

Company Registration No. 13600408 (England and Wales)

**TD TREASURY UK LTD**

**Directors' report and financial statements  
for the year ended 30 NOVEMBER 2022**

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## TD TREASURY UK LTD

### COMPANY INFORMATION

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**Directors**

K Allgire  
A Gass  
S Nolan  
S Philp  
S Walker

**Company number**

13600408

**Registered office**

Maplewood Crockford Lane  
Chineham Business Park  
Chineham  
Basingstoke  
Hampshire  
RG24 8YB

**Auditor**

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

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**TD TREASURY UK LTD**

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**TD TREASURY UK LTD**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 30 NOVEMBER 2022**

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The directors present their report and the audited financial statements of the company for the year ended 30 November 2022.

**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.

During the financial year the company earned interest, from intercompany loans receivables, of \$81,071,000. It also incurred interest expense of \$123,000 in respect of the payable balance in the in-house bank account.

**Results and dividends**

The company's results for the financial year are set out in the income statement on page 9. The profit for the period, after taxation, amounted to \$66,268,000 (3 September 2021 to 30 November 2021: \$3,212,000).

No ordinary dividends were paid. On 17 July 2023, the directors approved a final dividend of \$68,000,000.

**Subsequent events**

On 17 July 2023, the directors approved a cash distribution to TD Funding UK Limited and TD UK Holding Limited amounting to \$68,000,000. There are no other subsequent 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 year and up to the date of signing the financial statements, unless otherwise indicated, were as follows:

K Allgire  
A Gass  
S Nolan  
S Philp  
S Walker

## **TD TREASURY UK LTD**

### **DIRECTORS' REPORT (Continued)**

#### **FOR THE YEAR ENDED 30 NOVEMBER 2022**

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##### **Going concern**

At the reporting date, the company has a net current asset position of \$1,673,765,000 which is due to intercompany balances. The company is an intermediate holding company and there are no plans to fundamentally change the characteristics of this entity.

The company has entered into treasury management and current account agreements with TD SYNEX, UK Acquisition Limited, in-house bank entity ("IHB"). The said IHB entity also brings together cash from the EMEA and Asia Pacific regions in the group as the central in-house bank for the EMEA and Asia Pacific cash pooling. The company has an unconditional right to access and draw down from the IHB throughout the going concern period. The company does not require approval and there are no restrictions before drawing down from the IHB. The company's balance on the IHB was reported in the amount of \$61,335,000 at 30 June 2023.

The directors have performed a going concern assessment which indicates 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.

The company is expecting minimal expenses against interest received on intercompany loans resulting in future profits. 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 a counterparty to a financial instrument fails to meet its contractual obligations. The company's assets mainly consist of intercompany receivables and these balances are settled through the group's central treasury function bank accounts. Management consider that these are fully recoverable and thus have not raised a provision on these balances.

The following risks 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 YEAR ENDED 30 NOVEMBER 2022

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##### 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.

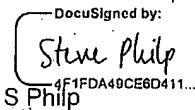
##### Auditor

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:  
  
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S Philp

Director

Maplewood Crockford Lane  
Chineham Business Park  
Chineham  
Basingstoke  
Hampshire  
RG24 8YB

Date: Jul 18, 2023

## **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 year. 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 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 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 Ltd ("the Company") for the year ended 30 November 2022 which comprise the Income Statement, Statement of Financial Position, Statement of Changes in Equity and 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 2022 and of its profit for the year 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 a 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 that 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 that report for the financial year is consistent with the financial statements; and
- in our opinion that 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**

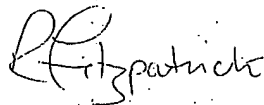
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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](http://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: 19 July 2023

**TD TREASURY UK LTD**  
**INCOME STATEMENT**  
**FOR THE YEAR ENDED 30 NOVEMBER 2022**

	Notes	2022 \$'000	3 September 2021 to 30 November 2021 \$'000
Administrative expenses		(3)	—
Interest receivable and similar income	7	81,071	3,965
Interest payable and similar charges	8	(123)	—
<b>Profit before taxation</b>		<b>80,945</b>	<b>3,965</b>
Tax on profit	9	(14,677)	(753)
<b>Profit and total comprehensive income for the financial year</b>		<b>66,268</b>	<b>3,212</b>

There was no other comprehensive income 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 are an integral part of these financial statements.

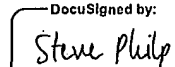
Company Registration No. 13600408

**TD TREASURY UK LTD****STATEMENT OF FINANCIAL POSITION****AS AT 30 NOVEMBER 2022**

	Notes	2022 \$'000	2021 \$'000
<b>Fixed assets</b>			
Investments	10	281	281
<b>Current assets</b>			
Debtors: due after more than one year	11	1,604,285	1,604,285
Debtors: due within one year	11	85,028	3,965
		1,689,313	3,965
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	12	(15,548)	(753)
<b>Net current assets</b>		1,673,765	1,607,497
<b>Total assets less current liabilities</b>		1,674,046	1,607,778
<b>Net assets</b>		1,674,046	1,607,778
<b>Equity</b>			
Called up share capital	13	1,604,566	1,604,566
Retained earnings		69,480	3,212
<b>Total equity</b>		1,674,046	1,607,778

18 July 2023

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

DocuSigned by:  
  
 S Philip  
 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 YEAR ENDED 30 NOVEMBER 2022**

	Called up share capital \$'000	Retained earnings \$'000	Total equity \$'000
Balance at 3 September 2021	—	—	—
Profit and total comprehensive income for the financial period	—	3,212	3,212
Transactions with owners recorded directly in equity			
Proceeds from shares issued (see note 13)	1,604,566	—	1,604,566
Balance at 30 November 2021	<u>1,604,566</u>	<u>3,212</u>	<u>1,607,778</u>
Profit and total comprehensive income for the financial year		66,268	66,268
Balance at 30 November 2022	<u>1,604,566</u>	<u>69,480</u>	<u>1,674,046</u>

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 YEAR ENDED 30 NOVEMBER 2022

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### 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 Business Park, Chineham, Basingstoke, Hampshire, RG24 8YB.

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

### 2 Accounting policies

#### 2.1 Accounting convention

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 basis. 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 14.

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 (Continued)

#### FOR THE YEAR ENDED 30 NOVEMBER 2022

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## 2 Accounting policies (continued)

### 2.2 Going concern

At the reporting date, the company has a net current asset position of \$1,673,765,000 which is due to intercompany balances. The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons.

The company has entered into treasury management and current account agreements with TD SYNEX UK Acquisition Limited, in-house bank entity ("IHB"). The said IHB entity also brings together cash from the EMEA and Asia Pacific regions in the group as the central in-house bank for the EMEA and Asia Pacific cash pooling. The company have an unconditional right to access and draw down from the IHB throughout the going concern period. The company does not require approval and there are no restrictions before drawing down from the IHB. The company's balance on the IHB was reported in the amount of \$61,335,000 at 30 June 2023.

The directors have performed a going concern assessment which indicates 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.

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. There are no plans to liquidate this company within the next 12 months 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 or 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 (Continued)

#### FOR THE YEAR ENDED 30 NOVEMBER 2022

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## 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 (Continued)

#### FOR THE YEAR ENDED 30 NOVEMBER 2022

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#### 2 Accounting policies (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 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 (Continued)

#### FOR THE YEAR ENDED 30 NOVEMBER 2022

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#### 2 Accounting policies (continued)

The carrying amount of deferred tax asset 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 to 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 with 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.

#### 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

All intercompany balances are settled through the group's central treasury function bank accounts. Management consider that the loans owed by fellow group undertakings to be fully recoverable and thus have not raised a provision on these balances.

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. At 30 November 2022, the net asset value of the investment exceeds the carrying value in the respective investment and therefore there is no indication of impairment.

**TD TREASURY UK LTD****NOTES TO THE FINANCIAL STATEMENTS (Continued)****FOR THE YEAR ENDED 30 NOVEMBER 2022**

There are no further impairment considerations required.

**4 Employees**

The company had no employees in the current and prior year other than 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 \$24,000 (2021: \$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**

	2022 \$'000	3 September 2021 to 30 November 2021 \$'000
Interest receivable from group undertakings	<u>81,071</u>	<u>3,965</u>

**8 Interest payable and similar charges**

	2022 \$'000	3 September 2021 to 30 November 2021 \$'000
Interest payable to group undertakings	<u>123</u>	<u>—</u>

**TD TREASURY UK LTD****NOTES TO THE FINANCIAL STATEMENTS (Continued)****FOR THE YEAR ENDED 30 NOVEMBER 2022****9 Tax on profit**

	2022 \$'000	3 September 2021 to 30 November 2021 \$'000
<b>Current tax ..</b>		
UK tax on income for the period	<u>14,677</u>	<u>753</u>

**Factors affecting tax charge for the current period**

The tax assessed for the period is lower than the effective rate of corporation tax in the UK of 19% (2021: the same as the effective rate of 19%). The differences are explained below:

	2022 \$'000	3 September 2021 to 30 November 2021 \$'000
Profit before taxation	<u>80,945</u>	<u>3,965</u>
Current tax at 19%	15,380	753
<b>Effects of:</b>		
Forex movements	(703)	—
Total tax charge	<u>14,677</u>	<u>753</u>

**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 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 (Continued)****FOR THE YEAR ENDED 30 NOVEMBER 2022****10 Investments**

	Investments \$'000
<b>Cost and Carrying amount</b>	
<b>At 30 November 2022</b>	<b>281</b>
<b>At 30 November 2021</b>	<b>281</b>

The company owns 24.96% of the issued share capital of Tech Data Holdings SRL, a company registered in Barbados. The registered office address of Tech Data Holdings SRL is Worthing Corporate Centre, Worthing, Christ Church, Barbados.

As at 30 November 2022, 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.

**11 Debtors**

	2022 \$'000	2021 \$'000
<b>Due after more than one year</b>		
Loans owed by fellow group undertaking	<u>1,604,285</u>	<u>1,604,285</u>
<b>Due within one year</b>		
Amounts owed by fellow group undertakings	<u>85,028</u>	<u>3,965</u>
	<u><b>1,689,313</b></u>	<u><b>1,608,250</b></u>

At 30 November 2022, the balance on loans owed by fellow group undertaking represents loan notes with principal value of \$1,604,285,000 due from Tech Data Corporation. 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.

Amounts owed by fellow group undertaking relates to accrued interest repayable in demand on the \$1,604,285,000 loans and receivables in respect of in-house bank accounts repayable at 45 days notice. Interest receivable in respect of the in-house bank accounts is at fallback rates for ICE LIBOR.

**TD TREASURY UK LTD****NOTES TO THE FINANCIAL STATEMENTS (Continued)****FOR THE YEAR ENDED 30 NOVEMBER 2022****12 Creditors: amounts falling due within one year**

	2022 \$'000	2021 \$'000
Amounts owed to fellow group undertaking	15,466	—
Corporation tax payable	82	753
	<u>15,548</u>	<u>753</u>

Amounts owed to fellow group undertakings are in respect of central treasury function bank accounts repayable at 45 days notice. Interest payable on the central treasury function bank accounts is at fallback rates for ICE LIBOR plus 1%.

**13 Called up share capital**

	2022 \$'000	2021 \$'000
Allotted, called up and fully paid		
1,604,565,944 Ordinary shares of \$1 each	<u>1,604,566</u>	<u>1,604,566</u>

**14 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 USA. Copies of its group financial statements, which include the company, are available from the group's website at [www.tdsynnex.com](http://www.tdsynnex.com).

**15 Subsequent events**

On 17 July 2023, the directors approved a cash distribution to TD Funding UK Limited and TD UK Holding Limited amounting to \$68,000,000. There are no other subsequent events after the statement of financial position date.