
LETO 2021 MIDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2021

FRIDAY



ABDNBEBS

A22

30/09/2022

#386

COMPANIES HOUSE

LETO 2021 MIDCO LIMITED

COMPANY INFORMATION

Directors	R J Harvey (appointed 28 May 2021) M Kerins (appointed 6 January 2021) C Smith (appointed 18 December 2021)
Registered number	13118178
Registered office	3rd Floor 22 Cross Keys Close London W1U 2DW
Independent auditor	Rawlinson & Hunter Audit LLP Chartered Accountants & Statutory Auditor Eighth Floor 6 New Street Square New Fetter Lane London EC4A 3AQ

LETO 2021 MIDCO LIMITED

CONTENTS

	Page
Strategic report	1
Directors' report	2 - 3
Independent auditor's report	4 - 7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11 - 17

LETO 2021 MIDCO LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2021

Introduction

The directors present their Annual Report, consisting of the Strategic Report and the Directors' Report, and the audited financial statements of Leto 2021 Midco Limited ("the company") for the period from incorporation on 6 January 2021 to 31 December 2021.

Business review

The company is an investment holding company. During the period it acquired the entire share capital of Leto 2021 Subco Limited. At the period end, the company reported a profit of £225,099 and had net assets of £25,101 following the declaration of a dividend during the period of £200,000.

Principal risks and uncertainties

As an investment holding company, the principal risk that the company is exposed to is the recoverability of its investment and debtor values. The directors carry out annual impairment reviews of these assets and regular performance reviews of the underlying businesses.

The credit, liquidity and cash flow risks are managed on a group-wide basis. Due to the limited level of activity of the company, these risks are considered to be low.

Going concern

The financial statements have been prepared on a going concern basis due to the continuing financial support provided by entities within the group to meet its liabilities as they fall due.

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the company.

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



R J Harvey
Director

Date: 28/09/2022

LETO 2021 MIDCO LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2021

The directors present their audited report and the financial statements of the company for the period from incorporation on 6 January 2021 to 31 December 2021.

Directors' responsibilities statement

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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

Results and dividends

The profit for the period, after taxation, amounted to £225,099.

During the period a dividend was paid at a rate of £100,000 per Ordinary share. The directors to not propose a final dividend.

Directors

The directors who served during the period were:

R J Harvey (appointed 28 May 2021)
M Kerins (appointed 6 January 2021)
S Pattni (appointed 14 December 2021, resigned 15 August 2022)
C Smith (appointed 18 December 2021)
A Thaper (appointed 6 January 2021, resigned 18 December 2021)
P Vongkusolkrit (appointed 6 January 2021, resigned 14 December 2021)

Future developments

There are no planned changes to the operations of the business.

LETO 2021 MIDCO LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2021**

Matters covered in the strategic report

The directors assessment of the company's principal risks and uncertainties and financial risk management is set out in the Strategic Report.

Post balance sheet events

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

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.

Auditor

Under section 487(2) of the Companies Act 2006, Rawlinson & Hunter Audit LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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



R J Harvey
Director

Date: 28/09/2022

LETO 2021 MIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LETO 2021 MIDCO LIMITED

Opinion

We have audited the financial statements of Leto 2021 Midco Limited ("the company") for the period ended 31 December 2021, which comprise the Statement of comprehensive income, 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 profit for the period 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 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.

LETO 2021 MIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LETO 2021 MIDCO 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 contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 period 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 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.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 2, 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 LETO 2021 MIDCO 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.

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

Our assessment of the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur, is considered to be low. This conclusion was reached after the consideration of the following:

- due to the relatively simple business model and low volume of transactions in the company, there are comparatively few unexpected fluctuations in the reported results and balances and any such unexpected items would be specifically enquired into by us; and
- there are a number of individuals which comprise "management" and therefore there is no single individual who is likely to be able to override controls to effect a fraud.

We designed our audit procedures to respond to identified audit risks, including non-compliance with laws and regulations (irregularities) that are material to the financial statements. Some of the specific procedures performed to detect irregularities, including fraud, are detailed below:

- the review of control accounts and journal entries for large, unusual or unauthorised entries;
- the analytical review of the detailed Statement of Comprehensive Income for variances that are either unexpected or considered not to be in accordance with our understanding of the business during the year;
- obtaining and reviewing for completeness a list of entities and persons considered to be related parties (as defined by Financial Reporting Standard 102) and reviewing the ledgers of the company for previously unreported related party transactions;
- the review of accounting estimates made by the directors for evidence of management bias;
- the review of transactions and journals for any indication of fraud or management override; and
- assessing the appropriateness and assumptions on which projections have been prepared by the directors and on which they have based their going concern assessment.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves 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 Auditor's report.

LETO 2021 MIDCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LETO 2021 MIDCO 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.

Rawlinson & Hunter Audit LLP

Kulwarn Nagra (Senior statutory auditor)

for and on behalf of

Rawlinson & Hunter Audit LLP

Chartered Accountants
Statutory Auditor

Eighth Floor
6 New Street Square
New Fetter Lane
London
EC4A 3AQ

Date:

28 September 2022

LETO 2021 MIDCO LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2021

	Note	Period ended 31 December 2021 £
Turnover	3	765,000
Gross profit		<u>765,000</u>
Interest payable and similar expenses	6	(539,901)
Profit before tax		<u>225,099</u>
Tax on profit	7	-
Profit for the financial period		<u><u>225,099</u></u>

There were no recognised gains and losses for 2021 other than those included in the statement of comprehensive income.

The notes on pages 11 to 17 form part of these financial statements.

LETO 2021 MIDCO LIMITED
REGISTERED NUMBER: 13118178

BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note	2021 £
Fixed assets		
Investments	9	2
		<u>2</u>
Current assets		
Debtors: amounts falling due within one year	10	16,109,998
		<u>16,109,998</u>
Creditors: amounts falling due within one year	11	(16,084,899)
		<u>(16,084,899)</u>
Net current assets		25,099
Total assets less current liabilities		<u>25,101</u>
Net assets		<u>25,101</u>
Capital and reserves		
Called up share capital	12	-
Share premium account	12	2
Profit and loss account		25,099
		<u>25,101</u>

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



R J Harvey
Director

Date: 28 SEP 2022

The notes on pages 11 to 17 form part of these financial statements.

LETO 2021 MIDCO LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2021

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
Comprehensive income for the period				
Profit for the period	-	-	225,099	225,099
Dividends: Equity capital (Note 8)	-	-	(200,000)	(200,000)
Shares issued on incorporation (Note 12)	-	2	-	2
At 31 December 2021	<u>-</u>	<u>2</u>	<u>25,099</u>	<u>25,101</u>

The notes on pages 11 to 17 form part of these financial statements.

LETO 2021 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2021

1. General information

Leto 2021 Midco Limited ("the company") is a wholly-owned subsidiary of Leto 2021 Topco Limited, and serves as an investment holding vehicle. The company is a private company limited by shares and incorporated in England & Wales. The address of the registered office is 3rd Floor, 22 Cross Keys Close, London W1U 2DW.

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.

FRS 102 allows a qualifying entity certain disclosure exemptions. Exemptions under FRS 102 paragraph 1.12 that have been applied include the presentation of a cash flow statement and certain financial instruments.

The following principal accounting policies have been applied:

2.2 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 UK law and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.3 Going concern

The financial statements have been prepared on a going concern basis due to the continuing financial support provided by entities within the group to meet its liabilities as they fall due.

2.4 Revenue

Revenue relates to dividends receivable and is recognised when the company has a legal entitlement to receive dividends declared from its investments.

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.

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

2. Accounting policies (continued)

2.6 Taxation

Tax is recognised in profit or 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.

2.7 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

At each reporting date the directors assess whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to see and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

2.8 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.

2.9 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.

2.10 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

LETO 2021 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021

2. Accounting policies (continued)

2.11 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

3. Dividends receivable

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

	Period ended 31 December 2021 £
Dividends receivable from subsidiary undertaking	765,000
	<u>765,000</u>

All turnover arose within the United Kingdom.

4. Auditor's remuneration

Fees payable to the company's auditor for the audit of the company's annual financial statements have been borne by E-Zec Medical Transport Services Limited, an indirect subsidiary undertaking.

5. Employees

The average monthly number of employees, including directors, during the period was 4.

6. Interest payable and similar expenses

	Period ended 31 December 2021 £
Other loan interest payable (Note 11)	539,901
	<u>539,901</u>

LETO 2021 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021

7. Taxation

	Period ended 31 December 2021 £
Total current tax	-
Deferred tax	
Total deferred tax	-
Taxation on profit on ordinary activities	-

Factors affecting tax charge for the period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 19%. The differences are explained below:

	Period ended 31 December 2021 £
Profit on ordinary activities before tax	225,099
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	42,769
Effects of:	
Non-taxable income - dividend from UK company	(145,350)
Group relief	102,581
Total tax charge for the period	-

Factors that may affect future tax charges

There are no factors that may affect future tax charges.

LETO 2021 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021

8. Dividends

	2021 £
Dividend	200,000
	<u>200,000</u>

During the period a dividend was declared at a rate of £100,000 per Ordinary share.

9. Fixed asset investments

	Investments in subsidiary companies £
Cost	
Additions	2
At 31 December 2021	<u>2</u>

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
Leto 2021 Subco Limited	3rd Floor, 22 Cross KeysClose, London W1U2DW	Ordinary	100%
Leto 2021 Bidco Limited*	3rd Floor, 22 Cross KeysClose, London W1U2DW	Ordinary	100%
E-Zec Holdings Limited*	Terminal Building, Redhill Aerodrome, Surrey RH1 5YP	Ordinary	100%
E-Zec Medical Transport Services Limited*	Terminal Building, Redhill Aerodrome, Surrey RH1 5YP	Ordinary	100%

* Indirect holdings

LETO 2021 MIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021

10. Debtors

	2021 £
Amounts owed by group undertakings	16,109,998
	<u>16,109,998</u>

Amounts owed by group undertakings are interest free and repayable on demand.

11. Creditors: Amounts falling due within one year

	2021 £
Other loans (refer below)	7,439,901
Amounts owed to group undertakings	8,644,998
	<u>16,084,899</u>

During the period the company issued £6,900,000 Series A Loan Notes. These Loan Notes are unsecured, attract interest at 12% and were repayable in May 2022. Interest accrued in the period was £539,901. In 2022 the Series A Loan Notes and interest were rolled into new Series A2 Loan Notes, repayable in May 2023.

Amounts owed to group undertakings are interest free and repayable on demand.

12. Share capital

	2021 £
Allotted, called up and fully paid	
2 Ordinary shares of £0.01 each	-
	<u>-</u>

On incorporation the company issued 2 Ordinary shares to its immediate parent undertaking, Leto 2021 Topco Limited, for a total consideration of £2.

13. Related party transactions

In accordance with FRS 102, the company is exempt from the requirement to disclose the transactions with other wholly owned subsidiary undertakings of the same wholly owned group, headed by Leto 2021 Topco Limited.

LETO 2021 MIDCO LIMITED

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

14. Controlling party

Leto 2021 Midco Limited is a 100% subsidiary of Leto 2021 Topco Limited, which is registered in England and Wales.

Leto 2021 Topco Limited is the ultimate parent undertaking and the smallest and largest group to consolidate these financial statements. The registered office of Leto 2021 Topco Limited is 3rd Floor 22 Cross Keys Close, London, United Kingdom, W1U 2DW.

The ultimate controlling party is considered to be Cairngorm Capital Partners LLP.