

# **Wealthy Thoughts Limited**

Annual report and financial statements

Registered number 03839703

31 March 2023

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## **Company information**

### **Directors**

P J G Dickinson  
M R Peacock

### **Secretary**

Mitie Company Secretarial Services Limited

### **Registered office**

Level 12  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

## Directors' report

The directors of the Company (the "Directors") present the annual report and unaudited financial statements of Wealthy Thoughts Limited for the year ended 31 March 2023.

The Company is an indirect subsidiary of Mitie Group plc. Mitie Group plc, together with its subsidiaries, comprise the "Group".

### Strategic report

The Directors have taken advantage of the exemption provided by Section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 from preparing a strategic report.

### Review of the business

The principal activity of the Company is to hold investment in subsidiaries. There have not been any significant changes in the Company's principal activities in the year under review.

As shown in the income statement on page 5, the Company's loss for the year was £150,000 (2022: £122,000), due to finance costs.

### Going concern

The Company's business activities have been described above and the factors likely to affect its future development and position have been set out below. As the Directors intend to liquidate the Company, the financial statements have been prepared on a basis other than that of a going concern. As a result, the Company's investments in subsidiaries have been reclassified from non-current assets to current assets. See Note 1c to the financial statements.

### Directors

The Directors who held office during the year and up to the date of signing the financial statements were:

P J G Dickinson  
M R Peacock

### Directors' indemnity

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the Directors listed above in respect of liabilities incurred as a result of their office to the extent permitted by law.

### Dividends

There were no dividends during the year (2022: £nil).

### Financial risk management

The Company does not enter into any hedging instruments, or any financial instruments for speculative purposes.

The Company's requirement for additional funding is managed as part of the Group's financing arrangements.

### Subsequent events

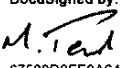
There have been no significant events since the balance sheet date.

## Directors' report (continued)

### Future developments

The Directors intend to liquidate the Company in the future.

Approved by the Board and signed on its behalf by:

DocuSigned by:  
  
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**M R Peacock**  
Director

4th December 2023

## **Statement of Directors' responsibilities in respect of the Annual report and financial statements**

The Directors are responsible for preparing the Annual report and 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 judgements and 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 for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Wealthy Thoughts Limited  
Annual report and financial statements 2023

## Income statement

	<i>Note</i>	<b>2023 £000</b>	<b>2022 £000</b>
Finance costs	4	<b>(150)</b>	(151)
<b>Loss before tax</b>		<b>(150)</b>	(151)
<b>Tax</b>	5	-	29
<b>Loss for the year</b>		<b>(150)</b>	(122)

The notes on pages 8 to 14 form an integral part of the financial statements.

There were no items of other comprehensive income recognised during the current or prior year. Accordingly, no statement of comprehensive income has been presented.

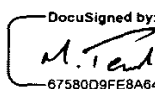
**Balance sheet**

	<i>Note</i>	<b>2023 £000</b>	<b>2022 £000</b>
<b>Non-current assets</b>			
Investment in subsidiaries	6	-	3,247
<b>Total non-current assets</b>		-	3,247
<b>Current assets</b>			
Investment in subsidiaries	6	3,247	-
Trade and other receivables	7	114	86
Current tax receivable		-	29
<b>Total current assets</b>		3,361	115
<b>Current liabilities</b>			
Trade and other payables	8	(3,604)	(3,455)
<b>Total current liabilities</b>		(3,604)	(3,455)
<b>Net current liabilities</b>		(243)	(3,340)
<b>Net liabilities</b>		(243)	(93)
<b>Equity</b>			
Share capital	9	2	2
Share premium	9	50	50
Capital redemption reserve	9	1	1
Retained losses	9	(296)	(146)
<b>Total equity</b>		(243)	(93)

The notes on pages 8 to 14 form an integral part of the financial statements.

For the year ended 31 March 2023 the Company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its accounts for the year ended 31 March 2023 in accordance with Section 476 of the Companies Act 2006. The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The financial statements of Wealthy Thoughts Limited, company number 03839703, were approved by the Board of Directors and authorised for issue on 4th December 2023 and were signed on its behalf by:

DocuSigned by:  
  
 67580D9FE8A6479

**M R Peacock**  
Director

**Statement of changes in equity**

	Share capital £000	Share premium £000	Capital redemption reserve £000	Retained losses £000	Total equity £000
At 1 April 2021	2	50	1	(24)	29
Loss for the year	-	-	-	(122)	(122)
<b>Total comprehensive expense</b>	-	-	-	(122)	(122)
<b>At 31 March 2022</b>	<b>2</b>	<b>50</b>	<b>1</b>	<b>(146)</b>	<b>(93)</b>
Loss for the year	-	-	-	(150)	(150)
<b>Total comprehensive expense</b>	-	-	-	(150)	(150)
<b>31 March 2023</b>	<b>2</b>	<b>50</b>	<b>1</b>	<b>(296)</b>	<b>(243)</b>

The notes on pages 8 to 14 form an integral part of the financial statements.

## Notes to the financial statements

### 1 Accounting policies, judgements and estimates

#### a) General information

Wealthy Thoughts Limited (the "Company") is a private company limited by shares and is incorporated and domiciled in the United Kingdom. Details of the Company's activities are set out in the Directors' report. The Company's financial statements are presented in pounds sterling, which is the Company's functional and presentational currency. All amounts have been rounded to the nearest thousand pounds, unless otherwise indicated.

The Company is exempt, by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group. The Company's ultimate parent undertaking, Mitie Group plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Mitie Group plc have been prepared in accordance with UK-adopted International Accounting Standards. They are available to the public and may be obtained from [www.mitie.com](http://www.mitie.com).

#### b) Statement of compliance with FRS 101

These financial statements were prepared in accordance with FRS 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted International Accounting Standards, but makes amendments where necessary in order to comply with the Companies Act 2006 and to take advantage of FRS 101 disclosure exemptions.

#### c) Basis of preparation

##### Going concern

The Directors have prepared the financial statements on a basis other than that of a going concern as they intend to liquidate the Company. As a result, the Company's investments in subsidiaries have been reclassified from non-current assets to current assets.

#### FRS 101 exemptions

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a cash flow statement and related notes;
- comparative period reconciliations for share capital;
- the statement of compliance with UK-adopted International Accounting Standards;
- disclosures in respect of capital management;
- the effects of new but not yet effective UK-adopted International Accounting Standards;
- disclosures in respect of the compensation of Key Management Personnel; and
- disclosures in respect of 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.

As the consolidated financial statements of Mitie Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instruments: Disclosures*.

## Notes to the financial statements (continued)

### 1 Accounting policies, judgements and estimates (continued)

#### Accounting standards that are newly effective in the current year

The following amendments became effective during the year ended 31 March 2023.

##### ***Amendment to IAS 37 Onerous Contracts – Cost of Fulfilling a Contract***

The Company adopted the amendment to IAS 37 *Onerous Contracts – Cost of Fulfilling a Contract* on 1 April 2022. The amendment clarifies that costs to fulfil a contract comprises both incremental costs of fulfilling a contract (for example, direct labour and materials) and an allocation of other direct costs that relate to fulfilling contracts. Although this has resulted in a change in accounting policy for performing an onerous contracts assessment, the amendment has not had an impact on the financial statements.

##### ***Amendments to IAS 16 Property, Plant and Equipment – Proceeds before Intended Use***

In May 2020 the IASB published amendments to IAS 16 *Property, Plant and Equipment* which requires amounts received from selling items produced while the company is preparing the asset for its intended use to be recognised in profit or loss, and not as an adjustment to the cost of the asset as was previously the case. The Company has not recognised any such amounts within property, plant and equipment and thus the amendment has not had an impact on the financial statements.

##### ***Amendments to IFRS 3 Business Combinations – Reference to the Conceptual Framework***

The amendments replace a reference to a previous version of the IASB's Conceptual Framework with a reference to the current version issued in March 2018 without significantly changing its requirements. The amendments add an exception to the recognition principle of IFRS 3 *Business Combinations* to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Leases*, if incurred separately. This amendment has not had an impact on the financial statements.

#### Measurement convention

The financial statements are prepared on the historical cost basis.

#### d) Significant accounting policies

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

##### **Finance costs**

Finance costs consist of interest and other costs that are incurred in connection with the borrowing of funds. Finance costs are recognised in the income statement in the year in which they are incurred, using the effective interest method.

##### **Taxation**

Tax in the income statement represents current tax.

Current tax is based on taxable profit or loss for the year. Taxable profit or loss differs from the accounting profit or loss as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

## Notes to the financial statements (continued)

### 1 Accounting policies, judgements and estimates (continued)

#### **Investments in subsidiaries**

Investments in subsidiaries are shown at cost less any provision for impairment. Investments in subsidiaries are reviewed on an ongoing basis for any indication of impairment and, if any such indication exists, the investment's recoverable amount is estimated. An impairment loss is recognised in the income statement whenever the carrying value of an asset exceeds its recoverable amount.

#### **Financial instruments**

##### ***Classification and measurement***

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instrument. The Company derecognises financial assets and liabilities only when the contractual rights and obligations are transferred, discharged or expire.

Financial assets comprise trade and other receivables. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Financial liabilities comprise trade and other payables. These are measured at initial recognition at fair value and subsequently at amortised cost.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### **e) Critical accounting judgements and key sources of estimation uncertainty**

The preparation of financial statements under FRS 101 requires management to make judgements, estimates and assumptions that affect amounts recognised for assets and liabilities at the reporting date and the amounts of revenue and expenses incurred during the reporting period. Actual results may differ from these judgements, estimates and assumptions.

##### **Critical judgements in applying the Company's accounting policies**

There were no critical judgements that had significant effects on the amounts recognised in the financial statements.

##### **Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

##### ***Investments***

The Company has investments in subsidiaries of £3,247,000 (2022: £3,247,000) at the balance sheet date (see Note 6). Determining whether an investment is impaired requires an estimation of its recoverable amount. The recoverable amount involves an estimation of the future cash flows and the selection of appropriate discount rates to use in order to calculate the present values.

**Notes to the financial statements (continued)****2 Staff numbers**

The Company had no employees during the year (2022: nil).

**3 Directors' remuneration**

The following Directors were also directors or employees of another Group company. They were remunerated by the company shown. It is not practicable to allocate their remuneration between their services as Directors of this company and as directors or employees of other Group companies.

Director	Remunerated by	Disclosed by
P J G Dickinson	Mitie Limited	Mitie Limited
M R Peacock	Mitie Limited	Mitie Limited

**4 Finance costs**

	2023 £000	2022 £000
Interest payable to Group undertakings	150	151
	<u>150</u>	<u>151</u>

**5 Tax**

	2023 £000	2022 £000
<i>Analysis of credit in the year</i>		
UK corporation tax at 19% (2022: 19%)		
Current tax on loss for the year	-	(29)
Total credit for the year	<u>-</u>	<u>(29)</u>

***Tax reconciliation***

Loss before tax	(150)	(151)
Tax using the UK corporation tax rate of 19% (2022: 19%)	(29)	(29)
Items not deductible for tax purposes	29	-
Total tax credit	<u>-</u>	<u>(29)</u>

The UK corporation tax rate has increased from 19% to 25% from 1 April 2023. This change has been substantively enacted at the balance sheet date.

**Notes to the financial statements (continued)****6 Investment in subsidiaries**

	<b>£000</b>
<b>Cost</b>	
At 1 April 2021	3,247
At 31 March 2022	<u>3,247</u>
<b>At 31 March 2023</b>	<u><b>3,247</b></u>
<b>Net book value</b>	
At 31 March 2022	<u>3,247</u>
<b>At 31 March 2023</b>	<u><b>3,247</b></u>

Details of all investments in subsidiary undertakings have been provided below. Investments held directly by the Company have been indicated.

<b>Company</b>	<b>Country of incorporation</b>	<b>Class of shares held</b>	<b>Proportion of nominal value of class</b>
Robert Prettie & Co Limited <sup>1</sup>	United Kingdom	Ordinary	100%

Note:

1. Held directly by the Company.

The registered office of Robert Prettie & Co Limited is Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG.

**Notes to the financial statements (continued)****7 Trade and other receivables**

	<b>2023</b> <b>£000</b>	<b>2022</b> <b>£000</b>
Amounts owed by Group undertakings	<b>114</b>	<b>86</b>
	<b>114</b>	<b>86</b>

Management considers that the carrying amount of trade and other receivables approximates their fair value. Trade and other receivables are interest-free.

Amounts owed by Group undertakings are repayable on demand.

**8 Trade and other payables**

	<b>2023</b> <b>£000</b>	<b>2022</b> <b>£000</b>
Amounts owed to Group undertakings	<b>3,604</b>	<b>3,455</b>
	<b>3,604</b>	<b>3,455</b>

Trade and other payables are interest-free except as noted below.

Amounts owed to Group undertakings are repayable on demand. Included within these amounts are £3,003,000 (2022: £3,003,000) relating to interest-bearing loans at 5% per annum (2022: 5% per annum).

**9 Equity**

<b>Share capital</b>	<b>2023</b> <b>Number</b>	<b>2022</b> <b>Number</b>	<b>2023</b> <b>£000</b>	<b>2022</b> <b>£000</b>
Ordinary shares of £0.01 each	<b>150,000</b>	150,000	<b>2</b>	<b>2</b>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

**Share premium**

Share premium represents the premium arising on the issue of equity shares.

**Capital redemption reserve**

The capital redemption reserve represents the cumulative nominal value of the Company's ordinary shares repurchased and subsequently cancelled.

**Retained losses**

This comprises the retained profits and losses of the Company, less amounts distributed to the Company's shareholder.

## Notes to the financial statements (continued)

### 10 Related parties

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 to not disclose transactions with fellow wholly owned Group subsidiaries within the Group.

### 11 Subsequent events

There were no material post balance sheet events that require adjustment or disclosure.

### 12 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Jabez Holdings Limited which is the immediate parent company incorporated in the United Kingdom. The ultimate controlling party is Mitie Group plc, a company incorporated in the United Kingdom with its registered office at 35 Duchess Road, Rutherglen, Glasgow, G73 1AU. Mitie Group plc is the parent company of the largest and smallest groups into which the accounts of the Company are consolidated. The consolidated financial statements of Mitie Group plc are available to the public and may be obtained from the Company Secretary at Level 12, The Shard, 32 London Bridge Street, London, SE1 9SG or from [www.mitie.com](http://www.mitie.com).