

COMPANY REGISTRATION NUMBER: 09950817

Scotco Central Limited
Unaudited Financial Statements
31 December 2022



MANEELY Mc CANN CHARTERED ACCOUNTANTS

Chartered Accountants
Aisling House
50 Stranmillis Embankment
Belfast
BT9 5FL

Scotco Central Limited

Financial Statements

Year ended 31 December 2022

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Scotco Central Limited

Officers and Professional Advisers

The board of directors

Mr M Issa
Mr Z V Issa

Company secretary

Mr I Patel

Registered office

Waterside Head Office
Haslingden Road
Guide
Blackburn
Lancashire
United Kingdom
BB1 2FA

Accountants

Maneely Mc Cann Chartered Accountants
Chartered Accountants
Aisling House
50 Stranmillis Embankment
Belfast
BT9 5FL

Bankers

Lloyds Bank Plc
32 Oxford Street
London
W1R 2BS

Solicitors

Freeths
Cumberland Court
80 Mount Street
Nottingham
NG1 6HH

Skadden, Arps, Slate, Meagher & Flom LLP
40 Bank Street
Canary Wharf
London
E14 5DS

Scotco Central Limited

Directors' Report

Year ended 31 December 2022

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

Directors


The directors who served the company during the year were as follows:

Mr M Issa
Mr Z V Issa

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 20 September 2023 and signed on behalf of the board by:



Mr Z V Issa
Director

Registered office:
Waterside Head Office
Haslingden Road
Guide
Blackburn
Lancashire
United Kingdom
BB1 2FA

Scotco Central Limited

Statement of Income and Retained Earnings

Year ended 31 December 2022

	Note	2022 £	2021 £
Administrative expenses		(201)	26,148
Operating profit/(loss)		201	(26,148)
		<hr/>	<hr/>
Profit/(loss) before taxation		201	(26,148)
Tax on profit/(loss)		—	—
Profit/(loss) for the financial year and total comprehensive income		201	(26,148)
		<hr/>	<hr/>
Retained losses at the start of the year		(16,211,321)	(16,185,173)
Retained losses at the end of the year		(16,211,120)	(16,211,321)

All the activities of the company are from continuing operations.

The notes on pages 6 to 10 form part of these financial statements.

Scotco Central Limited

Statement of Financial Position

31 December 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	5	5,515,774	5,515,774
Current assets			
Debtors	6	22,369,662	22,369,413
Cash at bank and in hand		1,598	1,645
		<u>22,371,260</u>	<u>22,371,058</u>
Creditors: amounts falling due within one year	7	<u>44,082,383</u>	<u>44,082,382</u>
Net current liabilities		<u>21,711,123</u>	<u>21,711,324</u>
Total assets less current liabilities		<u>(16,195,349)</u>	<u>(16,195,550)</u>
Net liabilities		<u>(16,195,349)</u>	<u>(16,195,550)</u>
Capital and reserves			
Called up share capital		15,771	15,771
Profit and loss account		<u>(16,211,120)</u>	<u>(16,211,321)</u>
Shareholders deficit		<u>(16,195,349)</u>	<u>(16,195,550)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with Section 1A of FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

For the year ending 31 December 2022 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 statement of financial position
continues on the following page.

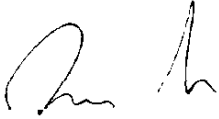
The notes on pages 6 to 10 form part of these financial statements.

Scotco Central Limited

Statement of Financial Position *(continued)*

31 December 2022

These financial statements were approved by the board of directors and authorised for issue on 20 September 2023, and are signed on behalf of the board by:



Mr Z V Issa
Director

Company registration number: 09950817

The notes on pages 6 to 10 form part of these financial statements.

Scotco Central Limited

Notes to the Financial Statements

Year ended 31 December 2022

1. General information

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is Waterside Head Office, Haslingden Road, Guide, Blackburn, Lancashire, BB1 2FA, United Kingdom.

2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the *revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss*.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Going concern

The financial statements have been prepared on the going concern basis, notwithstanding the fact that the company had a net shareholders deficit of £16,195,349 at the period end.

The company has the necessary cash cover and support from its parent company, Euro Garages Limited, and its fellow group companies to enable it to meet its total on-going creditor obligations and liabilities for the medium to long term. In light of the above, the Directors consider it appropriate to prepare the financial statements on a going concern basis.

Consolidation

The entity has taken advantage of the exemption from preparing consolidated financial statements contained in Section 400 of the Companies Act 2006 on the basis that it is a subsidiary undertaking and its immediate parent undertaking is established under UK law.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Foreign currencies

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Scotco Central Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2022

3. Accounting policies *(continued)*

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

Investments in associates

Investments in associates accounted for in accordance with the cost model are recorded at cost less any accumulated impairment losses.

Investments in associates accounted for in accordance with the fair value model are initially recorded at the transaction price. At each reporting date, the investments are measured at fair value, with changes in fair value recognised in other comprehensive income/profit or loss. Where it is impracticable to measure fair value reliably without undue cost or effort, the cost model will be adopted.

Dividends and other distributions received from the investment are recognised as income without regard to whether the distributions are from accumulated profits of the associate arising before or after the date of acquisition.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Scotco Central Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2022

3. Accounting policies *(continued)*

Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

4. Auditor's remuneration

	2022	2021
	£	£
Fees payable for the audit of the financial statements	—	2,905

5. Investments

	Shares in group undertakings £
Cost	
At 1 January 2022 and 31 December 2022	21,318,299
Impairment	
At 1 January 2022 and 31 December 2022	15,802,525
Carrying amount	
At 31 December 2022	5,515,774
At 31 December 2021	5,515,774

Scotco Central Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2022

5. Investments *(continued)*

Subsidiaries, associates and other investments

	Registered office	Class of share	Percentage of shares held
Subsidiary undertakings			
Scotco NI Limited	United Kingdom	Ordinary	100
Scotco Restaurants (Jersey) Limited	Jersey	Ordinary	100
Scotco ROI Limited	Republic of Ireland	Ordinary	100
JRC Holdings Limited	United Kingdom	Ordinary	100
Scotco Midlands Limited	United Kingdom	Ordinary	100
Scotco One Four Five Limited	United Kingdom	Ordinary	100
Scotco Trowbridge Limited	United Kingdom	Ordinary	100

Scotco NI Limited, Scotco Restaurants (Jersey) Limited and Scotco ROI Limited are involved in fast food retail. JRC Holdings Limited is a holding company. Scotco Midlands Limited, Scotco One Four Five Limited and Scotco Trowbridge Limited transferred their fast food retail trades to a fellow subsidiary during a previous period and are now dormant.

6. Debtors

	2022 £	2021 £
Amounts owed by group undertakings and undertakings in which the company has a participating interest	22,356,384	22,356,135
Other debtors	13,278	13,278
	<u>22,369,662</u>	<u>22,369,413</u>

7. Creditors: amounts falling due within one year

	2022 £	2021 £
Amounts owed to group undertakings and undertakings in which the company has a participating interest	44,076,837	44,076,836
Other creditors	5,546	5,546
	<u>44,082,383</u>	<u>44,082,382</u>

8. Related party transactions

Transactions

The company has taken advantage of the exemption from disclosing related party transactions with group companies, in accordance with Financial Reporting Standard No 102 The Financial Reporting Standards applicable in the UK and Republic of Ireland, Section 1A Appendix C, Related Party Disclosures.

Scotco Central Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2022

9. Controlling party

In the opinion of the Directors, the Company's ultimate parent Company and ultimate controlling party is Optima Bidco (Jersey) Limited, a company registered in Jersey, Channel Islands. The Company's immediate controlling party is Euro Garages Limited.

The parent undertaking of the largest group, which includes the Company and for which group accounts are prepared, is EG Group Holdings Limited, a company incorporated in Great Britain, registered at Waterside Head Office, Haslingden Road, Guide, Blackburn, Lancashire, BB1 2FA, United Kingdom.

The parent undertaking of the smallest such group is EG Group Limited, a Company incorporated in Great Britain, registered at Waterside Head Office, Haslingden Road, Guide, Blackburn, BB1 2FA, United Kingdom. Copies of the group financial statements of EG Group Holdings Limited and EG Group Limited are available from Companies House, Crown Way, Maundy, Cardiff, CF14 3UZ.