

Vistra IE Bidco Limited

Registered number: 08615979

Annual Report

For the year ended 31 December 2022

TUESDAY



ACAGKNXT

A18

22/08/2023

#95

COMPANIES HOUSE

VISTRA IE BIDCO LIMITED

COMPANY INFORMATION

Directors	J A Burgoyne M Craig J A Reader
Registered number	08615979
Registered office	First Floor Templeback 10 Temple Back Bristol BS1 6FL
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor 5th Floor Merck House Seldown Lane Poole BH15 1TW

VISTRA IE BIDCO LIMITED

CONTENTS

	Page
Strategic Report	1
Directors' Report	2 - 4
Independent Auditor's Report	5 - 8
Statement of Comprehensive Income	9
Statement of Financial Position	10
Statement of Changes in Equity	11
Notes to the Financial Statements	12 - 27

VISTRA IE BIDCO LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Introduction

The directors present their Strategic Report for the year ended 31 December 2022.

Business review

Revenue and operating loss for the year were \$221,550 (2021: \$474,764) and \$41,873 (2021: operating profit of \$2,670,842). The loss for the year after tax and interest on borrowings was \$5,865,113 (2021: loss of \$1,373,363).

Financial key performance indicators

The company is an intermediate holding company and turnover is represented by intercompany turnover. On this basis, the directors are of the opinion that analysis of key performance indicators on an individual company basis would be inappropriate.

Future developments

The directors do not anticipate any changes to the level of the company's activity and results in the foreseeable future.

Principal risks and uncertainties

The company is exposed to a number of operational and financial risks of which the following are the most significant:

- Financial risk
- Foreign exchange risk
- Anti-Money-Laundering/Anti-Bribery and Corruption

The company has a loss in the year of \$5,865,113 (2021: loss of \$1,373,363) arising from interest payments due on loans from Group undertakings. The interest and principal owed are linked to a wider Vistra Group strategy to expand through acquisition and backed by the parent undertaking via a Letter of Support signed on behalf of Vistra Group Holdings (BVI) II Limited. This letter confirms that the company will not be required to repay intercompany loans until it is in a position to do so.

The company's treasury function monitors and manages the financial risk through analysis of exposure and reporting it in internal risk reports. The company does not enter or trade financial instruments for speculative purposes.

The company has systems and controls to perform ongoing management of these risks. Policies and procedures are continually being developed to ensure the company is placed in the best possible position to counteract any adverse movements.

The company is exposed to fluctuations in the foreign currencies on overseas activities and subsidiaries, however, the company has the ability to time its transactions to mitigate the risk.

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

DocuSigned by:

J A Reader
Director

Date: Aug-18-2023

VISTRA IE BIDCO LIMITED

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

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

Principal activity

The principal activity of the company is the provision of group financing and holding company services. The company does not anticipate any changes to its activity in the foreseeable future.

Results and dividends

The loss for the year, after taxation, amounted to \$5,865,113 (2021: loss of \$1,373,363).

No dividends will be distributed for the year ended 31 December 2022 (2021: \$nil).

Directors

The directors who served during the year and to the date of this report were:

J A Burgoyne
L A Sheehan (resigned 31 January 2022)
M Craig
J A Reader

Directors' responsibilities statement

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 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 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 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.

VISTRA IE BIDCO LIMITED

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

Going concern

The company has support from its parent company to continue in operational existence for the foreseeable future. Although the company has net liabilities of \$80,767,568 (2021: \$74,902,455), the company has deemed it reasonable to adopt the going concern status. The company has deemed it reasonable to adopt the going concern status as it has received a letter from Vistra Group Holdings (BVI) II Limited, the parent of the largest group for which consolidated financial statements are prepared, confirming continued financial support for at least twelve months from the date of the signing the statutory accounts. The directors are satisfied that Vistra Group Holdings (BVI) II Limited has sufficient resources available to provide this support. The company is primarily a holding company for investments, generating some intercompany revenue via an advisory service offering to other Vistra entities across the Vistra Group. The net liabilities position is materially driven by intercompany loans which although repayable on demand have not been settled in FY22.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report. No claim or notice of claim in respect of these indemnities has been received in the period.

Matters covered in the Strategic Report

The company has chosen in accordance with Companies Act 2006, s414C(11) to set out in the company's Strategic Report information required by Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and reports) Regulations 2008. Certain matters which are required to be disclosed in the Directors' Report have been omitted as they are included in the Strategic Report on pages 1 to 2. These matters relate to future developments.

Provision 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.

Post balance sheet events

On 13 February 2023, the Group's shareholders entered into a sale and purchase agreement pursuant to which the Group will be merged with Tricor Group ("Tricor"). The transaction is subject to regulatory approval and it is anticipated this will take approximately six months to obtain. Until the transaction is complete, both Tricor and the Group will continue to operate as two separate and independent companies.

VISTRA IE BIDCO LIMITED

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

Auditor

The auditor, Mazars LLP, 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 by:

DocuSigned by:

EE314F30134344B...
J A Reader
Director

Date: Aug-18-2023

VISTRA IE BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VISTRA IE BIDCO LIMITED

Opinion

We have audited the financial statements of Vistra IE Bidco Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, 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 FRS 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 loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

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.

VISTRA IE BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VISTRA IE BIDCO LIMITED

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

In 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 Strategic Report or 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.

VISTRA IE BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VISTRA IE BIDCO LIMITED

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.

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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

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.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, anti-money laundering regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation, the Companies Act 2006.

VISTRA IE BIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VISTRA IE BIDCO LIMITED

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, revenue recognition (which we pinpointed to the cut-off assertion), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

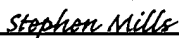
- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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.

Use of the audit 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.


Stephen Mills (Aug 22, 2023 00:51 GMT+1)

Stephen Mills (Senior statutory auditor) for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor
5th Floor
Merck House
Seldown Lane
Poole
BH15 1TW

Date: Aug 22, 2023

VISTRA IE BIDCO LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 \$	Restated 2021 \$
Turnover	4	221,550	474,764
Gross profit		<u>221,550</u>	<u>474,764</u>
Administrative expenses		(263,423)	(314,794)
Intercompany write-off	5	-	2,510,872
Operating (loss)/profit	6	<u>(41,873)</u>	<u>2,670,842</u>
Income from shares in group undertakings	10	-	45,770,228
Amounts written off investments	13	-	(44,871,131)
Interest payable and similar expenses	11	(5,823,240)	(4,943,302)
Loss before tax		<u>(5,865,113)</u>	<u>(1,373,363)</u>
Tax on loss	12	-	-
Loss for the financial year		<u>(5,865,113)</u>	<u>(1,373,363)</u>
Other comprehensive income		-	-
Total comprehensive expense for the year		<u>(5,865,113)</u>	<u>(1,373,363)</u>

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

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

VISTRA IE BIDCO LIMITED
REGISTERED NUMBER: 08615979

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 \$	Restated 2021 \$
Fixed assets			
Investments	13	36,576,417	36,576,417
		<u>36,576,417</u>	<u>36,576,417</u>
Current assets			
Debtors: amounts falling due within one year	14	32,824,721	32,841,026
Cash and cash equivalents	15	48,308	13,513
		<u>32,873,029</u>	<u>32,854,539</u>
Creditors: amounts falling due within one year	16	(150,217,014)	(144,333,411)
Net current liabilities		<u>(117,343,985)</u>	<u>(111,478,872)</u>
Total assets less current liabilities		<u>(80,767,568)</u>	<u>(74,902,455)</u>
Net liabilities		<u>(80,767,568)</u>	<u>(74,902,455)</u>
Capital and reserves			
Called up share capital	17	175,707,634	175,707,634
Profit and loss account	18	(256,475,202)	(250,610,089)
Total equity		<u>(80,767,568)</u>	<u>(74,902,455)</u>

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

DocuSigned by:

 EE314F30134344B...
J A Reader
 Director

Date: Aug-18-2023

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

VISTRA IE BIDCO LIMITED

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

	Called up share capital	Restated Profit and loss account	Total equity
	\$	\$	\$
At 1 January 2021	175,707,634	(249,236,726)	(73,529,092)
Comprehensive expense for the year			
Loss for the year	-	(1,373,363)	(1,373,363)
Total comprehensive expense for the year	-	(1,373,363)	(1,373,363)
At 1 January 2022 (as previously stated)	175,707,634	(253,120,961)	(77,413,327)
Prior year adjustment (note 11)	-	2,510,872	2,510,872
At 1 January 2022 (restated)	175,707,634	(250,610,089)	(74,902,455)
Comprehensive expense for the year			
Loss for the year	-	(5,865,113)	(5,865,113)
Total comprehensive income for the year	-	(5,865,113)	(5,865,113)
At 31 December 2022	175,707,634	(256,475,202)	(80,767,568)

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

VISTRA IE BIDCO LIMITED

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

1. General information

Vistra IE Bidco Limited is a private company (registered number 08615979), limited by shares, incorporated in the United Kingdom and registered in England and Wales. The address of its registered office is Whitefriars, Lewins Mead, Bristol, BS1 2NT.

The principal activity of the company is the provision of group financing and holding company services. The company does not anticipate any changes to its activity in the foreseeable future.

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 judgement in applying the company's accounting policies (see note 3).

The financial statements are presented in US dollars which is the currency of the primary economic environment in which the company operates and are rounded to the nearest dollar.

The following principal accounting policies have been applied:

VISTRA IE BIDCO 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 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;
- 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 Vistra Group Holdings (BVI) II Limited as at 31 December 2022 and these financial statements may be obtained from Vistra Corporate Services Centre, Wickham's Cay II, Road Town, Tortola, VG1110, British Virgin Islands..

2.3 Exemption from preparing consolidated financial statements

The company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of a state other than the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

VISTRA IE BIDCO LIMITED

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

2. Accounting policies (continued)**2.4 Going concern**

The company has support from its parent company to continue in operational existence for the foreseeable future. Although the company has net liabilities of \$80,767,568 (2021: \$74,902,455), the company has deemed it reasonable to adopt the going concern status. The company has deemed it reasonable to adopt the going concern status as it has received a letter from Vistra Group Holdings (BVI) II Limited, the parent of the largest group for which consolidated financial statements are prepared, confirming continued financial support for at least twelve months from the date of the signing the statutory accounts. The directors are satisfied that Vistra Group Holdings (BVI) II Limited has sufficient resources available to provide this support. The company is primarily a holding company for investments, generating some intercompany revenue via an advisory service offering to other Vistra entities across the Vistra Group. The net liabilities position is materially driven by intercompany loans which although repayable on demand have not been settled in FY22.

2.5 Impact of new international reporting standards, amendments and interpretations

There are no amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2022 that have had a material impact on the company's financial statements.

2.6 Foreign currency translation**Functional and presentation currency**

The company's functional and presentation currency is USD.

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 the Statement of Comprehensive Income 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 the Statement of Comprehensive Income within 'other operating income'.

VISTRA IE BIDCO LIMITED

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

2. Accounting policies (continued)

2.7 Turnover

Turnover represents amounts receivable from intercompany services. The company largely acts as a cost centre and therefore turnover is measured over the course of month where operational costs incurred during this period are charged across to other intercompany trading entities with an agreed mark-up.

Turnover is recognised when:

- The amount the turnover can be measured reliably
- It is probable that the company will receive the consideration due under the contract
- The stage of completion of the contract at the end of the reporting period can be measured reliably.

2.8 Interest payable and similar expenses

Interest payable and similar expenses are charged to the Statement of Comprehensive Income 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 the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the company in independently administered funds.

VISTRA IE BIDCO LIMITED

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

2. Accounting policies (continued)

2.10 Taxation

Tax is recognised in the Statement of Comprehensive Income 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.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.11 Prior year adjustment

On review it was identified there was an intercompany write-off, which requires a prior year adjustment (see note 5).

2.12 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.13 Debtors: amounts falling due within one year

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.

VISTRA IE BIDCO LIMITED

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

2. Accounting policies (continued)

2.15 Creditors: amounts falling due within one year

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.

2.16 Dividend income

Dividend income from investments is recognised when the company's rights to receive payment have been established provided that it is probable that the economic benefits will flow to the company and the amount of dividend income can be measured reliably.

2.17 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.

Fair value through profit or loss

All of the company's financial assets other than those which meet the criteria to be measured at amortised cost are subsequently measured at fair value at the end of each reporting period, with any fair value gains or losses being recognised in the Statement of Comprehensive Income to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

Debt instruments at amortised cost

Debt instruments are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and selling the financial assets, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

VISTRA IE BIDCO LIMITED

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

2. Accounting policies (continued)**2.17 Financial instruments (continued)****Impairment of financial assets**

The company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised or at FVOCI. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

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**Fair value through profit or loss**

Financial liabilities are classified as at fair value through profit or loss, when the financial liability is held for trading, or is designated as at fair value through profit or loss. This designation may be made if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise, or the financial liability forms part of a group of financial instruments which is managed and its performance is evaluated on a fair value basis, or the financial liability forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at fair value through the Statement of Comprehensive Income. Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

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.

VISTRA IE BIDCO LIMITED

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

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

In applying the company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made, and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, estimates and assumptions, the actual results and outcomes may differ.

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.

3.1 Critical judgements in applying the company's accounting policies

The directors do not consider there to be any critical judgements made in the process of applying the company's accounting policies.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty, that 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.

(i) Investments

Determining whether investments are impaired requires an estimation of their recoverable amount and comparing it with the carrying value at the end of each reporting period. The recoverable amount of investments has been determined by the fair value less cost of disposal. The investments are reviewed for any impairment by considering the forecast discounted cashflows and comparing this with the book value of the investment.

4. Turnover

An analysis of turnover by class of business is as follows:

	2022 \$	2021 \$
Intercompany services	221,550	474,764

All turnover arose within the United Kingdom.

VISTRA IE BIDCO LIMITED

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

5. Intercompany write-off

	2022	2021
	\$	\$
Intercompany write-off	-	(2,510,872)

On review it was identified there was an intercompany write-off, which requires a prior year adjustment. The impact on the loss after tax for the year ended 31 December 2021 was an increase of \$2,510,872, being the expenditure not previously recognised, and a decrease in amount owed to group undertakings (note 16). The impact at 1 January 2022 on retained earnings was therefore an increase of \$2,510,872.

6. Operating (loss)/profit

The operating (loss)/profit is stated after charging/(crediting):

	2022	2021
	\$	\$
Exchange differences	35,812	(85,127)
Defined contribution pension cost	9,572	20,318

7. Auditor's remuneration

	2022	2021
	\$	\$
Fees payable to the company's auditor for the audit of the company's financial statements	17,811	16,872

VISTRA IE BIDCO LIMITED

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

8. Employees

Staff costs were as follows:

	2022 \$	2021 \$
Wages and salaries	136,017	208,648
Social security costs	19,196	24,278
Cost of defined contribution scheme	9,572	20,318
	<u>164,785</u>	<u>253,244</u>

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

	2022 No.	2021 No.
Administration	<u>6</u>	<u>9</u>

9. Directors' remuneration

During the current and prior year, all costs were borne by other group companies.

10. Income from shares in group undertakings

	2022 \$	2021 \$
Income from shares in group undertakings	<u>-</u>	<u>45,770,228</u>

11. Interest payable and similar expenses

	2022 \$	2021 \$
Loans from group undertakings	<u>5,823,240</u>	<u>4,943,302</u>

Interest is payable to another group entity (note 16).

VISTRA IE BIDCO LIMITED

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

12. Taxation

	2022 \$	2021 \$
Total current tax	-	-
Total deferred tax	-	-
Taxation on loss	-	-

Factors affecting tax charge for the year

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

	2022 \$	Restated 2021 \$
Loss before tax	(5,865,113)	(1,373,363)
Loss before tax multiplied by standard rate of corporation tax in the UK of 19% (2021: 19%)	(1,114,371)	(260,939)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	1,106,415	8,525,515
Income not taxable for tax purposes	-	(9,173,409)
Surrender of losses for nil tax payment	7,956	(30,393)
Deferred tax not provided	-	939,226
Total tax charge for the year	-	-

Factors that may affect future tax charges

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

VISTRA IE BIDCO LIMITED

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

13. Investments

	Investments in group undertakings \$
Cost	
At 1 January 2022	36,576,417
At 31 December 2022	<u>36,576,417</u>
Net book value	
At 31 December 2022	<u>36,576,417</u>
At 31 December 2021	<u>36,576,417</u>

VISTRA IE BIDCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022****13. Investments (continued)****Subsidiary undertakings**

The following were subsidiary undertakings of the company:

Name	Registered office	Principal activity	Class of shares	Holding
Vistra IE (Bristol) Limited**	Whitefriars, Lewins Mead, Bristol, BS1 2NT, United Kingdom	Provision of outsourcing and consultancy services	Ordinary	100%
Vistra IE (UK) Limited	Whitefriars, Lewins Mead, Bristol, BS1 2NT, United Kingdom	Holding company	Ordinary	100%
Vistra IE Commercial Services Limited**	Whitefriars, Lewins Mead, Bristol, BS1 2NT, United Kingdom	Holding company	Ordinary	100%
Vistra International Expansion (India) Private Limited	7th Floor, Tower C, 247 Park, HCC Building, LBS Marg, Vikhroli (West), MUMBAI -400083	Provision of outsourcing and consultancy services	Ordinary	100%
High Street Partners Japan K.K.	Azabu building, Oak Minami, 3-19-23 Minami Azabu, Minato-ku, Tokyo	Dormant	Ordinary	100%
Vistra International Expansion Services Processamento E Consolatoria Empresarial Ltda	Avenida Das Nações Unidas, 10.989, 5º andar, conjuntos 51 e 52, Ed. Wilson Mendes Caldeira, Brooklin Paulista, São Paulo, SP	Provision of outsourcing and consultancy services	Ordinary	100%
Vistra International Expansion Consultancy Services (Beijing) Limited	Room 2209, 22/F, Zhongyu Tower, 6A North Gongti Road, Chaoyang District, Beijing China, 100027	Provision of outsourcing and consultancy services	Ordinary	100%
Tricor-HSP Japan K.K.*	Oak Minami Azabu Building 2F, 3-19-23 Minami Azabu, Minato-ku, Tokyo, Japan	Provision of outsourcing and consultancy services	Ordinary	49%
Tricor HSP Singapore Pte Ltd*	80 Robinson Road, #02-00 Singapore (068898)	Provision of outsourcing and consultancy services	Ordinary	49%

*These entities are held via Joint Ventures.

**These entities are indirectly held by the company. Vistra IE (Bristol) Limited and Vistra IE Commercial Services Limited being held via Vistra IE (UK) Limited.

In the prior year, Radius Pledgeco Limited and Radius Debtco Limited were dissolved.

VISTRA IE BIDCO LIMITED

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

14. Debtors: amounts falling due within one year

	2022 \$	2021 \$
Trade debtors	15,441	15,717
Amounts owed by group undertakings	32,755,895	32,587,765
Other debtors	28,872	32,295
Prepayments and accrued income	23,286	95,294
VAT recoverable	1,227	109,955
	<u>32,824,721</u>	<u>32,841,026</u>

Amounts owed by group undertakings are unsecured, interest-free and payable on demand.

15. Cash and cash equivalents

	2022 \$	2021 \$
Cash at bank and in hand	<u>48,308</u>	<u>13,513</u>

16. Creditors: amounts falling due within one year

	2022 \$	Restated 2021 \$
Amounts owed to group undertakings	150,153,409	144,242,343
Other taxation and social security	13,568	9,231
Other creditors	4,224	351
Accruals and deferred income	45,813	81,486
	<u>150,217,014</u>	<u>144,333,411</u>

Included in amounts owed to group undertakings is an intercompany loan of \$112,407,197 (2021: \$106,583,958) that attracts interest at 4.45% + LIBOR floor at 1% and is repayable on demand.

The remaining amounts owed to group undertakings are interest free and repayable on demand.

VISTRA IE BIDCO LIMITED

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

17. Called up share capital

	2022	2021
	\$	\$
Allotted, called up and fully paid		
17,570,763,346 (2021: 17,570,763,346) Ordinary shares of \$0.01 each	175,707,634	175,707,634
	<u>175,707,634</u>	<u>175,707,634</u>

The ordinary shares entitle the holder of each to one voting right and no right to fixed income.

18. Reserves**Profit and loss account**

This reserve represents the cumulative profits and losses of the company.

19. Pension commitments

The company operates defined contribution retirement benefit schemes for all qualifying employees. The assets of the scheme are held separately from those of the company in funds under the control of trustees. The total expense charged in the year ended 31 December 2022 was \$9,572 (2021: \$20,318). Contributions outstanding at the year end were \$3,873 (2021: \$nil).

20. Related party transactions

The company has taken advantage of the exemption available under IAS 24 Related Party Disclosures and has not disclosed transactions with other members of the group.

21. Post balance sheet events

On 13 February 2023, the Group's shareholders entered into a sale and purchase agreement pursuant to which the Group will be merged with Tricor Group ("Tricor"). The transaction is subject to regulatory approval and it is anticipated this will take approximately six months to obtain. Until the transaction is complete, both Tricor and the Group will continue to operate as two separate and independent companies.

VISTRA IE BIDCO LIMITED

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

22. Controlling party

The immediate parent undertaking is Vistra Holdings (UK) Limited, a company registered in England and Wales. The ultimate parent undertaking, and ultimate controlling party, is Vistra Group Holdings (BVI) III Limited, which is registered in the British Virgin Islands.

Vistra Group Holdings (BVI) II Limited, is the parent undertaking of the smallest and largest group which consolidates the financial information of the company. Copies of the group's financial statements may be obtained from its registered address:

Vistra Group Holdings (BVI) II Limited
Vistra Corporate Services Centre
Wickham's Cay II
Road Town
Tortola
VG1110
British Virgin Islands.