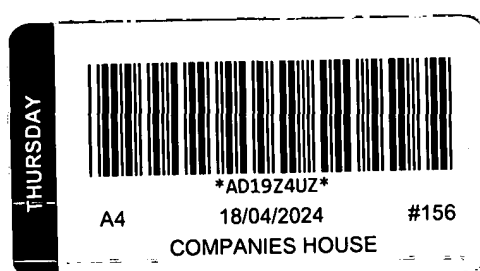


Registered number: 05074622

ICC NORTHERN UK LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**



ICC NORTHERN UK LIMITED

COMPANY INFORMATION

| | |
|----------------------------|---|
| Directors | R Alvesteffer S Carlson S Fessler K Randers J Ausherman |
| Registered number | 05074622 |
| Registered office | Connection House Sandbeck Lane Wetherby West Yorkshire LS22 7TW |
| Independent auditor | MHA Chartered Accountants and Statutory Auditor London EC2Y 5AU |

ICC NORTHERN UK LIMITED

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| Statement of Changes in Equity | 10 - 11 |
| Notes to the Financial Statements | 12 - 27 |

ICC NORTHERN UK LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

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

Principal activity

The principal activity of the Company during the year was the sale of IT equipment.

Results and dividends

The profit for the year, after taxation, amounted to £999,311 (2021: loss of £678,988 for the nine month period ended 31 December 2021 (as restated)).

The Directors have recommended a dividend of £nil in the current year (2021: £25,610).

Directors

The directors who served during the period were:

S Fessler
S Carlson
R Alvesteffer
P Allen (resigned 30 June 2023)
M Hallam (resigned 1 February 2023)
K Randers (appointed 1 February 2023)
J Ausherman (appointed 12 May 2023)

Going concern

See note 2.3 for further information on going concern.

Post balance sheet events

There are no events after the reporting period requiring disclosure in these financial statements.

Prior year restatement

During the year, the directors noted an error in the presentation of the right of use assets in the company and a sister company, ICC Managed Services Limited. Details of the restatement are set out in note 21.

ICC NORTHERN UK LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Directors' responsibilities statement

The directors are responsible for preparing 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 the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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;
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Qualifying third party indemnity provisions

There were no qualifying third party indemnity provisions in force during the year for the benefit of any directors of the Company.

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, MHA, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

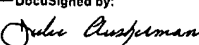
ICC NORTHERN UK LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 10 April 2024 and signed on its behalf.

DocuSigned by:

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J Ausherman
Director

ICC NORTHERN UK LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ICC NORTHERN UK LIMITED

Opinion

We have audited the financial statements of ICC Northern UK Limited (the 'Company') for the year ended 31 December 2022, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit 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 Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

ICC NORTHERN UK LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ICC NORTHERN UK LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditor's Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

ICC NORTHERN UK LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ICC NORTHERN UK LIMITED (CONTINUED)

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.

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:

- Testing the financial statement disclosures to supporting documentation, performing substantive testing on account balances which were considered to be of greater susceptibility to fraud;
- Performing targeted journal entry testing based on identified characteristics that the audit team considered to be indicative of fraud;
- Critically assessing areas of the financial statements which include judgement and estimates, as set out in note 3 of the financial statements;
- We obtained an understanding of the legal and regulatory frameworks applicable to the company and determined that the most significant frameworks which are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework, the Companies Act 2006 and relevant tax compliance regulations; and
- We understood how the company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes and other.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

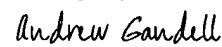
A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's Report.

ICC NORTHERN UK LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ICC NORTHERN UK LIMITED (CONTINUED)

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

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Andrew Gandell, FCA, Senior Statutory Auditor
for and on behalf of MHA, Statutory Auditor
London United Kingdom
Date: 10 April 2024

| |
|--------------------------------|
| ICC NORTHERN UK LIMITED |
|--------------------------------|

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

| | Note | 31 December 2022 £ | <i>As restated 9 months ended 31 December 2021 £</i> |
|---|-------------|---------------------------------------|--|
| Turnover | | 4,386,515 | 2,044,123 |
| Cost of sales | | (2,934,708) | (1,443,126) |
| Gross profit | | 1,451,807 | 600,997 |
| Administrative expenses | | (438,602) | (605,737) |
| Exceptional administrative expenses | | - | (660,007) |
| Operating profit/(loss) | | 1,013,205 | (664,747) |
| Interest payable and similar expenses | | (13,894) | (14,241) |
| Profit/(loss) before tax | | 999,311 | (678,988) |
| Tax on profit/(loss) | 7 | - | - |
| Profit/(loss) for the financial year | | 999,311 | (678,988) |

There were no recognised gains and losses for 2022 or 2021 other than those included in the statement of comprehensive income.

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

The notes on pages 12 to 27 form part of these financial statements.


ICC NORTHERN UK LIMITED
REGISTERED NUMBER: 05074622

BALANCE SHEET
AS AT 31 DECEMBER 2022

| | Note | 2022 £ | 2022 £ | As restated 2021 £ | As restated 2021 £ |
|---|------|-------------|-----------------------|--------------------------|--------------------------|
| Fixed assets | | | | | |
| Tangible assets | | | 3,521 | | 8,115 |
| Right of use assets | | | 339,305 | | 531,145 |
| | | | <u>342,826</u> | | <u>539,260</u> |
| Current assets | | | | | |
| Stocks | 10 | 293,193 | | 337,478 | |
| Debtors: amounts falling due within one year | 11 | 1,576,599 | | 523,770 | |
| Cash at bank and in hand | 12 | 48,045 | | 402,325 | |
| | | | <u>1,917,837</u> | <u>1,263,573</u> | |
| Creditors: amounts falling due within one year | 13 | (1,212,534) | | (1,600,398) | |
| Net current assets/(liabilities) | | | <u>705,303</u> | | <u>+(336,825)</u> |
| Total assets less current liabilities | | | <u>1,048,129</u> | | <u>202,435</u> |
| Creditors: amounts falling due after more than one year | 14 | | (248,278) | | (401,895) |
| Net assets/(liabilities) | | | <u><u>799,851</u></u> | | <u><u>(199,460)</u></u> |
| Capital and reserves | | | | | |
| Called up share capital | 16 | | 100 | | 100 |
| Profit and loss account | 17 | | 799,751 | | (199,560) |
| | | | <u><u>799,851</u></u> | | <u><u>(199,460)</u></u> |

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 10 April 2024

DocuSigned by:

Julian Ausherman
 Director

The notes on pages 12 to 27 form part of these financial statements.

ICC NORTHERN UK LIMITED

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

| | Called up share capital | Retained earnings | Total equity |
|--|------------------------------------|------------------------------|---------------------|
| | £ | £ | £ |
| At 1 January 2022 | 100 | (199,560) | (199,460) |
| Comprehensive income for the year | | | |
| Profit for the year | - | 999,311 | 999,311 |
| Total comprehensive income for the year | - | 999,311 | 999,311 |
| At 31 December 2022 | 100 | 799,751 | 799,851 |

The notes on pages 12 to 27 form part of these financial statements.

ICC NORTHERN UK LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

| | Called up share capital £ | Retained earnings £ | Total equity £ |
|---|---------------------------------|---------------------------|-------------------|
| At 1 April 2021 | 100 | 505,038 | 505,138 |
| Comprehensive income for the period | | | |
| Loss for the period | - | (678,988) | (678,988) |
| Total comprehensive income for the period | - | (678,988) | (678,988) |
| Contributions by and distributions to owners | | | |
| Dividends: Equity capital (note 2.17) | - | (25,610) | (25,610) |
| At 31 December 2021 | - | (25,610) | (25,610) |
| At 31 December 2021 | 100 | (199,560) | (199,460) |

The notes on pages 12 to 27 form part of these financial statements.

ICC NORTHERN UK LIMITED

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

1. General information

ICC Northern UK Limited is a private limited company incorporated and domiciled in England & Wales. The address of the company's registered office is 1 Priory Business Park, Franklin Court, Bedford, MK44 3JZ, United Kingdom.

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 preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

During the year the directors noted that right of use assets relating to properties in Weatherby and Basingstoke had been incorrectly recorded in a sister company's books and records, rather than in the books of the company. The 2021 financial statements were therefore restated to take account of this error. Further details can be found in note 21.

The following principal accounting policies have been applied:

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

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

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share-based payment
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations
- the requirement of paragraph 24(b) of IFRS 6 Exploration for and Evaluation of Mineral Resources to disclose the operating and investing cash flows arising from the exploration for and evaluation of mineral resources
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture
- 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 paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- 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
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

This information is included in the consolidated financial statements of Service Express EMEA Limited as at 31 December 2022 and these financial statements may be obtained from Franklin Court, Priory Business Park, Bedford, Bedfordshire, England, MK44 3JZ.

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.3 Going concern

The financial statements are prepared on the basis that the Company is a going concern.

The Company has net current assets of £705,303 (2021: net current liabilities of £336,825 (as restated)) and the profit before tax for the year amounts to £999,311 (2021: loss of £678,988 (as restated)).

The directors have received a signed confirmation of ongoing financial support, for at least 12 months from the date of signing of these financial statements, from its parent company. Accordingly, these financial statements are prepared on the basis of going concern.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP. Figures are rounded to the nearest pound.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised on the satisfaction of performance obligations, such as the transfer of a promised good, identified in the contract between the Company and the customer.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Rendering of services

Revenue from providing services is recognised in the accounting period in which the services are rendered.

For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously.

2.6 Leases

The Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.6 Leases (continued)

The lease liability is included in 'Creditors' on the Balance Sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has not used this practical expedient.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of motor vehicles (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.7 Leased assets: the Company as lessee

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to profit or loss so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.10 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.11 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

| | |
|---|------------|
| Long-term leasehold property | - |
| Land and buildings | - 10 years |
| Motor vehicles | - 4 years |
| Fixtures, fittings and office equipment | - 3 years |

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.12 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.13 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.

2.14 Cash and cash equivalents

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.

2.15 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.

ICC NORTHERN UK LIMITED

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

2. Accounting policies (continued)

2.16 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

Impairment of financial assets

The Company always recognises lifetime ECL for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

Financial liabilities

At amortised cost

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

2.17 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.

No dividends were declared or paid in the current year. In the prior year, on 3 September 2021, Service Express Europe Limited acquired the company. A dividend amounting to £25,610 was declared and paid to the previous owners on 31 July 2021 from accumulated profits as of that date. The directors are satisfied that the company had positive retained earnings at the point the dividend was declared and paid and that the dividend was legal. The loss for the period was generated following the payment of the dividend and the directors expected profits to be generated in the future.

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

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

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

The critical accounting estimates or judgements relevant to the financial statements are embedded within the relevant notes to the financial statements:

Useful economic lives of tangible fixed assets (note 9)

The useful economic lives used by the Company in respect of tangible fixed assets are set out in the accounting policies. These estimates are the best estimate based on past experience and expected performance and are regularly reviewed to ensure they remain appropriate.

Carrying value of stock (note 10)

The useful economic life used by the Company in respect of stock is assessed by management and the carrying value reduced accordingly. These estimates are the best estimate based on past experience and expected performance and are regularly reviewed to ensure they remain appropriate. During the period, the Company updated its estimate of stock requiring provisioning, following discussions with the wider group. The directors judge that both the previous stock provision and current provision align with the accounting standards requirements and have treated this prospectively as a change in estimate.

4. Auditor's remuneration

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

| | 31 December 2022 £ | 9 months ended 31 December 2021 £ |
|--|-----------------------------|---|
| Fees payable to the Company's auditor for the audit of the Company's annual financial statements | <u>6,500</u> | <u>5,750</u> |

Fees payable to the Company's auditor in respect of the preparation of the financial statements amounted to £2,500 (2021: £2,225).

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

5. Employees

| | 31 December 2022 £ | <i>9 months ended 31 December 2021 £</i> |
|-------------------------------------|---------------------------------------|--|
| Wages and salaries | 87,495 | 258,926 |
| Social security costs | 8,921 | 25,585 |
| Cost of defined contribution scheme | 2,360 | 4,260 |
| | <u>98,776</u> | <u>288,771</u> |

During the year the company transferred all it's employees to a fellow group company.

The average monthly number of employees, including the directors, during the year was as follows:

| | 12 months ended 31 December 2022 No. | <i>9 months ended 31 December 2021 No.</i> |
|-------|---|--|
| Staff | <u>2</u> | <u>12</u> |

6. Directors' remuneration

| | 2022 £ | 2021 £ |
|-----------------------|-------------------|-------------------|
| Directors' emoluments | - | 4,555 |
| | <u>-</u> | <u>4,555</u> |

The remuneration paid to directors during the period was £nil (2021: £4,555). The directors were remunerated via fellow group companies.

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

7. Taxation

| | 12 months ended 31 December 2022 £ | 9 months ended 31 December 2021 £ |
|--|---|--|
| Total current tax | - | - |
| Deferred tax | | |
| Current year | - | (36,848) |
| Adjustments in respect of prior years | - | 36,848 |
| Total deferred tax | - | - |
| Taxation on profit on ordinary activities | - | - |

Factors affecting tax charge for the year/period

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

| | 12 months ended 31 December 2022 £ | As restated 9 months ended 31 December 2021 £ |
|---|---|--|
| Profit/(loss) on ordinary activities before tax | 999,311 | (678,988) |
| Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%) | 189,869 | (129,008) |
| Effects of: | | |
| Adjustments in respect of prior years | - | 36,848 |
| Expenses not deductible | 39 | 2,132 |
| Effects of group relief/ other reliefs | (132,335) | 31,360 |
| Amounts not recognised | (57,525) | 58,668 |
| Tax rate changes | (47) | - |
| Roundings | (1) | - |
| Total tax charge for the year/period | - | - |

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| ICC NORTHERN UK LIMITED |
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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

8. Exceptional administrative expenses

| | 12 months ended 31 December 2022 £ | 9 months ended 31 December 2021 £ |
|-------------------------|---|--|
| Impairment of inventory | - | 660,007 |
| | <u>-</u> | <u>660,007</u> |

The Company revised its stock provisioning estimate to align with the wider group. The change in estimate is treated as prospective adjustment in line with the accounting standard requirements.

9. Tangible fixed assets

| | Right of use asset £ | Fixtures and fittings £ | Total £ |
|-------------------------------------|-------------------------------------|--|--------------------|
| Cost or valuation | | | |
| At 1 January 2022 (as restated) | 584,032 | 83,604 | 667,636 |
| Additions | - | 1,728 | 1,728 |
| Modification | (48,568) | - | (48,568) |
| At 31 December 2022 | <u>535,464</u> | <u>85,332</u> | <u>620,796</u> |
| Depreciation | | | |
| At 1 January 2022 (as restated) | 52,887 | 75,489 | 128,376 |
| Charge for the year on owned assets | 143,272 | 6,322 | 149,594 |
| At 31 December 2022 | <u>196,159</u> | <u>81,811</u> | <u>277,970</u> |
| Net book value | | | |
| At 31 December 2022 | <u>339,305</u> | <u>3,521</u> | <u>342,826</u> |
| At 31 December 2021 (as restated) | <u>531,145</u> | <u>8,115</u> | <u>539,260</u> |

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| ICC NORTHERN UK LIMITED |
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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

9. Tangible fixed assets (continued)

The net book value of land and buildings may be further analysed as follows:

| | 2022 £ | 2021 £ |
|----------------|----------------|----------------|
| Long leasehold | 339,305 | 531,145 |
| | <u>339,305</u> | <u>531,145</u> |

10. Stocks

| | 2022 £ | 2021 £ |
|-------------------------------|----------------|----------------|
| Raw materials and consumables | 293,193 | 337,478 |
| | <u>293,193</u> | <u>337,478</u> |

The value of stocks is stated net of a impairment provision of £59,983 (31 December 2021: £660,007).

11. Debtors

| | 2022 £ | 2021 £ |
|------------------------------------|------------------|----------------|
| Trade debtors | 1,298,786 | 423,881 |
| Amounts owed by group undertakings | 89,565 | - |
| Other debtors | 158,723 | 85,729 |
| Prepayments and accrued income | 29,525 | 14,160 |
| | <u>1,576,599</u> | <u>523,770</u> |

12. Cash and cash equivalents

| | 2022 £ | 2021 £ |
|--------------------------|---------------|----------------|
| Cash at bank and in hand | 48,045 | 402,325 |
| | <u>48,045</u> | <u>402,325</u> |

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| ICC NORTHERN UK LIMITED |
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**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

13. Creditors: Amounts falling due within one year

| | 2022 | <i>As restated</i> 2021 |
|------------------------------------|------------------|----------------------------|
| | £ | £ |
| Trade creditors | 369,351 | 584,734 |
| Amounts owed to group undertakings | 744,591 | 877,949 |
| Corporation tax | - | 14,948 |
| Other taxation and social security | - | 8,444 |
| Lease liabilities | 98,592 | 114,323 |
| | <u>1,212,534</u> | <u>1,600,398</u> |

During the year the company transferred its employees to a fellow group company and there were no employment tax or social security balances outstanding at the year end.

14. Creditors: Amounts falling due after more than one year

| | 2022 | <i>As restated</i> 2021 |
|-------------------|----------------|----------------------------|
| | £ | £ |
| Lease liabilities | 248,278 | 401,895 |
| | <u>248,278</u> | <u>401,895</u> |

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

15. Leases**Company as a lessee**

Lease liabilities relate to right of use assets set out in note 9.

Lease liabilities are due as follows:

| | 2022 | <i>As restated</i> 2021 |
|---------------------------------|----------------|----------------------------|
| | £ | £ |
| Not later than one year | 98,592 | 114,323 |
| Between one year and five years | 248,278 | 401,895 |
| | <u>346,870</u> | <u>516,218</u> |

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

16. Share capital

| | 2022 | 2021 |
|--|------|------|
| | £ | £ |
| Allotted, called up and fully paid | | |
| 100 (2021 - 100) Ordinary shares of £1.00 each | 100 | 100 |

The ordinary shares carry voting and dividend rights.

17. Reserves**Retained earnings**

Retained earnings represents the accumulated earnings of the company net of distribution to owners and other adjustments.

18. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £2,360 (December 2021 - £4,260). Contributions totaling £ (December 2021 - £8,444) were payable to the fund at the balance sheet date and are included in creditors.

ICC NORTHERN UK LIMITED

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

19. Related party transactions

The Company has taken advantage of the exemption in paragraph 8(k) of FRS 101 from the requirement to disclose transactions with other members of the group.

The directors are considered to be key management personnel. The director remuneration details are disclosed in note 6.

20. Controlling party

The immediate parent undertaking is Service Express Europe Limited.

The smallest group for which consolidated financial statements are prepared is by Service Express EMEA Limited which are available to the public from: Service Express EMEA Limited, Franklin Court, Priory Business Park, Bedford, MK44 3JZ. The parent company of Service Express EMEA Limited is Service Express LLC and the ultimate parent company is Red Dawn Investment Holdings, LP.

There is no single ultimate controlling party.

21. Prior year restatement

During the year, the directors noted an error in the presentation of the right of use assets in the company and a sister company, ICC Managed Services Limited. The right of use asset relating to properties in Weatherby and basingstoke had been incorrectly recorded in the books of ICC Managed Services Limited, rather than in the company's books and records.

The resulting adjustments to the prior year financial statements, were to debit right of use assets by £531,146, credit lease liabilities falling due within one year by £114,323, credit lease liabilities falling due in greater than one year by £401,895, credit administrative expenses by £22,762 and debit interest payables and similar income by £7,834.

These adjustments decreased the prior year loss for the year by £14,928 and decreased net liabilities by the same amount.