

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021
FOR
CODERE FINANCE 2 (UK) LIMITED

Fuller & Roper Limited
Chartered Accountants and Statutory Auditors
12 Old Mills Industrial Estate
Paulton
BS39 7SU

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FOR THE YEAR ENDED 31 DECEMBER 2021**

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CODERE FINANCE 2 (UK) LIMITED
COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2021

Director: Mr C Bell

Secretary: Vistra Cosec Limited

Registered office: Suite 1, 7th Floor
50 Broadway
London
SW1H 0BL

Registered number: 12748135 (England and Wales)

Auditors: Fuller & Roper Limited
Chartered Accountants and Statutory Auditors
12 Old Mills Industrial Estate
Paulton
BS39 7SU

BALANCE SHEET
31 DECEMBER 2021

	Notes	31.12.21 £	31.12.20 £
CURRENT ASSETS			
Debtors	4	1,200	47,670
Cash at bank		<u>17,377</u>	<u>-</u>
		18,577	47,670
CREDITORS			
Amounts falling due within one year	5	<u>(143,045)</u>	<u>(787,841)</u>
NET CURRENT LIABILITIES		<u>(124,468)</u>	<u>(740,171)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(124,468)</u>	<u>(740,171)</u>
CAPITAL AND RESERVES			
Called up share capital	6	100	100
Retained earnings		<u>(124,568)</u>	<u>(740,271)</u>
SHAREHOLDERS' FUNDS		<u>(124,468)</u>	<u>(740,171)</u>

The financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the director and authorised for issue on 30 September 2022 and were signed by:

Mr C Bell - Director

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

1. STATUTORY INFORMATION

Codere Finance 2 (UK) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Basic financial liabilities

Basic financial liabilities, including creditors, and loans from fellow group companies are initially recognised at transaction price.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are initially recognised at transaction price.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Going concern

The company is reliant on group entities providing the finance necessary for it to meet its obligations as they fall due. The directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The directors have also obtained a support letter from the parent company providing support for a period of at least 12 months from the date of approval of these financial statements. The directors therefore continue to adopt the going concern basis of accounting in preparing these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2021**

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 2 (2020 - NIL).

4. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.21	31.12.20
	£	£
Other debtors	-	47,670
Prepayments	1,200	-
	<u>1,200</u>	<u>47,670</u>

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.21	31.12.20
	£	£
Trade creditors	4,545	13,272
Amounts owed to group undertakings	-	768,809
Accrued expenses	138,500	5,760
	<u>143,045</u>	<u>787,841</u>

6. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.12.21	31.12.20
			£	£
100	Ordinary	£ 1	<u>100</u>	<u>100</u>

7. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Report of the Auditors was unqualified.

Simon Roper (Senior Statutory Auditor)
for and on behalf of Fuller & Roper Limited

Material uncertainty related to going concern

We draw attention to note 2 to the financial statements which indicates that the company is reliant on group entities to provide the finance necessary for it to meet its obligations as they fall due. The directors have a reasonable expectation that the group has adequate resources to continue in operation existence for the foreseeable future. As stated in note 2, the events and conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

8. RELATED PARTY DISCLOSURES

During the year, an intercompany loan of £862,368 due to Codere S.A. has been repaid on behalf of the company by Codere Newco S.A.U., another group company.

The amount of £2,065,897 owed to Codere Newco S.A.U. at year end has been written off.

9. ULTIMATE CONTROLLING PARTY

During the year, the company's immediate parent changed from Codere Luxembourg 2 S.à.r.l. to Codere Luxembourg 3 S.à.r.l.

The ultimate controlling party is considered to be Codere New Topco S.A., a company incorporated in Luxembourg.

10. COMMITMENTS AND GUARANTEES

The company is party to a guarantee agreement alongside several group entities in relation to €481,959,000 of bonds due in 2026 and €133,337,00 and \$80,715,642 due in 2027, which have been issued by Codere Finance 2 Luxembourg S.à.r.l. The company is a co-guarantor of the bonds and has pledged its shares in favour of the bondholders as part of this arrangement.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.