad, 92866 Issy-Les-Moulineaux, France.

---

## **SODEXO HOLDINGS LIMITED**

---

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022**

---

#### **2. Accounting policies (continued)**

##### **2.3 Going concern**

The directors continue to adopt the going concern basis in the preparation of the financial statements.

The Company forms part of the Sodexo UK and Ireland group of companies, together the "UK&I Group", which is part of the wider Sodexo Group headed by Sodexo S.A. The principal activity of the UK&I Group is to provide facilities management and catering services across the UK and Ireland, operating across various segments such as education, sports and leisure, corporate services, government and healthcare.

The company meets its day to day working capital requirements from operational cash flows, cash pooling and intercompany loan arrangements within the UK&I Group.

The UK&I Group has remained resilient throughout the adverse changes in the economic environment as a result of tight management of cash and balance sheet, and strong retention of existing contracts, alongside the spread of business across food and facilities management services, and across public and private sector clients as well as the strong inflation management processes in place. In addition, the UK&I Group continues to see opportunities for organic growth with new contracts in the pipeline. However, we remain prepared for further macro-economic impacts with agility, good commercial management, and careful cost control continuing to be critical.

To inform the basis of preparation of these accounts, the directors have considered cash and profit forecasts for forward trade over the next 12 months of the UK&I Group, based on the facts we have now. These forecasts include a severe but plausible downside scenario which models a deterioration in gross margin as a result of operational performance, a downturn in revenues due to contracts of key clients not being renewed and the under recovery of inflation. The forecasts indicate that the UK&I Group will continue to be resilient in the current macro-economic environment. Routine peaks in cash requirements during the trading cycle will be funded from an overdraft facility with the parent company, Sodexo S.A., if necessary. In a worst-case scenario, the Company could draw upon additional funding from its ultimate parent company to enable it to meet its liabilities as they fall due during the 12 month period from the signing of these accounts.

Sodexo S.A., which currently has a strong credit rating of Baa1 from Moody's Investors Service, has indicated its intention, by a letter of support, to continue to make available such funds as are needed by the company during the going concern assessment period. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on these analyses and facts, the directors believe that the Company will be able to continue to meet its liabilities as they fall due for at least the next 12 months and therefore have prepared the financial statements on a going concern basis.

##### **2.4 Interest receivable and similar income**

Interest income is from group companies and is recognised in profit or loss using the effective interest method.

---

## **SODEXO HOLDINGS LIMITED**

---

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022**

---

#### **2. Accounting policies (continued)**

##### **2.5 Interest payable and similar expenses**

Interest payable is to group companies and is recognised in profit or loss using the effective interest method.

##### **2.6 Taxation**

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

##### **2.7 Fixed asset investments**

The cost of fixed asset investments is their purchase cost together with any incidental costs of acquisition. Provision is made for any impairment in value as appropriate. Fixed asset investments are reviewed for impairment when changes in circumstances indicate that the carrying amount of the investment may not be recoverable.

##### **2.8 Debtors**

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

##### **2.9 Bank and cash balances**

Bank and cash balances comprise cash at banks and in hand as well as short term deposits.

##### **2.10 Creditors**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### **2.11 Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.



---

## SODEXO HOLDINGS LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022

---

#### 2. Accounting policies (continued)

##### 2.12 Impairment of assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or cash-generating unit (CGU's)) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

#### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and 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 if the revision only affects that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The directors do not believe that there are any accounting policies that would be likely to produce materially different results should there be a change to the underlying judgements, estimates and assumptions.

#### 4. Operating loss

Administrative expenses represent central costs associated with the Sodexo UK Group activities which are not recharged to subsidiary undertakings.

#### 5. Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditor and its associates:

	2022 £000	2021 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's financial statements	7	30

---

**SODEXO HOLDINGS LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

**6. Employees**

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

**7. Interest receivable and similar income**

	<b>2022 £000</b>	<b>2021 £000</b>
Interest receivable from group companies	<b>5,776</b>	<b>5,785</b>
	<b>5,776</b>	<b>5,785</b>

**8. Interest payable and similar expenses**

	<b>2022 £000</b>	<b>2021 £000</b>
Interest payable to group companies	<b>10,269</b>	<b>7,987</b>
	<b>10,269</b>	<b>7,987</b>

---

**SODEXO HOLDINGS LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

**9. Taxation**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
<b>Corporation tax</b>		
Current tax on profits for the year	<b>(1,044)</b>	<b>(608)</b>
<b>Total current tax</b>	<b>(1,044)</b>	<b>(608)</b>
<b>Deferred tax</b>		
<b>Total deferred tax</b>	<b>-</b>	<b>-</b>
<b>Taxation on loss on ordinary activities</b>	<b>(1,044)</b>	<b>(608)</b>

---

**SODEXO HOLDINGS LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

**9. Taxation (continued)**

**Factors affecting tax charge for the year**

The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020 and this change was substantively enacted on 17 March 2020.

An increase in the UK corporation tax rate from 19% to 25% (effective from 1 April 2023) was substantively enacted on 24 May 2021. This will increase the Company's future tax charge accordingly.

The tax credit for the year is higher than (2021 - *lower than*) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	<b>2022 £000</b>	<b>2021 £000</b>
Loss on ordinary activities before tax	<b>(5,174)</b>	<b>(4,222)</b>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	<b>(983)</b>	<b>(802)</b>
<b>Effects of:</b>		
Non-taxable income	<b>(21)</b>	<b>234</b>
Dividends from UK companies	<b>(33)</b>	<b>(33)</b>
Other differences leading to an increase (decrease) in the tax charge	<b>(7)</b>	<b>(7)</b>
<b>Total tax credit for the year</b>	<b>(1,044)</b>	<b>(608)</b>

---

**SODEXO HOLDINGS LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

**10. Fixed asset investments**

	Investments in subsidiary companies £000	Loans to subsidiaries £000	Total £000
<b>Cost or valuation</b>			
At 1 September 2021	952,986	2,878	955,864
Additions	2,167	-	2,167
At 31 August 2022	<u>955,153</u>	<u>2,878</u>	<u>958,031</u>

On 24th August 2022, the Company acquired 100% of the share capital of Sodexo Circles U.K Limited for a consideration of £2,167,000.

---

**SODEXO HOLDINGS LIMITED**

---

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

**10. Fixed asset investments (continued)****Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Registered office</b>	<b>Class of shares</b>	<b>Holding</b>
Sodexo Limited	One Southampton Row, London, WC1B 5HA	Ordinary	100%
Sodexo Services Group Limited	One Southampton Row, London, WC1B 5HA	Ordinary	100%
Sodexo Management Services Limited	One Southampton Row, London, WC1B 5HA	Ordinary	100%
Sodexo Remote Sites Support Services Limited	5th Floor, Exchange Tower No.2, 62 Market Street, Aberdeen, AB11 5PJ	Ordinary	100%
		Cumulative Preference	6%
Sodexo Corporate Services (No 1) Limited	One Southampton Row, London, WC1B 5HA	Ordinary	100%
Sodexo Corporate Services (No 2) Limited	One Southampton Row, London, WC1B 5HA	Ordinary	100%
The Brand Group Limited	One Southampton Row, London, WC1B 5HA	Ordinary	100%
Sodexo Stop Hunger Foundation	One Southampton Row, London, WC1B 5HA	Ordinary	-%
Prestige Nursing Limited	Kirkgate, 19-31 Church Street, Epsom, England, KT17 4PF	Ordinary	100%
GCG Holdings Limited	120 Lemn Street, London, England, E1 8EU	Ordinary	100%
Sodexo Circles U.K Limited	Avalon House Breckland, Linford Wood, Milton Keynes, Buckinghamshire, England, MK14 6LD	Ordinary	100%

**SODEXO HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

**11. Debtors**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
<b>Due after more than one year</b>		
Amounts owed by group undertakings	<b>250,973</b>	250,958
Amounts owed by joint ventures and associated undertakings	<b>2,655</b>	2,452
	<b>253,628</b>	253,410
<b>Due within one year</b>		
Amounts owed by group undertakings	<b>43,459</b>	42,327
Tax recoverable	-	465
	<b>297,087</b>	296,202

Included in amounts due from group undertakings is an amount of £250,973,000 repayable in June 2027, accruing interest at a rate of 2.12%. All remaining amounts are trading balances which are repayable on demand and do not accrue interest.

**12. Creditors: Amounts falling due within one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Amounts owed to group undertakings	<b>648,432</b>	642,353
Other creditors	-	263
Accruals and deferred income	<b>255</b>	969
	<b>648,687</b>	643,585

Included in amounts owed to group undertakings is an amount of £13,648,000 (2021: £13,301,000) repayable on demand at a rate of 5.16% and an amount of £413,266,000 (2021: £391,794,000) repayable on demand at Bank of England base rate + 0.5%.

**13. Creditors: Amounts falling due after more than one year**

	<b>2022</b>	<b>2021</b>
	<b>£000</b>	<b>£000</b>
Amounts owed to group undertakings	<b>250,973</b>	250,958
	<b>250,973</b>	250,958

Amounts owed to group undertakings are repayable in June 2027 and accrue interest at a rate of 2.12%.

---

**SODEXO HOLDINGS LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 AUGUST 2022**

---

**14. Share capital**

	2022 £	2021 £
<b>Allotted, called up and fully paid</b>		
312,799,971 (2021 - 312,799,971) Ordinary shares of £1.00 each	312,799,971	312,799,971
66,846,500 (2021 - 66,846,500) Redeemable preference shares of £1.00 each	66,846,500	66,846,500
	<u>379,646,471</u>	<u>379,646,471</u>

**15. Reserves**

**Capital contribution reserve**

The capital contribution reserve arose in 2002 as a result of the preference shareholders irrevocably waving their rights to £8,594,000 of previously proposed fixed cumulative preference dividends. The capital contribution reserve is a distributable reserve.

**16. Contingent liabilities**

The company has given counter-indemnities relating to guarantees amounting to £10,675,000 (2021: £10,675,000).

**17. Related party transactions**

The group has taken exemption contained in paragraph 8 (k) of FRS101 from disclosure of intra-group transactions and balances as these are eliminated on consolidation in the financial statements of the ultimate parent undertaking.

During the year, the Company carried out transactions with related parties in the standard course of business. The names of the related party, nature of transaction and total value is shown below:

	2022 £000	2021 £000
<b>Transaction with Agecroft Prison Management Limited:</b>		
Interest receivable for the year	303	303
Loans receivable	2,655	2,452
	<u>2,958</u>	<u>2,755</u>

**18. Controlling party**

The Company's ultimate and immediate parent company and controlling party is Sodexo S.A., a Company incorporated in France. This is the smallest group of undertakings for which consolidated financial statements are prepared. Copies of the consolidated financial statements can be obtained from The Secretary, Sodexo S.A., 255 Quai de la Bataille de Stalingrad, 92866 Issy-Les-Moulineaux, France.