

Registered number: 10192502

CHRISTOPHER MIDCO 1 LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2021



CHRISTOPHER MIDCO 1 LIMITED

COMPANY INFORMATION

Directors	T McCormac J Pickworth J Friis
Registered number	10192502
Registered office	15 London Road Alderley Edge United Kingdom SK9 7JT
Independent auditor	Grant Thornton UK LLP Chartered Accountants Statutory Auditor Royal Liver Building Liverpool L3 1PS

CHRISTOPHER MIDCO 1 LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Independent auditor's report	3 - 7
Statement of income and retained earnings	8
Statement of financial position	9
Notes to the financial statements	10 - 16

CHRISTOPHER MIDCO 1 LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2021**

The directors present their report and the financial statements for the year ended 31 March 2021.

Directors

The directors who served during the year were:

T McCormac
C Hill (resigned 21 April 2020)
J Pickworth
J Friis (appointed 29 April 2020)

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). 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 and 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;
- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

CHRISTOPHER MIDCO 1 LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2021**

Disclosure of information to auditor

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

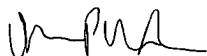
Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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 7/10/2021 and signed on its behalf.



J Pickworth
Director



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRISTOPHER MIDCO 1 LIMITED

Opinion

We have audited the financial statements of Christopher Midco 1 Limited (the 'Company') for the year ended 31 March 2021, which comprise the Statement of income and retained earnings, the Statement of financial position 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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 March 2021 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 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

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the Company's business model including effects arising from macroeconomic uncertainties such as Brexit and COVID-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRISTOPHER MIDCO 1 LIMITED
(CONTINUED)**

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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRISTOPHER MIDCO 1 LIMITED (CONTINUED)

Matter on which we are required to report under the Companies Act 2006

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.

Matters on which we are required to report by exception

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 for the financial statements

As explained more fully in the Directors' responsibilities statement, 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.

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.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRISTOPHER MIDCO 1 LIMITED
(CONTINUED)**

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

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

- We obtained an understanding of the legal and regulatory frameworks applicable to the company, and the industry in which it operates. We determined the Companies Act 2006 to be the most significant laws and regulations of the entity. We enquired of management whether they had any knowledge of actual, suspected fraud. We corroborated the results of our enquiries to supporting documentation such as board minute reviews. From the procedures performed we did not identify any matters relating to non-compliance with laws and regulation or matters in relation to fraud.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur. Audit procedures performed by the engagement team included:
 - evaluation of the processes and controls established to address the risks related to irregularities and fraud;
 - testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions;
 - identifying and testing related party transactions.
- The assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's knowledge of the industry in which the client operates in and understanding of, and practical experience through training participation with audit engagements of a similar nature;
- In assessing the potential risks of material misstatement, we obtained an understanding of;
 - the company's operations, including the nature of its revenue sources, expected financial statement disclosures and business risks that may result in risk of material misstatement and
 - the company's control environment including the adequacy of procedures for authorization of transactions.



**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CHRISTOPHER MIDCO 1 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.

Grant Thornton UK LLP

Carl Williams FCCA
Senior statutory auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Liverpool
Date: 7/10/2021

CHRISTOPHER MIDCO 1 LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 MARCH 2021

	Note	2021 £	2020 £
Exceptional administrative expenses		14,298,602	-
Operating profit		14,298,602	-
Interest payable and expenses	6	(143,676)	(3,873,293)
Profit/(loss) before tax		14,154,926	(3,873,293)
Tax on profit/(loss)	7	4,729	(567,124)
Profit/(loss) after tax		14,159,655	(4,440,417)
Retained earnings at the beginning of the year		(14,569,038)	(10,128,621)
		(14,569,038)	(10,128,621)
Profit/(loss) for the year		14,159,655	(4,440,417)
Retained earnings at the end of the year		(409,383)	(14,569,038)

There were no recognised gains and losses for 2021 or 2020 other than those included in the statement of income and retained earnings.

The notes on pages 10 to 16 form part of these financial statements.

All activities of the Company relate to continuing operations.

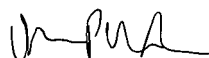
CHRISTOPHER MIDCO 1 LIMITED
REGISTERED NUMBER: 10192502

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2021

	Note	2021 £	2020 £
Current assets			
Debtors: amounts falling due within one year	9	45,351,465	39,475,934
		<u>45,351,465</u>	<u>39,475,934</u>
Creditors: amounts falling due within one year	10	(395,212)	(395,212)
Net current assets		<u>44,956,253</u>	<u>39,080,722</u>
Total assets less current liabilities		<u>44,956,253</u>	<u>39,080,722</u>
Creditors: amounts falling due after more than one year	11	(19,533,559)	(53,649,759)
Net assets/(liabilities)		<u><u>25,422,694</u></u>	<u><u>(14,569,037)</u></u>
Capital and reserves			
Called up share capital		1	1
Other reserves	14	25,832,076	-
Profit and loss account	14	(409,383)	(14,569,038)
Shareholders' funds/(deficit)		<u><u>25,422,694</u></u>	<u><u>(14,569,037)</u></u>

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

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



J Pickworth
 Director

Date: 7/10/2021

The notes on pages 10 to 16 form part of these financial statements.

CHRISTOPHER MIDCO 1 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

1. General information

Christopher Midco 1 Limited is a private company limited by shares and incorporated in the England and Wales. Its registered office is located at 15 London Road, Alderley Edge, United Kingdom, SK9 7JT.

The principal activity of the Company during the period was that of a holding company.

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 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 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 individual accounts of Christopher Midco 1 Limited has adopted the disclosure exemption in the requirement to present a statement of cashflows and related notes on the basis that they are consolidated within the financial statements of Christopher Topco Limited, which are available from Companies House.

The Company has taken advantage of the exemption under the FRS 102 triennial review not to disclose financial instruments if none are measured at fair value through profit and loss.

The financial statements are presented in Sterling (£).

The following principal accounting policies have been applied:

2.2 Going concern

The directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

2.3 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.

2.4 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.5 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.

CHRISTOPHER MIDCO 1 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

2. Accounting policies (continued)**2.6 Borrowing costs**

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.7 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Statement of financial position date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.8 Deferred taxation

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position 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.

2.9 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.

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

Preparation of the financial statements requires management to make significant judgements and estimates. Management do not consider any significant judgements or estimates have been made in these financial statements.

CHRISTOPHER MIDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**4. Auditor's remuneration**

The auditor's remuneration for the year has been borne by a fellow group company.

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2020 - £Nil).

The average monthly number of employees, including directors, during the year was 0 (2020: 0).

6. Interest payable and similar expenses

	2021 £	2020 £
Bank interest payable	21,132	-
Loan note interest payable	122,544	3,873,293
	<u>143,676</u>	<u>3,873,293</u>

7. Taxation

	2021 £	2020 £
Total current tax	<u>-</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	-	567,124
Losses and other deductions	(4,729)	-
Total deferred tax	<u>(4,729)</u>	<u>567,124</u>
Taxation on (loss)/profit on ordinary activities	<u>(4,729)</u>	<u>567,124</u>

CHRISTOPHER MIDCO 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021

7. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2020 - *higher than*) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Profit/(loss) on ordinary activities before tax	<u>14,154,926</u>	<u>(3,873,293)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	2,689,436	(735,926)
Effects of:		
Adjust opening deferred tax to average rate	-	(66,720)
Expenses not deductible for tax purposes	-	1,369,770
Non-taxable income	(2,694,165)	-
Total tax charge for the year	<u>(4,729)</u>	<u>567,124</u>

Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

8. Exceptional items

	2021 £	2020 £
Extinguishment of debt and interest	<u>(14,298,602)</u>	<u>-</u>

In current year the exceptional expenses relate to the waiver of debt and interest.

9. Debtors

	2021 £	2020 £
Amounts owed by group undertakings	45,346,735	39,475,933
Other debtors	1	1
Deferred taxation	4,729	-

CHRISTOPHER MIDCO 1 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

9. Debtors (continued)

<u>45,351,465</u>	<u>39,475,934</u>
--------------------------	--------------------------

10. Creditors: Amounts falling due within one year

	2021	2020
	£	£
Amounts owed to group undertakings	<u>395,212</u>	<u>395,212</u>

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

	2021	2020
	£	£
Loan notes	19,533,559	39,351,156
Accruals and deferred income	-	14,298,603
	<u>19,533,559</u>	<u>53,649,759</u>

CHRISTOPHER MIDCO 1 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

12. Loan notes

Analysis of the maturity of loans is given below:

	2021 £	2020 £
Amounts falling due between 2-5 years		
Loan notes	19,533,559	39,351,156

On 8 June 2016 the group received funding from private equity funds managed by Graphite Capital Partners VIII A LP, Graphite Capital Partners VIII B LP, Graphite Capital Partners VIII C LP, Graphite Capital Partners VIII D LP and Graphite Capital Co-investments VIII LP. Further funding of £3,870,804 was provided on 11th December 2020. At the period end, loans totalling £17,512,428 (2020: £10,391,802, £98,013, £348,343 and £36,932,076) are due in more than one year respectively.

On 11 December 2020, the group received further funding from Royal Bank of Scotland in the form of loan notes. At the period end, loans totalling £2,021,131 are due in more than one year (2020: £nil).

At 31 March 2021, loan note interested totalling £122,544 (2020: £Nil) for the Group and £Nil for the Company is included within accruals due after more than one year and will be paid upon maturity of the loan notes.

The loan notes are secured by way of a charge over all assets of the group.

In December 2020 the Group in which this company is 100% owned entered into a re financing agreement with their existing lender which reduced the number of investor loan notes from £39,580,419 to 13,519,080.

13. Deferred taxation

	2021 £
At beginning of year	-
Charged to profit or loss	4,729
At end of year	4,729

CHRISTOPHER MIDCO 1 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2021**

13. Deferred taxation (continued)

The deferred tax asset is made up as follows:

	2021 £	2020 £
Losses and other deductions	<u>4,729</u>	<u>-</u>

14. Reserves

Called up share capital - represents the nominal value of shares that have been issued.

Profit and loss account - the profit and loss account includes the current period losses.

Other reserves - reserve arising from transactions with shareholders, waiving loans and interest.

15. Contingent liabilities

The directors have confirmed there were no contingent liabilities at 31 March 2021 or 31 March 2020.

16. Capital commitments

The directors have confirmed there were no capital commitments at 31 March 2021 or 31 March 2020.

17. Related party transactions

The Company has taken advantage of the exemption in FRS 102 (section 33) "Related Party Disclosure" and has not disclosed transactions with group undertakings.

18. Controlling party

The immediate parent company and ultimate controlling party is Christopher Topco Limited, an entity incorporated in England and Wales.

The smallest and largest group of undertakings for which group accounts have been drawn up is that headed by Christopher Topco Limited. Copies of the group financial statements can be obtained from Companies House.