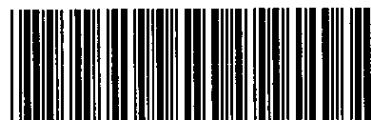


Company Registration No. 07849198 (England and Wales)

SDI (BIRKENHEAD) LIMITED
DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 29 APRIL 2021

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SDI (BIRKENHEAD) LIMITED

COMPANY INFORMATION

Directors	AA Adegoke A P O Dick
Secretary	T J Piper
Company number	07849198
Registered office	Unit A Brook Park East Shirebrook NG20 8RY

SDI (BIRKENHEAD) LIMITED

CONTENTS

	Page
Directors' report	1
Statement of comprehensive income	2
Statement of financial position	3
Statement of changes in equity	4
Notes to the financial statements	5 - 10

SDI (BIRKENHEAD) LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 29 APRIL 2021

The directors present their Directors' report and financial statements for the period ended 29 April 2021.

Principal activities

The principal activity of the company continued to be that of property investment.

Results and dividends

The results for the period are set out on page 2.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

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

A A Adegoke
A P O Dick

Qualifying third party indemnity provisions

Frasers Group plc has granted the directors of the company with Qualifying Third Party Indemnity provisions within the meaning given to the term by Sections 234 and 235 of the Companies Act 2006. This is in respect of liabilities to which they may become liable in their capacity as director of the company and of any company within the group. Such indemnities were in force throughout the financial year and will remain in force.

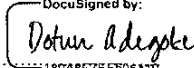
Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

On behalf of the board

DocuSigned by:

180ABE7EE50641D
A A Adegoke
Director
23 February 2022

SDI (BIRKENHEAD) LIMITED**STATEMENT OF COMPREHENSIVE INCOME****FOR THE PERIOD ENDED 29 APRIL 2021**

		Period ended 29 April 2021 £	Period ended 29 April 2020 £
	Notes		
Revenue	3	535,503	507,282
Administrative expenses		(4,353,931)	(435,995)
Operating (loss)/profit	4	(3,818,428)	71,287
Taxation	5	-	-
(Loss)/profit and total comprehensive income for the financial period	11	(3,818,428)	71,287

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations. There were no recognised gains or losses for the current or prior period other than those shown above.

The notes on pages 5 - 10 form part of these financial statements

SDI (BIRKENHEAD) LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 29 APRIL 2021**

	Notes	2021 £	2020 £
Non-current assets			
Investment property	6	2,948,521	7,304,241
Current assets			
Trade and other receivables	7	667,097	145,332
Current liabilities			
Borrowings		37,269	16,297
Trade and other payables	8	5,670,296	5,819,891
Taxation and social security		174,693	61,597
		5,882,258	5,897,785
Net current liabilities		(5,215,161)	(5,752,453)
Total assets less current liabilities		(2,266,640)	1,551,788
Net (liabilities)/assets		(2,266,640)	1,551,788
Equity			
Called up share capital	10	1	1
Retained earnings	11	(2,266,641)	1,551,787
Total (deficit)/equity		(2,266,640)	1,551,788

For the financial period ended 29 April 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

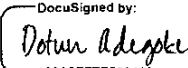
Directors responsibilities:

- The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the act with respect to accounting records and the preparation of financial statements.

The notes on pages 5 - 10 form part of these financial statements.

23 February 2022

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

DocuSigned by:

 180A8E7EE508413
A A Adegoke
Director

Company Registration No. 07849198

SDI (BIRKENHEAD) LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 29 APRIL 2021**

	Share capital £	Retained earnings £	Total £
Balance at 29 April 2019	1	1,480,500	1,480,501
Period ended 29 April 2020:			
Profit and total comprehensive income for the period	-	71,287	71,287
Balance at 29 April 2020	1	1,551,787	1,551,788
Period ended 29 April 2021:			
Loss and total comprehensive income for the period	-	(3,818,428)	(3,818,428)
Balance at 29 April 2021	1	(2,266,641)	(2,266,640)

SDI (BIRKENHEAD) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 29 APRIL 2021

1 Accounting policies

Company information

SDI (Birkenhead) Limited is a private company limited by shares incorporated in England and Wales. The registered office is Unit A, Brook Park East, Shirebrook, NG20 8RY. The company's principal activities and nature of its operations are disclosed in the directors' report.

1.1 Accounting convention

The financial statements have been prepared under the historical cost convention, in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £. These financial statements cover the 52 weeks ended 29 April 2021 (2020: 52 weeks ended 29 April 2020).

As permitted by FRS 101 the company has taken advantage of the disclosure exemptions available under that standard in relation to presenting comparative information in respect of tangible assets, financial instruments, capital management, presentation of a cash flow statement, standards not yet effective and related party transactions with other wholly-owned members of the group.

Where required, equivalent disclosures are given in the group accounts of Frasers Group plc. The group accounts of Frasers Group plc are available to the public and can be obtained as set out in note 12.

The principal accounting policies adopted are set out below.

1.2 Going concern

At the period end the company had a deficit of £2,266,640. The deficit is funded by loans from other group companies which will not be called for repayment unless cash flow permits for a minimum period of 12 months from the approval of these financial statements. The directors consider with parent company support that it is appropriate for the accounts to be prepared on a going concern basis.

1.3 Revenue

Revenue represents amounts receivable for rents and charges, net of VAT. Rental income arising from operating leases on investment properties is recognised on a straight line basis over the term of the lease.

1.4 Investment properties

Investment property is property held to earn rentals or for capital appreciation or both. In accordance with the option offered by IAS 40, investment properties are accounted for at cost less depreciation and any impairment.

Cost includes expenditure that is directly attributable to the acquisition or construction of the asset. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the company and the costs can be measured reliably.

All other costs, including repairs and maintenance costs, are charged to the statement of comprehensive income in the period in which they are incurred.

Depreciation is provided on investment property, other than freehold land and is calculated on a straight line basis to allocate cost less assessed residual value, other than assets in the course of construction, over the estimated useful lives, as follows:

Investment property	15 years straight line
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SDI (BIRKENHEAD) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 29 APRIL 2021

1 Accounting policies

(Continued)

1.5 Fair value measurement

IFRS 13 establishes a single source of guidance for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS when fair value is required or permitted. The company is exempt under FRS 101 from the disclosure requirements of IFRS 13. There was no impact on the company from the adoption of IFRS 13.

1.6 Financial assets

Trade and other receivables

Other receivables are recognised and carried at lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost.

1.7 Financial liabilities

Trade and other payables

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method.

1.8 Taxation

The tax expense represents the sum of the current tax expense.

Current tax

Current tax is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income 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. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

SDI (BIRKENHEAD) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 29 APRIL 2021

2 Critical accounting estimates and judgements

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

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

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

Critical judgements

Impairment of non-current assets

The directors assess the impairment of tangible assets subject to amortisation or depreciation whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important that could trigger an impairment review include the following:

- Significant underperformance relative to historical or projected future operating results;
- Significant changes in the manner of the use of the acquired assets or strategy for the overall business; and
- Significant negative industry or economic trends.

Taxation

Management judgement is required to estimate the availability and allocation of tax losses within the group, based upon the level of taxable profits across the group.

SDI (BIRKENHEAD) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE PERIOD ENDED 29 APRIL 2021****3 Revenue**

An analysis of the company's revenue is as follows:

	2021	2020
	£	£
Revenue analysed by class of business		
Rental income	535,503	507,282

4 Operating (loss)/profit

	2021	2020
	£	£
Operating (loss)/profit for the period is stated after charging/(crediting):		
Depreciation of investment property	4,355,720	400,844

5 Income tax expense

	2021	2020
	£	£

The charge for the period can be reconciled to the (loss)/profit per the statement of comprehensive income as follows:

	2021	2020
	£	£
(Loss)/profit before taxation	(3,818,428)	71,287
Expected tax (credit)/charge based on a corporation tax rate of 19.00%	(725,501)	13,545
Effect of expenses not deductible in determining taxable profit	285	-
Income not taxable	(5,700)	-
Group relief	532,756	(62,744)
Depreciation on assets not qualifying for tax allowances	208,667	76,160
UK transfer pricing adjustment for notional interest	(10,507)	(26,961)
Taxation charge for the period	-	-

SDI (BIRKENHEAD) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**
FOR THE PERIOD ENDED 29 APRIL 2021**6 Investment property**

	2021
	£
Cost	
At 30 April 2020 and 29 April 2021	9,984,000
Accumulated depreciation	
At 30 April 2020	2,679,759
Charge for the period	4,355,720
At 29 April 2021	7,035,479
Carrying value	
At 29 April 2021	2,948,521
At 29 April 2020	7,304,241

The fair value of the investment property as at 29 April 2021 was estimated by management as being materially in line with the carrying value.

7 Trade and other receivables

	2021	2020
	£	£
Trade receivables	475,097	-
Other receivables	-	31,448
Amounts due from fellow group undertakings	132,000	-
Prepayments	60,000	113,884
	<u>667,097</u>	<u>145,332</u>

8 Trade and other payables

	2021	2020
	£	£
Trade payables	49,294	19,283
Amounts due to fellow group undertakings	5,507,189	5,675,210
Accruals	113,813	125,398
	<u>5,670,296</u>	<u>5,819,891</u>

SDI (BIRKENHEAD) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 29 APRIL 2021

9 Liabilities

	Notes	2021 £	2020 £
Borrowings		37,269	16,297
Trade and other payables	8	5,670,296	5,819,891
Taxation and social security		174,693	61,597
		<u>5,882,258</u>	<u>5,897,785</u>

10 Share capital

	2021 £	2020 £
Ordinary share capital <i>Issued and fully paid</i>		
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

11 Retained earnings

	2021 £	2020 £
At the beginning of the period	1,551,787	1,480,500
(Loss)/profit for the period	<u>(3,818,428)</u>	<u>71,287</u>
At the end of the period	<u>(2,266,641)</u>	<u>1,551,787</u>

12 Controlling party

The ultimate controlling party is M J W Ashley, by virtue of his 100% ownership of MASH Holdings Limited, the ultimate parent company. MASH Holdings Limited indirectly holds the majority of shares in Frasers Group plc, who own 100% of the share capital of SDI Property Limited (the immediate parent company).

Frasers Group plc is the smallest company and MASH Holdings Limited is the largest company to consolidate these accounts. Both Frasers Group plc and MASH Holdings Limited are companies registered in England and Wales. A copy of the group accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.