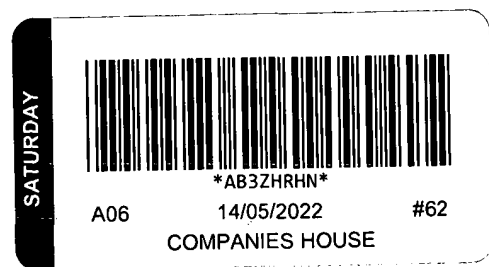


Registered number: 10570911

WILLOW HOLDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021



WILLOW HOLDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

COMPANY INFORMATION

Directors	I J Cash A J Dupee N A R Dunning J M Irby
Company secretary	Oakwood Corporate Secretary Limited
Registered number	10570911
Registered office	3rd Floor 1 Ashley Road Altrincham Cheshire WA14 2DT
Independent auditors	Warrener Stewart Harwood House 43 Harwood Road London SW6 4QP

WILLOW HOLDCO LIMITED
CONTENTS

	Page(s)
Strategic report	4
Directors' report	5
Independent auditors' report	7
Profit and loss account	10
Balance sheet	11
Statement of changes in equity	12
Notes to the financial statements	13

WILLOW HOLDCO LIMITED
STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their strategic report on the company for the year ended 31 December 2021.

Principal activities and review of the business

Willow HoldCo Limited is part of the Willow TopCo Group. It was created as part of the Willow TopCo Group to fund acquisitions through its subsidiary Willow BidCo. The company is an intermediary holding company in the Willow TopCo Group and funds the acquisition of Willow BidCo with back to back loan arrangements.

The results for the financial year and the financial position at year end were considered satisfactory by the directors. The revenue for the year was £nil (2020: £nil) and the loss for the year £nil (2020: loss £505) and reflected the loan relationships referred to above.

The company is an intermediary holding company in the Willow TopCo Limited group.

Principal risks and uncertainties

The directors considered the principal risks and uncertainties and concluded as this company is an intermediary holding company there are no principal risks and uncertainties.

Financial key performance indicators

Management monitors the performance of the business by reference to internal budgets and industry averages. These indicators are considered sufficient to provide an overview of business performance relative to expectations and market trends.

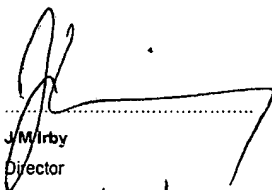
Future developments

The company will continue to be an intermediary holding company for the Willow TopCo Group.

Capital restructuring

During the year the company agreed a restructure of its debt and capital framework with its shareholders and loan note holders. This is reflected in the balance sheet at 31 December 2021.

The report was approved by the board and signed on its behalf.



J. Wirby
Director

Date: 12/05/22

WILLOW HOLDCO LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report and the audited financial statements of the company for the year ended 31 December 2021.

General Information

Willow HoldCo Limited is part of the Willow TopCo Group. Alchemy Special Opportunities Fund III LP holds a majority stake in the Group. The ultimate parent undertaking and controlling party is Alchemy Partners L.P. Inc., acting through its general partner Alchemy Partners GP Limited, a company registered in Guernsey.

Results and dividends

The loss for the financial year amounted to £0 (2020: loss £505).

There were no dividends paid or declared in the year under review (2020: £nil).

Directors

The directors who held office during the year and up to the date of signing the financial statements, unless otherwise stated, were:

I J Cash
A J Dupee
N A R Dunning
J M Irby

Disabled employees

The company will employ disabled persons when they appear to be suitable for a particular vacancy and every effort is made to ensure that they are given full and fair consideration when such vacancies arise. During employment the Company seeks to work with employees, taking into account their personal circumstances, to ensure appropriate training, development and advancement opportunities are available to enable them to reach their full potential.

Charitable and political donations

During the year the company made no charitable or political donations and expenditures (2020: £nil).

Going concern

The financial statements have been prepared on the going concern basis, which the directors believe to be appropriate as the Company has received an undertaking from its ultimate parent Alchemy Special Opportunities Fund III LP that it will continue to provide financial support as is required for the Company to meet its obligations as they fall due for at least one year after these financial statements are signed.

In the light ongoing group support, the directors consider that the business is sufficiently robust and financially stable to continue to meet the challenges arising on a fully viable, going concern basis.

WILLOW HOLDCO LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021

Financial risks

Financial risks are managed at Willow TopCo Group level and covered in the consolidated financial statements of Willow TopCo Limited.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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 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.

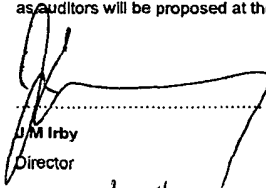
Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent Auditors

The auditors Warrener Stewart, have indicated their willingness to continue in office. A resolution to re-appoint Warrener Stewart as auditors will be proposed at the Annual General Meeting.


J.M Irby
Director
Date: 12/05/22

WILLOW HOLDCO LIMITED
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILLOW
HOLDCO LIMITED

Report on the audit of the financial statements

Opinion

We have audited the financial statements of Willow HoldCo Limited (the 'Company') for the year ended 31 December 2021, which comprise the Profit and Loss account, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 December 2021 and of its result 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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

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

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

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 Auditors' 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.

WILLOW HOLDCO LIMITED
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF STIRLING
ACKROYD SURVEYORS LIMITED

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 5, 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.

Auditors' 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 Auditors' Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. In line with our responsibilities outlined above, our audit procedures are designed to detect material misstatements arising as a consequence of such irregularities, including fraud.

WILLOW HOLDCO LIMITED
INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF STIRLING
ACKROYD SURVEYORS LIMITED

Our assessment of the likelihood of material misstatement arising within the entity's financial statements due to irregularities including fraud is low. This conclusion is supported by the following which reduce the likelihood of irregularities, including fraud to arise or to go undetected:

- A clear segregation between senior management, finance management and operations staff resulting in a high level of review control;
- A high level of review of key performance and similar indicators;
- A high level of informed management within senior and finance management;
- The general absence of individuals with opportunity and authority to override controls undetected; and
- A high level of long service, experience and trust within key finance management;

Audit procedures are structured to identify potential risks for irregularities and fraud and detect material instances should they arise. Some specific procedures include:

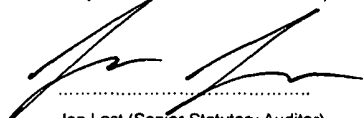
- The analytical review of results and balances for unexplained or unexpected variances;
- The review of transactions, control accounts and journal adjustments for unusual, unexplained or unauthorised entries;
- The review of transactions and journals for any indication of fraud or management override;
- Consideration of transactions and balances for any irregular related party involvement;
- Review of significant accounting estimates for deliberate manipulation or misstatement; and
- Critical consideration of the going concern basis to ensure correct application and no fundamental irregularity in the presentation of the financial statements.

Due to inherent limitation of the audit procedures, there is a risk that irregularities or fraud will remain undetected with the result that financial statements may include material misstatement or non-compliance with regulation. Such risk is increased the more that compliance with law or regulation is removed from the events and transaction reflected in the financial statements as instances of non-compliance are less clear or likely to be detected. The risk is greater where irregularities arise due to fraud as fraud is likely to involve intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

This report is made solely to the Company's shareholders, 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 shareholders those matters we are required to state to them in an Auditors' 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 shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.



Jon Last (Senior Statutory Auditor)

for and on behalf of

Warrener Stewart

Chartered Accountants & Statutory Auditors

Harwood House

43 Harwood Road

London

SW6 4QP

Date:

12 May 2022

WILLOW HOLDCO LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	2020 £
Administrative expense		<u>-</u>	<u>(505)</u>
Operating Profit / (Loss)		-	(505)
Interest receivable and similar income	7	1,800,000	3,599,713
Interest payable and similar charges	8	<u>(1,800,000)</u>	<u>(3,599,713)</u>
Profit / (Loss) before taxation		-	(505)
Tax on profit/(loss)		<u>-</u>	<u>-</u>
Profit / (Loss) for the financial year		<u><u>-</u></u>	<u><u>(505)</u></u>

As the company has no other gains or losses, other than those included in the profit and loss account above, the directors have not disclosed a separate statement of comprehensive income.

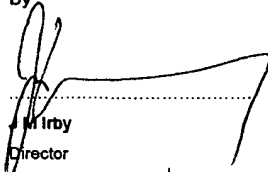
The notes on pages 13 to 19 form part of these financial statements.

WILLOW HOLDCO LIMITED
REGISTERED NUMBER: 10570911
BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note	£	2021	£	£	2020	£
Fixed assets							
Investments	9			3,765,092		3,765,092	
				<u>3,765,092</u>		<u>3,765,092</u>	
Current assets							
Debtors	11	41,394,449			39,595,291		
Cash at bank and in hand	12	842			-		
		<u>41,395,291</u>			<u>39,595,291</u>		
Creditors: amounts falling due after more than one year	13	<u>(19,800,001)</u>			<u>(39,596,840)</u>		
Net current assets				<u>21,595,290</u>		<u>(1,549)</u>	
Total assets less current liabilities				<u>25,360,382</u>		<u>3,763,543</u>	
Net assets				<u>25,360,382</u>		<u>3,763,543</u>	
Capital and reserves							
Called up share capital	14			3,766,092		3,765,092	
Share premium account	14			21,595,839		-	
Profit and loss account				<u>(1,549)</u>		<u>(1,549)</u>	
Net surplus				<u>25,360,382</u>		<u>3,763,543</u>	

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

by


 J. Kirby
 Director

Date: 12/05/22

Registered number: 10570911

The notes on pages 13 to 19 form part of these financial statements.

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

	Share premium	Called up share capital £	Profit and loss account £	Total surplus £
At 1 January 2021	-	3,765,092	(1,549)	3,763,543
Comprehensive income for the year				
Loss for the year	-	-	-	-
Equity restructuring (Note 16)	21,595,839	1,000	-	21,596,839
At 31 December 2021	21,595,839	3,766,092	(1,549)	25,360,382

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020

	Called up share capital £	Profit and loss account £	Total surplus £
At 1 January 2020	3,765,092	(1,044)	3,764,048
Comprehensive expense for the year			
Loss for the year	-	(505)	(505)
At 31 December 2020	3,765,092	(1,549)	3,763,543

The notes on pages 13 to 19 form part of these financial statements.

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

1. Accounting Policies

1.1 Basis of preparation of financial statements

Willow HoldCo Limited is part of the Willow TopCo Group. 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 ('FRS 102') and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of critical accounting estimates. It also requires management to exercise judgment in applying the Company accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

1.2 Basis of preparation of financial statements

The company realised a result after taxation for the year ended 31 December 2021 of £0 (2020: loss £505) which resulted in a balance sheet surplus of £25,360,382 (2020: surplus £3,763,543). At the balance sheet date £41,394,449 (2020: £39,595,291) is owed from Willow BidCo Limited, a fellow subsidiary undertaking owned by the same parent Willow TopCo Limited the directors of which view this company as an integral part of Willow group operations and accordingly continue to provide day to day financial support such that the company can meet its routine trading liabilities as they fall due.

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate since it has received an undertaking from the ultimate parent company through Alchemy Special Opportunities Fund III LP, that it will continue to provide financial support as it required for the company to meet its obligations as they fall due for at least one year after these financial statements are signed.

In the light ongoing group support, the directors consider that the business is sufficiently robust and financially stable to continue to meet the challenges arising on a fully viable, going concern basis.

1.3 Exemptions for qualifying entities under FRS 102

The company is a wholly owned subsidiary of Willow TopCo Limited. The financial statements of the company are included in the consolidated financial statements of Willow TopCo Limited which are publicly available. Consequently, the company has taken advantage of the exemption under paragraph 1.12(b), from preparing a statement of cash flows on the basis that it is a qualifying entity and its ultimate parent company, Willow TopCo Limited, includes the company's cash flows in its consolidated financial statements and from presenting certain financial instrument disclosures (Section 11 and 12).

The company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Willow TopCo Limited. The address of the ultimate parent's registered office is 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT.

1.4 Investments in subsidiaries

Investment in subsidiaries are measured at cost less accumulated impairment losses.

Investments in subsidiaries are tested for impairment where an indication of impairment exists at the reporting date.

1.5 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.

1.6 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.

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

1. Accounting Policies (continued)

1.7 Financial Instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties and loans to related parties.

Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received.

Financial assets are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss.

The impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

1.8 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.

1.9 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss, 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 balance sheet 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 balance sheet 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 balance sheet date.

1.10 Provisions

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 the profit and loss account in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet 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 balance sheet.

1.11 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuer of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

1. Accounting Policies (continued)

1.12 Impairment of non financial assets

At each reporting date, non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the profit or loss unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the profit and loss.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised in profit and loss.

2. Critical accounting estimates and judgements

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

Key sources of estimation uncertainty:

The directors assess the impairment of investments in subsidiaries whenever events or changes in circumstances indicate that the carrying value may not be recoverable. The net book value of the investments in subsidiaries is £3,765,092 (2020: £3,765,092) see note 9.

3. General information

Willow HoldCo Limited is a Private Limited Liability Company limited by shares, and incorporated and registered in England, registration number 10570911. The address of its registered office is 3rd Floor 1 Ashley Road, Altrincham, Cheshire, WA14 2DT.

The company is an intermediary holding company in the Willow TopCo Limited group.

4. Result before taxation

All audit fees for the company for the year were borne by a fellow group company, Stirling Ackroyd Group Limited.

5. Employees

Aside from directors, there were no employees during the period ended 31 December 2021.

6. Directors' remuneration

The company's directors are directors of a number of fellow group companies and their remuneration was paid through Willow BidCo Limited and Stirling Ackroyd Group Limited which made no recharge to the company; it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries.

7. Interest receivable

	2021	2020
	£	£
Interest receivable on amounts owed by group companies	<u>1,800,000</u>	<u>3,599,713</u>

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

8. Interest payable and similar charges	2021	2020
	£	£
Payable on loan notes	<u>1,800,000</u>	<u>3,599,713</u>
9. Investments in subsidiaries	2021	2020
	£	£
Cost		
At 1 January and 31 December	<u>3,765,092</u>	<u>3,765,092</u>

The company owns 100% of the ordinary share capital of its subsidiary, Willow BidCo Limited. Willow BidCo Limited is incorporated in the UK. The address of its registered office is 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT.

Subsidiary undertakings

The company directly or indirectly owns the following subsidiaries:

Name	Class of shares	Proportion of voting rights and shares held	Principal activity	
Willow BidCo Limited	Ordinary	100%	Holding Company	Δ
Badger Group (Holdings) Limited	Ordinary	100%	Holding Company	
Badger Holdings Limited	Ordinary	100%	Holding Company	
Stirling Ackroyd Group Ltd	Ordinary	100%	Estate Agency	
Stirling Ackroyd Surveyors Ltd	Ordinary	100%	Surveyors and Valuers	
Green Development and Maintenance Ltd	Ordinary	100%	Property Maintenance	
Townends (Financial Services) Ltd	Ordinary	100%	Dormant	
Townends (Residential Sales) Ltd	Ordinary	100%	Dormant	
Regents Estate Agents (Surrey) Ltd	Ordinary	100%	Dormant	
Middlesex Property Management Ltd	Ordinary	100%	Dormant	
Stirling Ackroyd Ltd	Ordinary	100%	Dormant	
The Little Letting Company Ltd	Ordinary	100%	Dormant	
Lourdes Ltd	Ordinary	100%	Dormant	
Bridge Shoreditch Ltd	Ordinary	100%	Dormant	
Bridge Property London Ltd	Ordinary	100%	Dormant	
Caddington Blue Ltd	Ordinary	100%	Dormant	
Harrisons Property London Ltd	Ordinary	100%	Dormant	Δ
Williams Lynch Ltd	Ordinary	100%	Dormant	Δ
Carr's Lettings Ltd	Ordinary	100%	Dormant	Δ
Beresford Residential Ltd	Ordinary	100%	Dormant	Δ
TRSL Ltd	Ordinary	100%	Dormant	Δ
Tyser Greenwood Ltd	Ordinary	100%	Dormant	Δ
Inex Property Solutions Ltd	Ordinary	100%	Dormant	Δ
Stirling Group Holdings Ltd	Ordinary	100%	Dormant	Δ

All the above companies are incorporated in England. The registered address of all above subsidiaries is Unit 2, Wintersells Road, Byfleet, Surrey, KT14 7LF apart from those annotated with a Δ whose registered address is 3rd Floor 1 Ashley Road, Altrincham, Cheshire, WA14 2DT.

The directors assess the impairment of the investments whenever events or changes in circumstances indicate that the carrying value may not be recoverable. There is no such event or changes identified during the period. The directors believe that the carrying value of the investments is supported by underlying net assets and there is no indication that the investments are impaired.

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

10. Tax on loss

a) Analysis of (credit)/charge in the year:

	2021	2020
	£	£
Corporation tax		
UK corporation tax charge on loss for the year	-	-
Adjustment in respect of prior years	-	-
	-	-
Total current tax	-	-

b) Factors effecting the tax (credit)/charge for the year:

The tax assessed for the year is the standard rate of corporation tax in the UK for the year ended 31 December 2021 of 19% (2020: 19%).

The (credit)/charge for the year can be reconciled to the loss per the profit and loss account as follows:

	2021	2020
Profit / (Loss) before taxation	-	(505)
Tax on Profit / (Loss) at standard UK tax rate of 19% (2020: 19%)	-	(96)
Effects of:		
Expenses not deductible	188,100	376,170
Effects of group relief claimed	(188,100)	(376,074)
Tax on Profit / (Loss)	-	-

11. Debtors

	2021	2020
	£	£
Amounts owed by group undertakings	41,394,449	39,595,291
	41,394,449	39,595,291

The amounts owed from group undertakings are payable on demand and consist of loans advanced to Willow BidCo Limited, a fellow group company. The loan notes are unsecured and accrue interest on the principal amount at PIK interest at 10% per annum which is rolled into the principal.

12. Cash at bank

	2021	2020
	£	£
Cash at bank and in hand	842	-

13. Creditors: Amounts falling due after more than 1 years

	2021	2020
	£	£
Loan notes (see note 16)	19,800,001	39,596,840
	19,800,001	39,596,840

96% of loan notes are due to ASO Lux 3 Sarl, a wholly owned subsidiary of Alchemy Special Opportunities Fund III LP, and are repayable in full on 31 January 2023. The loan notes carry interest at 10% per annum, which can be either paid, deferred or satisfied through the issuance of PIK notes. ASO Lux 3 Sarl, have confirmed they will defer the repayment requirement of the loan notes for a period of not less than 1 year beyond the end of their current term.

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

14. Called up share capital

	2021		2020	
	No.	£	No.	£
At 1 January 2021				
A1 Ordinary Shares - £1 each	3,765,092	3,765,092	3,765,092	3,765,092
A2 Ordinary Shares - £0.001 each	-	-	-	-
Share Premium Account	-	-	-	-
Total at 1 January 2021	3,765,092	3,765,092	3,765,092	3,765,092

Movement in Year

A1 Ordinary Shares - £1 each		-	-	-	-
A2 Ordinary Shares - £0.001 each	Note 16	1,000,000	1,000	-	-
Share Premium Account	Note 16	-	21,595,839	-	-
31 December 2021		1,000,000	21,596,839	-	-

At 31 December 2021

A1 Ordinary Shares - £1 each	3,765,092	3,765,092	3,765,092	3,765,092
A2 Ordinary Shares - £0.001 each	1,000,000	1,000	-	-
Share Premium Account	-	21,595,839	-	-
Total at 31 December 2021	4,765,092	25,361,931	3,765,092	3,765,092

15. Related party transactions

The Company has taken the exemption from the requirement to disclose related party transactions with the Willow Group as permitted by FRS 102 (Section 33) 'Related party disclosures' on the basis that all related party transactions are between members of the group, wholly owned by Willow TopCo Limited. Consolidation financial statements are prepared by Willow TopCo Limited and can be obtained from its registered address being, 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT.

WILLOW HOLDCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

16. Debt and capital restructure

The company agreed a debt and capital restructure with its shareholders and loan note holders at the beginning of October 2021.

This is reflected in the balance sheet at the end of the year.

The effect of this was to reduce the balance owed to loan note holders to £18,000,001 at 01 January 2021. Interest of 10% is accrued for the year, increasing the total loan note liability to £19,800,001 at the end of the year.

	£
Loan notes Balance b/wd from 2020	39,596,840
Loan note reduction	<u>(21,596,839)</u>
Post restructure balance	18,000,001
Interest re current year	<u>1,800,000</u>
Loan notes Balance c/wd at 31 Dec 2021	<u>19,800,001</u>

In recognition of the value forgone, loan note holders were issued with 1,000,000 new A2 Ordinary shares of £0.001 each (£1,000 nominal value) in the same proportion as their loan note holdings. These shares were then acquired by Willow TopCo Limited in exchange for an equal number of new Ordinary D shares in Willow TopCo Limited.

The loan note reduction of £21,596,839 is transferred to Capital and Reserves in accordance with treatment outlined by FRS102, Debt for Equity Swaps. £1,000 represents the nominal value of the share capital issued. The balance of £21,595,839 represents share premium arising on the same share issue (see note 14).

17. Controlling party

The immediate parent undertaking of Willow HoldCo Limited is Willow TopCo Limited. The largest and smallest group that draws up consolidated financial statements including Willow HoldCo Limited is Willow TopCo Limited, a Company registered in England. Copies of its consolidated financial statements can be obtained from 3rd Floor 1 Ashley Road, Altrincham, Cheshire, United Kingdom, WA14 2DT. The ultimate parent undertaking and controlling party of Altrincham, Stirling Ackroyd Surveyors Limited is Alchemy Partners LP Inc., a partnership registered in Guernsey, acting through its general partner Alchemy Partners GP Limited, a company registered in Guernsey.