

---

**TOKYO BIDCO LIMITED**

---

**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2020**

TUESDAY



A11 \*A9VI15Q1\* 05/01/2021 #46  
COMPANIES HOUSE

---

**TOKYO BIDCO LIMITED**

---

**COMPANY INFORMATION**

---

<b>Directors</b>	S A Davey P Jan (appointed 1 July 2020) L A Kingston
<b>Registered number</b>	11331832
<b>Registered office</b>	C/O Harrison Clark Rickerbys Ellenborough House Wellington Street Cheltenham England GL50 1YD
<b>Independent auditor</b>	Nexia Smith & Williamson Chartered Accountants & Statutory Auditor 25 Moorgate London EC2R 6AY

---

**TOKYO BIDCO LIMITED**

---

**CONTENTS**

---

	Page
<b>Strategic Report</b>	1
<b>Directors' Report</b>	2
<b>Directors' Responsibilities Statement</b>	3
<b>Independent Auditor's Report</b>	4 - 6
<b>Statement of Comprehensive Income</b>	7
<b>Balance Sheet</b>	8
<b>Statement of Changes in Equity</b>	9
<b>Notes to the Financial Statements</b>	10 - 21

---

## TOKYO BIDCO LIMITED

---

### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2020

---

#### Introduction

The directors present their Strategic Report for Tokyo Bidco Limited (the "Company") for the year ended 31 March 2020.

#### Background and principal activities

The principal activity of the Company during the year was that of a holding company for the acquisition of businesses predominantly in the Managed Print Services ("MPS") industry. The Company is part of a group of companies headed by Tokyo Topco Limited (hereafter referred to as the "Tokyo Group" or the "Group"). The principal activity of the Group is MPS, being the sale, hire and service of business machines.

#### Business review

The results for the year and the Company's financial position at the end of the year are shown in the attached financial statements on pages 7-9 and following. The Company's loss before tax was £17,308k (2019: £2,750k), and reflected an impairment charge made during the year of £9,613k to the carrying value of investments in subsidiaries and an increase of £4,741k in interest costs as a result of the increase in bank loans and amounts owed to Group undertakings.

During the year the Company completed the acquisitions of five businesses: U.C.O.S. Holdings Limited on 31 May 2019; Condor Office Solutions Ltd on 6 December 2019; Systems Technology (Holdings) Ltd on 11 December 2019; CSL Group Holdings Ltd on 12 December 2019; and McDowell and Co Ltd on 11 March 2020.

The Company provides management services to other group companies along with the appraisal of investment opportunities.

Due to the Company not trading with third party customers in its own right, the directors believe that key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the Group, of which this Company is a part, is discussed in the Tokyo Topco Limited consolidated Annual Report and Financial Statements, which does not form part of this Report.

#### Principal risks and uncertainties

The directors manage the Company's risks at the Group level.

The Company acts as a holding company for acquisitions conducted as part of the M&A strategy of the Group. Acquisition risk relates to the Company's ability to successfully execute and integrate acquisitions. The directors have implemented an M&A framework to help select key targets and is followed by a thorough due diligence process including, but not limited to, financial and legal due diligence all of which are reviewed by the board.

The principal risks and uncertainties of the Group are discussed in the Tokyo Topco Limited consolidated Annual Report and Financial Statements.

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

  
Philip Jan (16 Nov 2020 21:46 GMT)

**P Jan**  
Director

Date: 16/11/2020

---

**TOKYO BIDCO LIMITED**

---

**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 MARCH 2020**

---

The directors present their report and the financial statements for the year ended 31 March 2020.

**Results and dividends**

The loss for the year, after taxation, amounted to £16,281k (2019: loss £2,230k).

The directors do not recommend payment of a dividend (2019: £Nil).

**Directors**

The directors who served during the year were:

S A Davey (appointed 5 April 2019)  
N A Deman (appointed 5 April 2019, resigned 1 July 2020)  
J E D Hill (resigned 5 April 2019)  
L A Kingston

**Disclosure 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**

There have been no significant events affecting the Company since the year end.

**Auditor**

The auditor, Nexia Smith & Williamson, 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.

  
Philip Jan Nov 16, 2020 21:46 GMT

**P Jan**  
Director

Date: 16/11/2020

---

**TOKYO BIDCO LIMITED**

---

**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 MARCH 2020**

---

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 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 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 for the Company's financial statements and then apply them consistently;
- 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 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.

---

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOKYO BIDCO LIMITED**

---

**Opinion**

We have audited the financial statements of Tokyo Bidco Limited (the 'Company') for the year ended 31 March 2020 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the 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 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 2020 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**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the Parent Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Emphasis of matter - impact of COVID-19 on going concern**

We draw attention to note 2.4 of the financial statements, which describes the impact of COVID-19 on the Company. Our opinion is not modified in respect of this matter.

---

---

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOKYO BIDCO LIMITED (CONTINUED)

---

### **Other information**

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

### **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 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 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 Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters where 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.

### **Responsibilities of directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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.



---

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOKYO BIDCO LIMITED (CONTINUED)

---

### **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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **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.

*Nexia Smith & Williamson*

Nicholas Jacques (Senior Statutory Auditor)

for and on behalf of

**Nexia Smith & Williamson**

Chartered Accountants  
Statutory Auditor

25 Moorgate  
London

EC2R 6AY

Date: 17/11/2020

---

**TOKYO BIDCO LIMITED**

---

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2020**

---

		<b>31 March 2020 £000</b>	<i>11 month period ended 31 March 2019 £000</i>
	<b>Note</b>		
Turnover	4	<b>1,195</b>	-
<b>Gross profit</b>		<b>1,195</b>	-
Administrative expenses		<b>(1,515)</b>	<i>(146)</i>
Impairment on investments in subsidiaries	10	<b>(9,613)</b>	-
<b>Operating loss</b>		<b>(9,933)</b>	<i>(146)</i>
Interest receivable and similar income	7	<b>26</b>	56
Interest payable and expenses	8	<b>(7,401)</b>	<i>(2,660)</i>
<b>Loss before tax</b>		<b>(17,308)</b>	<i>(2,750)</i>
Tax on loss	9	<b>1,027</b>	520
<b>Loss for the financial year/period</b>		<b>(16,281)</b>	<i>(2,230)</i>

There was no other comprehensive income for 2020 (*11 month period ended 31 March 2019: £Nil*).

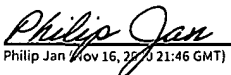
The notes on pages 10 to 21 form part of these financial statements.

**TOKYO BIDCO LIMITED**  
**REGISTERED NUMBER:11331832**

**BALANCE SHEET**  
**AS AT 31 MARCH 2020**

	Note	2020 £000	2019 £000
<b>Fixed assets</b>			
Investments	10	104,377	35,285
		<u>104,377</u>	<u>35,285</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	2,066	563
Cash at bank and in hand	12	9,267	79
		<u>11,333</u>	<u>642</u>
Creditors: amounts falling due within one year	13	(61,121)	(27,526)
<b>Net current liabilities</b>		<u>(49,788)</u>	<u>(26,884)</u>
<b>Total assets less current liabilities</b>		<u>54,589</u>	<u>8,401</u>
Creditors: amounts falling due after more than one year	14	(73,100)	(10,631)
<b>Net liabilities</b>		<u><u>(18,511)</u></u>	<u><u>(2,230)</u></u>
<b>Capital and reserves</b>			
Called up share capital	16	-	-
Retained earnings		(18,511)	(2,230)
<b>Shareholders' deficit</b>		<u><u>(18,511)</u></u>	<u><u>(2,230)</u></u>

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

  
Philip Jan (Nov 16, 2020 21:46 GMT)

**P Jan**  
Director

Date: 16/11/2020

The notes on pages 10 to 21 form part of these financial statements.

---

**TOKYO BIDCO LIMITED**

---

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2020**

---

	Called up share capital £000	Retained earnings £000	Total equity £000
<b>At 26 April 2018</b>	-	-	-
<b>Comprehensive income for the period</b>			
Loss for the period	-	(2,230)	(2,230)
<b>At 1 April 2019</b>	-	(2,230)	(2,230)
<b>Comprehensive income for the year</b>			
Loss for the year	-	(16,281)	(16,281)
<b>At 31 March 2020</b>	-	(18,511)	(18,511)

---

## TOKYO BIDCO LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

---

#### 1. General information

Tokyo Bidco Limited is a private company, limited by shares, domiciled and incorporated in England and Wales (registered number: 11331832). The registered office address is C/O Harrison Clark Rickerbys, Ellenborough House, Wellington Street, Cheltenham, England, GL50 1YD.

The Company's functional and presentational currency is GBP.

#### 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 following principal accounting policies have been applied:

##### 2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Tokyo Topco Limited as at 31 March 2020 and these financial statements may be obtained from Companies House.

##### 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 its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

---

## TOKYO BIDCO LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020

---

## 2. Accounting policies (continued)

### 2.4 Going concern

The Company is a subsidiary of and part of a group of companies headed by Tokyo Topco Limited. Tokyo Topco Limited and its subsidiaries are hereafter referred to the "Tokyo Group" or the "Group".

The Company meets its day to day working capital requirements through its own cash balances and from funding from the Group. The Company has received written confirmation from Tokyo Topco Limited that it will continue to provide financial support, for a period of at least twelve months from the date of signing these financial statements.

The Group's directors have assessed the impact of the principal risks and uncertainties brought about by the current economic environment, and have reviewed the Group's forecast cash flows, liquidity and borrowing facilities which were stress-tested for plausible downside scenarios as a result of the COVID-19 pandemic. These demonstrate that the Group has sufficient cash reserves and available headroom under its borrowing facilities to pay all debts as they fall due for a period of at least twelve months from the date of signing these financial statements.

As such the directors believe that the Company will have adequate resources to continue to operate for the foreseeable future. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing these financial statements

### 2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

#### Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue 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; and
- the costs incurred and the costs to complete the contract can be measured reliably.

### 2.6 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

### 2.7 Finance costs

Finance costs 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.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**2. Accounting policies (continued)**

**2.8 Borrowing costs**

Costs incurred in relation to a business combination are capitalised as part of the cost of investment where the costs are directly attributable to the acquisition.

Borrowing costs which are directly attributable to the issuance of debt are recognised as debt issue costs and amortised over the term of the debt.

Any costs which are incurred both for the issuance of debt and as part of the cost acquisition, but are not directly and wholly attributable to one or the other, are recognised based on a reasonable allocation between the cost of investment and borrowing costs. If recognised as borrowing costs, they are subsequently amortised over the term of the debt.

Where the costs do not relate to either the cost of the acquisition or the issuance of debt, they are expensed as incurred.

**2.9 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.10 Financial instruments**

Financial assets and financial liabilities are recognised in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured at initial recognition at transaction price. Debtors and creditors are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the Company will not be able to collect all amounts due.

Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at bank, short-term bank deposits with an original maturity of three months or less and bank overdrafts which are an integral part of the Company's cash management.

Financial liabilities and equity instruments issued by the Company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**2. Accounting policies (continued)**

**2.11 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 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.

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

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

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

*Impairment of fixed asset investments*

Determining whether investments in subsidiaries are impaired requires an estimation of the value in use of the applicable cash generating unit ("CGU"). The value in use calculation requires an estimation of the future cashflows expected to arise from the CGU and a suitable discount rate in order to calculate the present value. The value in use enables an estimate to be made on whether or not there has been any impairment and the extent to which the investment is impaired. The carrying amount of investments is shown in note 10.

*Financial instruments classification*

The classification of financial instruments as "basic" or "other" requires judgement as to whether all the applicable conditions for classification as basic are met. This includes consideration of the form of the instrument and its return.



---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**4. Turnover**

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

	<b>31 March 2020 £000</b>	<i>11 month period ended 31 March 2019 £000</i>
Management charge	<b>1,195</b>	-

All turnover arose within the United Kingdom.

**5. Auditor's remuneration**

Fees for the Company's statutory audit and other fees payable to the Company's auditor are incurred by DMC Business Machines Limited, a fellow group company. Full details of auditor's remuneration is disclosed in the consolidated accounts of Tokyo Topco Limited.

**6. Employees**

The average monthly number of employees during the year was 13 (2019: 11).

**7. Interest receivable**

	<b>31 March 2020 £000</b>	<i>11 month period ended 31 March 2019 £000</i>
Interest receivable from group companies	<b>26</b>	56

**8. Interest payable and similar expenses**

	<b>31 March 2020 £000</b>	<i>11 month period ended 31 March 2019 £000</i>
Bank overdrafts and loans	<b>4,246</b>	833
Loans from group undertakings	<b>3,155</b>	1,827
	<b>7,401</b>	2,660

---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**9. Taxation**

	<b>31 March 2020 £000</b>	<i>11 month period ended 31 March 2019 £000</i>
<b>Corporation tax</b>		
Current tax on losses for the year/period	(1,027)	(520)
<b>Total current tax</b>	<u>(1,027)</u>	<u>(520)</u>

**Factors affecting tax credit for the year/period**

The tax assessed for the year/period is lower than (2019: *lower than*) the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	<b>31 March 2020 £000</b>	<i>11 month period ended 31 March 2019 £000</i>
Loss on ordinary activities before tax	<u>(17,308)</u>	<u>(2,750)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	(3,289)	(523)
<b>Effects of:</b>		
Expenses not deductible	1,834	3
Adjustments to tax charge in respect of prior periods	55	-
Deferred tax not recognised	440	-
Group relief	(67)	-
<b>Total tax credit for the year/period</b>	<u>(1,027)</u>	<u>(520)</u>

---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**10. Fixed asset investments**

	<b>Investments in subsidiary companies £000</b>
<b>Cost or valuation</b>	
At 1 April 2019	<b>35,285</b>
Additions	<b>78,705</b>
At 31 March 2020	<b>113,990</b>
<b>Impairment</b>	
Charge for the period	<b>9,613</b>
At 31 March 2020	<b>9,613</b>
<b>Net book value</b>	
At 31 March 2020	<b>104,377</b>
At 31 March 2019	<b>35,285</b>

On 31 May 2019, the Company obtained control of U.C.O.S Holdings Limited and its subsidiaries through the purchase of 100% of the share capital of that company. The total consideration was £22,110k, made up of cash of £18,528k and the issue of loan notes of £3,582k which were subsequently passed up via the intercompany account and converted into B Ordinary shares in Tokyo Topco Limited for £15k and C Preference shares in Tokyo Topco Limited for £3,567k.

On 6 December 2019, the Company obtained control of Condor Office Solutions Limited through the purchase of 100% of the share capital of that company. The total consideration was £16,845k, made up of cash of £15,345k and deferred contingent consideration of £1,500k.

On 11 December 2019, the Company obtained control of Systems Technology (Holdings) Limited and its subsidiaries through the purchase of 100% of the share capital of that company. The total consideration was £18,192k, made up of cash of £16,692k and the issue of loan notes of £1,500k, which were passed up via the intercompany account and converted into C Preference shares in Tokyo Topco Limited for £1,500k.

On 12 December 2019, the Company obtained control of CSL Group Holdings Limited and its subsidiaries through the purchase of 100% of the share capital of that company. The total consideration was £19,754k, made up of cash of £18,754k and the issue of loan notes of £1,000k which were passed up via the intercompany account and converted into D Preference shares in Tokyo Topco Limited for £1,000k.

On 11 March 2020, the Company obtained control of McDowell & Co Limited through the purchase of 100% of the share capital of that company. The total cash consideration was £1,812k.

---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**10. Fixed asset investments (continued)**

**Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Registered office</b>	<b>Principal activity</b>	<b>Class of shares</b>	<b>Holding</b>
DMC Business Machines Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Supply and maintenance of office machines	Ordinary, Ordinary D	100%
Canotec South West Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Supply and maintenance of office machines	Ordinary A	100%
Faverglen Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Holding company	Ordinary	100%
Buscom Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Dormant	Ordinary	100%
Canotec Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Dormant	Ordinary	100%
DMC Technologies Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	IT & other telecommunications	Ordinary A, B and C	100%
Hobbs Parker 2000 Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Other telecommunications activities	Ordinary A & B	100%
First Office Holdings Limited	Kings Parade, Lower Coombe Street, Croydon, CR0 1AA	Holding company	Ordinary	100%
Systems Technology (Holdings) Limited	41 Riverside Phase II, Sir Thomas Longley Road, Medway City Estate, Rochester, Kent, ME2 4DP	Holding company	Ordinary A & B	100%
Systems Technology (S.E.) Limited	41 Riverside Phase II, Sir Thomas Longley Road, Medway, City Estate, Rochester, Kent, ME2 4DP	Supply and maintenance of office machines	Ordinary A & B	100%
Systems Support UK Limited	41 Riverside Phase II, Sir Thomas Longley Road, Medway, City Estate, Rochester, Kent, ME2 4DP	Supply and maintenance of office machines	Ordinary	100%
Condor Office Solutions Limited	1st Floor Chilworth Point, 1 Chilworth Road, Southampton, Hampshire, SO16 7JQ	Supply and maintenance of office machines	Ordinary	100%
CSL Group Holdings Limited	28-34 Hinckley Road, Leicester, United Kingdom, LE3 0RA	Holding company	Ordinary A & B	100%

---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**10. Fixed asset investments (continued)**

**Subsidiary undertakings (continued)**

<b>Name</b>	<b>Registered office</b>	<b>Principal activity</b>	<b>Class of shares</b>	<b>Holding</b>
CSL Business Machines Limited	28-34 Hinckley Road, Leicester, United Kingdom, LE3 0RA	Supply and maintenance of office machines	Ordinary	100%
Derby Office Machines Limited	28-34 Hinckley Road, Leicester, United Kingdom, LE3 0RA	Dormant	Ordinary	100%
Total Office Maintenance Limited	28-34 Hinckley Road, Leicester, United Kingdom, LE3 0RA	Dormant	Ordinary	100%
Copying Services (Leicester) Limited	28-34 Hinckley Road, Leicester, United Kingdom, LE3 0RA	Dormant	Ordinary	100%
CSL Nottingham Limited	28-34 Hinckley Road, Leicester, United Kingdom, LE3 0RA	Dormant	Ordinary	100%
U.C.O.S. Holdings Limited	Meadow Court, Dukesway, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0PZ	Holding company	Ordinary	100%
United Carlton Office Systems Limited	Meadow Court, Dukesway, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0PZ	Supply and maintenance of office machines	Ordinary	100%
United Carlton Digital Solutions Limited	Meadow Court, Dukesway, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0PZ	Supply and maintenance of office machines	Ordinary	100%
United Carlton Office Solutions Limited	Meadow Court, Dukesway, Team Valley Trading Estate, Gateshead, Tyne and Wear, NE11 0PZ	Supply and maintenance of office machines	Ordinary	100%
McDowell & Co Limited	Clarke Nicklin House, Brooks Drive, Cheadle Royal Business Park, Cheadle, Cheshire, SK8 3TD	Supply and maintenance of office machines	Ordinary & Ordinary A	100%

---

TOKYO BIDCO LIMITED

---

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020

---

11. Debtors

	2020 £000	<i>As restated</i> 2019 £000
Amounts owed by group undertakings	1,690	520
Other debtors	336	8
Prepayments and accrued income	40	35
	<u>2,066</u>	<u>563</u>

In the prior year, losses were surrendered by the Company to other group undertakings. As such the prior year has been restated to reclassify £520k from corporation tax debtor to amounts owed by group undertakings.

12. Cash and cash equivalents

	2020 £000	2019 £000
Cash at bank and in hand	<u>9,267</u>	<u>79</u>

13. Creditors: Amounts falling due within one year

	2020 £000	2019 £000
Bank loans	5,000	-
Trade creditors	199	-
Amounts owed to group undertakings	54,195	27,389
Other creditors	1,500	-
Accruals	227	137
	<u>61,121</u>	<u>27,526</u>

---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**14. Creditors: Amounts falling due after more than one year**

	<b>2020</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>
Bank loans	<b>73,100</b>	<b>10,631</b>

During the year, the Company repaid in full its previous term bank loan and entered into a new senior facility agreement. The new senior bank loans comprise £77.1m of term loans and a £5.0m revolving credit facility, net of debt issue costs which are amortised over the term of the loans, and are secured by a debenture over the assets of the Group and a legal mortgage over the Group's properties. The term loans are repayable by 6th December 2025. Interest is payable at the rate of LIBOR plus a margin percentage which is currently at 4.5% for term loans and 4.0% for the Group's revolving credit facility. The margin is adjusted based on leverage and ranges between 3.25% to 4.5%. See note 15 for more detail.

**15. Loans**

Analysis of the maturity of loans is given below:

	<b>2020</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>
<b>Amounts falling due within one year</b>		
Bank loans	<b>5,000</b>	-
<b>Amounts falling due after more than 5 years</b>		
Bank loans	<b>73,100</b>	<b>10,631</b>
	<b>78,100</b>	<b>10,631</b>

**16. Share capital**

	<b>2020</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>
<b>Allotted, called up and fully paid</b>		
1 Ordinary share of £1.00	-	-

**17. Contingent liabilities**

During the year, the Group entered into a new senior loan facility agreement, which is secured by a debenture over the assets of the Group and a legal mortgage over the Group's properties. The Company has entered into a cross-guarantee of the loan facility. The loan balances outstanding under the Group's loan facility at 31 March 2020 were £82.1m.

---

**TOKYO BIDCO LIMITED**

---

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2020**

---

**18. Related party transactions**

The Company has taken advantage of the exemption in FRS 102 Section 33.1A to not disclose transactions with wholly owned group entities.

During the year costs were incurred with an indirect shareholder of the Company totalling £163k (*11 month period ended 31 March 2019: £602k*). Part of the costs incurred relate to the issue of debt and equity instruments during the period. Those costs have been amortised over the expected useful life to which the instruments relate.

**19. Controlling party**

The immediate parent undertaking is Tokyo Midco Limited, a company registered in England and Wales.

The ultimate parent undertaking and ultimate controlling party is Horizon Capital LLP, a Limited Liability Partnership registered in England and Wales.

The largest and smallest group of undertakings for which group accounts for the year ending 31 March 2020 have been drawn up, is that headed by Tokyo Topco Limited. Copies of the Group accounts are available from Companies House.