

TD Treasury UK Ltd

**Directors' report and financial statements
for the period ended 30 November 2021**



TD Treasury UK Ltd

Company information

Directors

K Allgire
A Gass
S Nolan
S Philp
S Walker

Registered number

13600408

Registered office

Maplewood Crockford Lane
Chineham Park
Chineham
Basingstoke
Hampshire
RG24 8YB

Independent auditor

KPMG LLP
2 Forbury Place
33 Forbury Road
Reading
Berkshire
RG1 3AD

TD Treasury UK Ltd

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TD Treasury UK Ltd

Directors' report for the period ended 30 November 2021

The directors present their report and the audited financial statements of the company for the period from the date of incorporation on 3 September 2021 to 30 November 2021.

Principal activity and review of business

The principal activity of the company is that of a finance and investment holding company within the TD SYNEX group.

The company was incorporated on 3 September 2021 and on that date issued one ordinary share of \$1 which was fully paid.

In November 2021, under a tripartite agreement, the company acquired receivables of \$1,604,566,000 due from Tech Data Corporation, with the company issuing 1,604,565,943 ordinary shares of \$1 each to TD Funding UK Limited as consideration.

In November 2021, the company acquired 24.96% of the issued share capital of Tech Data Holdings SRL, a company registered in Barbados, for consideration of \$52,418,000, which was satisfied by transferring a \$52,418,000 receivable to Tech Data Global Holding Inc..

In November 2021, the company received a distribution in specie of an intra-group receivable of \$52,137,000 from Tech Data Holdings SRL. The distribution in specie of the intercompany loan receivable has been considered by the directors to represent a return of capital as the investment in Tech Data Holdings SRL and the subsequent distribution from Tech Data Holdings SRL of an amount substantially equivalent to that initial investment are linked transactions within a single restructuring of the group. Accordingly, the profit and loss account does not separately present an impairment of investment nor distribution received.

Results and dividends

The company's results for the financial period are set out in the income statement on page 9. The profit for the period, after taxation, amounted to \$3,212,000.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Subsequent events

There have been no significant events after the statement of financial position date.

Future developments

The directors expect the company to continue to act as a finance and investment holding company within the TD SYNEX group.

Directors

The directors who held office during the period and up to the date of signing the financial statements, unless otherwise indicated, were as follows:

K Allgire	(appointed 3 September 2021)
A Gass	(appointed 3 September 2021)
S Nolan	(appointed 3 September 2021)
S Philp	(appointed 3 September 2021)
S Walker	(appointed 3 September 2021)

TD Treasury UK Ltd

Directors' report (continued) for the period ended 30 November 2021

Going concern

COVID-19 has not had a significant negative impact on the company in order to affect its going concern. At the reporting date, the company has net current assets of \$3,212,000. The technology sector has remained robust during the pandemic and thus the group's forecasts remain optimistic. The group, of which the company is part, continues to achieve cost saving efficiencies within its distribution channels while investing and innovating within the technology sector to provide market leading solutions for its customers.

The directors have been monitoring the turmoil in the markets following recent political and economic events. Interest rates on intercompany loan notes are fixed rates. The in-house bank borrowings are on overnight rates but there are no significant borrowings currently or expected. Furthermore, due to the company structure, entities can depend on subsidiary earnings and with the centralised treasury function, the group is pooling funds which minimises the reliance on external borrowings. The falling pound versus the US dollar will affect the USD trading for the UK entities however, this is mitigated by the foreign exchange policy to hedge with forward contracts all specific foreign currency deals over £50,000 with a general hedge for all deals falling below this threshold.

Furthermore, TD SYNEX Corporation confirmed that it will provide financial support for a period of at least 12 months after the date of signing these financial statements. The directors have considered the likelihood of downside scenarios which would impact TD SYNEX Corporation's ability to support its subsidiaries and consider this to be remote. The directors are satisfied the parent company has the ability to provide support as they have assessed the financial position of the parent and consider it strong enough to provide support.

There are no plans to fundamentally change the nature of the entity or cease its operations as part of the TD SYNEX group of companies. The directors therefore consider that it is appropriate to prepare these financial statements on a going concern basis.

Principal risks and uncertainties

The principal risks and uncertainties are that the investments underperform and do not provide sufficient income to cover the company's short term liabilities as they fall due. The company therefore relies upon the ongoing support of its parent company, TD SYNEX Corporation. There is a risk that if the value of underlying investments falls below carrying value that these assets may be impaired, resulting in a charge through the income statement.

The following risks also apply to the company:

Interest rate risk

The company's principal financial instrument comprises loans to fellow group undertakings to provide finance income for its operation. The main risk arising from the company's financial instrument is interest rate risk. The company monitors the level of borrowings to fellow group undertakings and related finance income recognising that interest rates are subject to fluctuations.

Liquidity risk

Liquidity risk is the risk that the company will encounter in realising assets or otherwise raising funds. The company's principal financial asset is loans to group undertakings. Given TD SYNEX Corporation has indicated its intention to make available funds as needed and considering the counter parties involved, the directors do not consider there to be significant liquidity risk.

TD Treasury UK Ltd

**Directors' report (continued)
for the period ended 30 November 2021**

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

On 15 July 2022, the company appointed KPMG LLP as auditor.

KPMG LLP is deemed to be reappointed under Section 487(2) of the Companies Act 2006.

Small companies exemption

The directors have taken advantage of the small companies exemption provided by Section 414B of the Companies Act 2006 and have not prepared a strategic report.

This report was approved by the Board and signed on its behalf by:

DocuSigned by:
S Philp
Director
Steve Philp
4B770D528853448...

Maplewood Crockford Lane
Chineham Park
Chineham
Basingstoke
Hampshire
RG1 3YB

Date: Oct. 31, 2022 2022

TD Treasury UK Ltd

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs 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 and then apply them consistently;
- make judgements 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;
- assess the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of TD Treasury UK Ltd

Opinion

We have audited the financial statements of TD Treasury UK Limited (the 'company') for the period ended 30 November 2021, which comprise the Income statement, the Statement of financial position, the Statement of changes in equity and the related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2021 and of its profit for the period then ended;
- have been properly prepared in accordance with UK Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Independent auditor's report to the members of TD Treasury UK Ltd (continued)

Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of directors and inspection of policy documentation as to the company's policies and procedures to prevent and detect fraud as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.
- reading Board minutes.
- using analytical procedures to identify any unusual or unexpected relationships.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries.

We did not identify any additional fraud risks.

In determining the audit procedures, we took into account the results of our evaluation of the design effectiveness of the company-wide fraud risk management controls. We performed procedures including agreeing accounting entries in the period to supporting documentation.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Independent auditor's report to the members of TD Treasury UK Ltd (continued)

Directors' report

The directors are responsible for the Directors' report. Our opinion on the financial statements does not cover this report and we do not express an audit opinion thereon.

Our responsibility is to read the Directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the Directors' report;
- in our opinion the information given in this report for the financial year is consistent with the financial statements; and
- in our opinion this report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

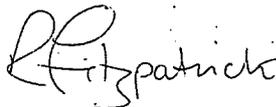
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Independent auditor's report to the members of TD Treasury UK Ltd (continued)

The purpose of our audit work and to whom we owe our responsibilities

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.



**Robert Fitzpatrick (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants**

2 Forbury Place
33 Forbury Road
Reading
Berkshire
RG1 3AD
Date:

31 October 2022

TD Treasury UK Ltd**Income statement
for the period ended 30 November 2021**

	Note	3 September 2021 to 30 November 2021 \$000
Interest receivable and similar income	7	3,965
Profit before taxation		<u>3,965</u>
Tax on profit	8	(753)
Profit for the financial period		<u><u>3,212</u></u>

There were no recognised gains and losses for the above financial period other than those presented in the income statement above. Accordingly, no statement of other comprehensive income has been presented.

The company's results are derived from continuing operations.

The notes on pages 12 to 20 form an integral part of these financial statements.

TD Treasury UK Ltd

Registered number: 13600408

Statement of financial position
as at 30 November 2021

	Note	2021 \$000	2021 \$000
Fixed assets			
Investments	9		281
			<u>281</u>
Current assets			
Debtors: due after more than one year	10	1,604,285	
Debtors: due within one year	10	3,965	
		<u>1,608,250</u>	
Creditors: amounts falling due within one year	11	(753)	
Net current assets			<u>1,607,497</u>
Total assets less current liabilities			<u>1,607,778</u>
Net assets			<u>1,607,778</u>
Capital and reserves			
Called up share capital	12		1,604,566
Retained earnings			3,212
Total equity			<u>1,607,778</u>

The financial statements were approved by the Board of Directors and authorised for issue on Oct 31, 2022 and are signed on its behalf by:

DocuSigned by:

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S Philp
Director

The notes on pages 12 to 20 form an integral part of these financial statements.

TD Treasury UK Ltd

Statement of changes in equity
for the period ended 30 November 2021

	Called up share capital \$000	Retained earnings \$000	Total equity \$000
Balance at 3 September 2021	-	-	-
Profit for the financial period	-	3,212	3,212
Transactions with owners recorded directly in equity			
Proceeds from shares issued (see note 12)	1,604,566	-	1,604,566
Balance at 30 November 2021	1,604,566	3,212	1,607,778

The notes on pages 12 to 20 form an integral part of these financial statements.

TD Treasury UK Ltd

Notes to the financial statements for the period ended 30 November 2021

1. General information

TD Treasury UK Limited (the 'company') is a private company limited by shares, incorporated and domiciled in England. The registered office address is Maplewood Crockford Lane, Chineham Park, Chineham, Basingstoke, Hampshire, RG24 8YB.

The company's principal activity and nature of its operations are described in the Directors' report.

2. Accounting policies

2.1 Accounting convention and statement of compliance

The financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the Companies Act 2006.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's 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 3.

The financial statements are prepared in US Dollars, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest \$1,000, unless otherwise indicated.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- preparing a statement of cash flows;
- related party transactions with wholly owned members within the TD SYNEX group;
- disclosure of key management personnel compensation; and
- preparing certain financial instrument disclosures.

The company has taken advantage of these exemptions on the basis that it meets the definition of a qualifying entity and its ultimate parent undertaking, TD SYNEX Corporation, includes the related disclosures in its own consolidated financial statements. Details of where those financial statements may be obtained can be found in note 13.

Other than the exemptions taken above, the company has applied the recognition, measurement and disclosure requirements of FRS 102.

TD Treasury UK Ltd

Notes to the financial statements for the period ended 30 November 2021

2. Accounting policies (continued)

2.2 Going concern

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons.

The directors have performed a going concern assessment which indicates that, taking account of reasonably possible downsides, the company will have sufficient funds, through funding from its ultimate parent undertaking, TD SYNEX Corporation, to meet its liabilities as they fall due during the going concern assessment period.

This assessment is dependent on TD SYNEX Corporation providing additional financial support during the going concern assessment period. TD SYNEX Corporation has indicated its intention to continue to make available such funds as are needed by the company during the going concern assessment period. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.3 Investments

Investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

2.4 Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses on continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset. For assets where an impairment loss subsequently reverses, the carrying amount of the asset or cash generating unit is increased to the revised estimate of its recoverable amount, not to exceed the carrying amount that would have been determined, net of depreciation, had no impairment losses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the income statement, unless the asset is carried at a revalued amount when it is treated as a revaluation increase.

TD Treasury UK Ltd

Notes to the financial statements for the period ended 30 November 2021

2. Accounting policies (continued)

2.5 Financial instruments

Financial assets

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument. Financial assets are classified into specified categories, depending on the nature and purpose of the financial assets.

At initial recognition, financial assets classified as fair value through profit and loss are measured at fair value and any transaction costs are recognised in profit or loss. Financial assets not classified as fair value through profit and loss are initially measured at fair value plus transaction costs.

Financial assets held at amortised cost

Financial instruments are classified as financial assets measured at amortised cost where the objective is to hold these assets in order to collect contractual cash flows, and the contractual cash flows are solely payments of principal and interest. They arise principally from the provision of goods and services to customers (eg trade receivables). They are initially recognised at fair value plus transaction costs directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment where necessary.

Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount.

Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Financial liabilities

The company recognises financial debt when the company becomes a party to the contractual provisions of the instruments. Financial liabilities are classified as either 'financial liabilities at fair value through profit or loss' or 'other financial liabilities'.

TD Treasury UK Ltd

Notes to the financial statements for the period ended 30 November 2021

2. Accounting policies (continued)

2.5 Financial instruments (continued)

Other financial liabilities

Other financial liabilities, including borrowings, trade payables and other short-term monetary liabilities, are initially measured at fair value net of transaction costs directly attributable to the issuance of the financial liability. They are subsequently measured at amortised cost using the effective interest rate method. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements 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.

2.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities, based on the tax rates and laws that are enacted or substantively enacted by the year end.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity, otherwise income tax is recognised in the income statement.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

TD Treasury UK Ltd

**Notes to the financial statements
for the period ended 30 November 2021**

2. Accounting policies (continued)

2.7 Taxation (continued)

Deferred tax (continued)

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

2.8 Investment income

Dividend income is recognised when the company's right to receive payment is established. Any income that is not settled in the period is included within intercompany receivables at the reporting date.

2.9 Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets that have been previously impaired are reviewed at each reporting date to assess whether there is any indication that the impairment losses recognised in prior periods may no longer exist or may have decreased.

TD Treasury UK Ltd**Notes to the financial statements
for the period ended 30 November 2021****3. Critical accounting estimates and judgements**

In the application of the company's accounting policies, the directors 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.

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below:

Impairment

In order to test for indicators of impairment for the investment, a net asset valuation has been performed where the net assets of the investment are compared to its carrying amount. Where the carrying amount of the investment exceeds the underlying net assets of the investment, this is a potential indicator of impairment. The net asset value of the investment exceeds the carrying value in the respective investment and therefore there is no indication of impairment.

Therefore from the above, it is evident that there are no further impairment considerations required.

4. Employees

The company had no employees in the current period other than the directors.

5. Directors' remuneration

The directors received no remuneration from the company in respect of qualifying services during the period.

6. Auditor's remuneration

Fees of \$21,000 were paid by another group company to the auditor in respect of the audit of the company's financial statements.

7. Interest receivable and similar income

	3 September 2021 to 30 November 2021 \$000
Interest receivable from group undertakings	3,965

TD Treasury UK Ltd

Notes to the financial statements
for the period ended 30 November 2021

8. Tax on profit

	3 September 2021 to 30 November 2021 \$000
Current tax	
UK corporation tax on income for the period	753

Factors affecting tax charge for the current period

The tax assessed for the period is the same as the effective rate of corporation tax in the UK of 19%. The differences are explained below:

	3 September 2021 to 30 November 2021 \$000
Profit before taxation	3,965
Current tax at 19%	753
Total tax charge	753

Factors that may affect future tax charges

A UK corporation tax rate of 25% (effective 1 April 2023) was substantively enacted by the Finance Bill 2021 (on 24 May 2021), reversing the previously enacted reduction in the rate from 19% to 17%. As the company does not have any deferred tax balances, these announcements will only impact the company in the future.

TD Treasury UK Ltd

Notes to the financial statements
for the period ended 30 November 2021

9. Fixed asset investments

	Investments \$000
Cost or valuation	
At 3 September 2021	-
Additions	52,418
Return of capital	(52,137)
	<hr/>
At 30 November 2021	281
	<hr/> <hr/>

In November 2021, the company acquired 24.96% of the issued share capital of Tech Data Holdings SRL, a company registered in Barbados, for consideration of \$52,418,000, which was satisfied by transferring a \$52,418,000 receivable to Tech Data Global Holding Inc.. The registered office address of Tech Data Holdings SRL is Worthing Corporate Centre, Worthing, Christ Church, Barbados.

In November 2021, the company received a distribution in specie of an intra-group receivable of \$52,137,000 from Tech Data Holdings SRL. The distribution in specie of the intercompany loan receivable has been considered by the directors to represent a return of capital as the investment in Tech Data Holdings SRL and the subsequent distribution from Tech Data Holdings SRL of an amount substantially equivalent to that initial investment are linked transactions within a single restructuring of the group. Accordingly, the profit and loss account does not separately present an impairment of investment nor distribution received.

As at 30 November 2021, following a review of the carrying value of the investment compared to the recoverable amount, the directors determined there was no impairment required to the value of investments.

10. Debtors

	2021 \$000
Due after more than one year	
Loan owed by fellow group undertaking	1,604,285
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Due within one year	
Amounts owed by fellow group undertaking	3,965
	<hr/> <hr/>

At 30 November 2021, the balance on loans owed by fellow group undertaking amounted to \$1,608,250,000 (principal \$1,604,285,000; accrued interest \$3,965,000). Interest was charged at a rate of 4.97% per annum and the loans are repayable on 31 May 2031. Management consider the amounts to be fully recoverable and thus have not raised a provision on the receivables.

TD Treasury UK Ltd

**Notes to the financial statements
for the period ended 30 November 2021**

11. Creditors: amounts falling due within one year

	2021 \$000
Corporation tax payable	753
	<u>753</u>

12. Called up share capital

	2021 \$000
Allotted, called up and fully paid	
1,604,565,944 ordinary shares of \$1 each	1,604,566
	<u>1,604,566</u>

On incorporation, the company issued one ordinary share of \$1 which was fully paid.

In November 2021, the company issued a further 1,604,565,943 ordinary shares of \$1 each as consideration for the acquisition of intra-group receivables of \$1,604,566,000.

13. Immediate parent undertaking and controlling party

The company's immediate parent undertaking is TD Funding UK Limited, incorporated in the United Kingdom.

The company's ultimate parent undertaking and controlling party is TD SYNEX Corporation, which is incorporated in the United States of America. Copies of its group financial statements, which include the company, are available from the group's website at www.tdsynnex.com.

14. Subsequent events

There have been no significant events after the statement of financial position date.