

Rabbie's Group Holdings Limited

Registered number: 14060160

Annual Report

For the period ended 31 December 2022

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RABBIE'S GROUP HOLDINGS LIMITED

COMPANY INFORMATION

Directors	Y Estraikh H C Kimber A J Lee H F Reekie H E Rickett F J Robertson D T Stern R S Worsnop
Registered number	14060160
Registered office	Cannon Place 78 Cannon Street London EC4N 6AF
Independent auditor	Mazars LLP Chartered Accountants & Statutory Auditor Capital Square 58 Morrison Street Edinburgh EH3 8BP

RABBIE'S GROUP HOLDINGS LIMITED

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RABBIE'S GROUP HOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

Introduction

The Directors present their Strategic Report for Rabbie's Group Holdings Limited for the period ended 31 December 2022.

Rabbie's Group Holdings Limited ("the Company", which comprises Rabbie's Group Holdings Limited and its subsidiary undertakings collectively "the Group") was incorporated on 21 April 2022 for the purpose of investing in companies in the travel industry.

Business review

Early trading in this financial year remained impacted by the ongoing restrictions caused by the COVID-19 global pandemic. As these have lifted, trading has seen the resumption of a fuller programme of tours and operations in 2022, resulting in the business returning to profit and self-generating net inflow of cash, and planning was commenced for a full year of uninterrupted trading in 2023. UK Government support across the pandemic period has allowed the retention of the skilled workforce, and there is capacity within the existing fleet and structures of the business to ensure the business is well positioned to take advantage of a year of tourism in 2023.

Through the course of the global pandemic, the business has focused on making significant headway in developing its IT infrastructure and bespoke booking system with the aim of providing capacity for future growth and generating operational efficiencies to ensure greater profitability from the market demand for the businesses small group tours.

Across late 2021 and early 2022, the business sought strategic investment to help reinforce the company's financial stability and provide the platform to grow its fleet and infrastructure in line with an anticipated significant growth opportunity in the sector in future years. This completed in May 2022 with Piper Private Equity becoming partners to the business, resulting in the creation of this Group Holdings Company, now the Parent Company for the main trading entities Rabbie's Trail Burners Limited and Rabbie's Ireland Limited.

Principal risks and uncertainties

The impact of the global pandemic, particularly the financial consequences of this, remained one of the key risks to the business despite the significant steps to mitigate this through the funding secured via the CBILS loan scheme. Securing the investment in partnership with Piper Private Equity has further boosted cash resources and provided the platform for the business to utilise its own cash resources and future debt funding to take advantage of the organic growth opportunities expected to materialize in the sector.

Supporting this, the company has been targeting its marketing on customer acquisition from key markets – US, UK and Europe – to support tours in the UK, Ireland and the relaunch of the development of the Western European segment of the business.

On balance the Company remains very positive about its future growth prospects and has capacity to meet its debt obligations going forward.

Financial key performance indicators

In the financial period ended 31 December 2022, the Group generated revenues of £12.3m. This represents a material increase from prior years trading, as reflected in the financial statements of Rabbie's Trail Burners Limited for the period, due to the lifting of restrictions related to the global pandemic and the resumption of a more normalised trading pattern over the summer months of 2022.

The Group has returned to profitability with a profit before tax of £0.4m. This has now seen the business return to generating a net cash surplus based on trading performance, as reflected previously in Rabbie's Trail Burners Limited, which will allow the management team to take advantage of growth opportunities as they arise.

RABBIE'S GROUP HOLDINGS LIMITED

**GROUP STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2022**

Other key performance indicators

The unique selling point of Rabbie's continues to be the exceptional customer services provided on all of our tours. Our net promoter score for the period was 88% which remains sector leading, with customers particularly positive in the areas of likeliness to recommend, engagement and value for money.

The ongoing support of customers remains a significant asset to the business and sees us looking forward to 2023 with optimism as global conditions should allow a full year of trading.

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



R S Worsnop
Director

Date: Dec 21, 2023

RABBIE'S GROUP HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements for the period ended 31 December 2022.

The Company was incorporated on 21 April 2022, thus there are no prior year comparatives.

Directors' responsibilities statement

The Directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies for the Group's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

The principal activity of the Company during the period is that of a holding company.

The Group's principal activity is that of a tour provider with tours of Scotland, England, Northern Ireland, Wales and the Republic of Ireland. The Group also operates a café in Edinburgh, Scotland (ceased trading in September 2023).

Results and dividends

The profit for the period, after taxation, amounted to £84,329.

No dividends have been declared or paid during the period.

RABBIE'S GROUP HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2022

Directors

The Directors who served during the period were:

Y Estraiikh (appointed 26 May 2022)
H C Kimber (appointed 26 May 2022)
A J Lee (appointed 26 May 2022)
H F Reekie (appointed 26 May 2022)
H E Rickett (appointed 26 May 2022)
D T Stern (appointed 26 May 2022)
R S Worsnop (appointed 21 April 2022)

Subsequent to the year end, F J Robertson was appointed as a Director on 27 June 2023.

Charitable donations and expenditure

During the period, the Group used 1,432.2 tonnes of Carbon in the operation of its business (Via Scope 1 & 2) and is earmarking £10 per tonne (£14,322) as an internal carbon tax to support environmental projects and local community groups which support education, health and wellbeing.

Renewable electricity generated from owned or controlled sources: 42.816 Mwh

In the period we donated £5,040 of tours for fundraising to various charitable organisations including CHAS, British Red Cross, Marie Curie, Leith Primary, Edinburgh Headway and Bowel Cancer UK.

Our volunteering programmes have included a team charity walk to support MND, various team tree planting events with the Borders Trust and team volunteering at Silverburn Park.

Community work

We work with local charities to offer our office space and transport for events. We promote sustainable tourism to local businesses at various events and we work with schools and universities to help support children leaving school early, sustainable tourism and career development.

Future developments

Market demand for the Group's small group tours remain very strong and the Group has made significant headway in continuing the development of its IT infrastructure and bespoke booking system to enable much greater operational efficiencies, in pursuit of margin enhancements, and to provide the capacity to meet future growth requirements. It will also allow for online sales of a significant number of affiliate and third party products to existing customers.

Equality in the workforce

We measure the gender pay gap across Rabbie's and have recently focussed on some of the language we use and where we advertise for recruits. Traditionally we have had very few applications for the roles of driver/guides by women, however we are taking steps to address this and are pleased with the progress made.

A gender pay gap is a measure of the difference in the average pay of men and women – regardless of the nature of their work – across an entire organisation, business sector, industry or the economy as a whole. It can be driven by the different number of men and women across all roles.

It is different from an equal pay comparison, which would involve direct comparison of two people or groups of people carrying out the same, similar or equivalent work.

RABBIE'S GROUP HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2022

Equality in the workforce (continued)

Calculations of mean and median pay and of quartile pay bands are based on our financial period ended December 2022, we used a snapshot from the December 2022 monthly payroll.

There was no bonus paid in November 2022.

We had 202 employees, 142 male and 60 female.

Of the 202 we had 120 drivers. Of these drivers 106 are male and 14 are female. We are actively trying to recruit more female drivers. In our support teams we are trying to recruit more males.

Rabbie's pay gap:

Median: -0.1%

Mean: 3%

UK pay gap

The 2022 mean gender pay gap (the difference between men's and women's average hourly pay) is 5.5% and the median gender pay gap is 9.7%.

Table 3: The mean and median ordinary GPG, snapshot in March each year.

Reporting	2021	2022
Mean	5.8%	5.5%
Median	10.8%	9.7%

Ref: DIT gender pay gap report 2021 to 2022 – GOV.UK

<https://www.gov.uk/government/publications/dit-gender-pay-gap-report-and-data-2021-to-2022/dit-gender-pay-gap-report-2021-to-2022>

Rabbie's bonus pay gap

There was no bonuses paid in the current financial period.

Matters covered in the Group Strategic Report

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium Sized Companies (Accounts and Reports) Regulations 2008, certain matters which are required to be disclosed in the Director's Report have been omitted as they are included in the Group Strategic Report. These matters include a business review of the Group, a description of the Group's principal risks and uncertainties and financial and other key performance indicators.

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 Directors are aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the Directors have 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 and the Group's auditor is aware of that information.

RABBIE'S GROUP HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2022**

Economic impact of global events

UK businesses are currently facing many uncertainties such as the consequences of Brexit, COVID-19, environmental sustainability and geopolitical events such as the Russian invasion of Ukraine. These uncertainties have contributed to an environment where there exists a range of issues and risks, including inflation, rising interest rates, labour shortages, disrupted supply chains and new ways of working.

The Directors have carried out an assessment of the potential impact of these uncertainties on the business, including the impact of mitigation measures, and have concluded that these are non-adjusting events with the greatest impact on the business expected to be from the economic ripple effect on the global economy. The Directors have taken account of these potential impacts in their going concern assessment.

The Group continues to work with its partners to minimise any impacts of these events and maximise the realisation of any opportunities they may provide to the business.

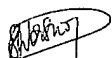
Post balance sheet events

Across the course of 2023 there has been significant economic uncertainties caused by a high inflation environment and the Bank of England's response to continually raise interest rates in an attempt to reduce this back to previous targets of c. 2%. The Directors have carried out an assessment of the potential impact of this across various different scenarios and have concluded that this is a non-adjusting post balance sheet event. The Directors have taken account of these potential impacts in their going concern assessments.

Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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



R S Worsnop
Director

Date: Dec 21, 2023

RABBIE'S GROUP HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RABBIE'S GROUP HOLDINGS LIMITED

Opinion

We have audited the financial statements of Rabbie's Group Holdings Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the period ended 31 December 2022 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and the Parent Company's affairs as at 31 December 2022 and of the Group's 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 UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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 Group's and the Parent 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.

RABBIE'S GROUP HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RABBIE'S GROUP HOLDINGS LIMITED

Other information

The other information comprises the information included in the annual report, 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.

Opinions 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 Group Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Group 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 light of the knowledge and understanding of the Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Group 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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Parent Company's 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.

RABBIE'S GROUP HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RABBIE'S GROUP HOLDINGS LIMITED

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent 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 intend either to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

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.

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

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.

Based on our understanding of the Group and the Parent Company and their industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation and anti-money laundering regulation

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the Group and the Parent Company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the Group and the Parent Company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation and the Companies Act 2006.

RABBIE'S GROUP HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RABBIE'S GROUP HOLDINGS LIMITED

In addition, we evaluated the Directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of override of controls, and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, revenue recognition (which we pinpointed to the valuation of deferred income and revenue cut-off assertions), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the Directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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.

Use of the audit 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.

Craig Maxwell
Craig Maxwell (Dec 21, 2023 11:31 GMT)

Craig Maxwell (Senior statutory auditor)

for and on behalf of

Mazars LLP
Chartered Accountants and Statutory Auditor
Capital Square
58 Morrison Street
Edinburgh
EH3 8BP

Date: Dec 21, 2023

RABBIE'S GROUP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2022**

	Note	8 month period ended 31 December 2022 £
Turnover	4	12,272,320
Cost of sales		(7,045,469)
Gross profit		5,226,851
Administrative expenses		(4,514,849)
Other operating income	5	61,220
Operating profit	6	773,222
Interest receivable and similar income	10	75
Interest payable and similar expenses	11	(383,224)
Profit before taxation		390,073
Tax on profit	12	(305,744)
Profit for the financial period		84,329
Currency translation differences		3,114
Other comprehensive income for the period		3,114
Total comprehensive income for the period		87,443
Profit for the period attributable to:		
Owners of the Parent Company		84,329
Total comprehensive income for the period attributable to:		
Owners of the Parent Company		87,443

All items of Group profit is derived from continuing operations.

There were no other comprehensive income for the period ended 31 December 2022, there were no recognised gains or losses for the period ended 31 December 2022 other than those included in the Consolidated Statement of Comprehensive Income.

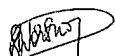
The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED
REGISTERED NUMBER: 14060160

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £
Fixed assets		
Intangible fixed assets	14	13,625,210
Tangible fixed assets	15	4,812,084
		<u>18,437,294</u>
Current assets		
Stocks	17	6,895
Debtors: amounts falling due within one year	18	1,156,444
Cash and cash equivalents	19	6,605,980
		<u>7,769,319</u>
Creditors: amounts falling due within one year	20	(3,372,690)
Net current assets		<u>4,396,629</u>
Total assets less current liabilities		<u>22,833,923</u>
Creditors: amounts falling due after more than one year	21	(11,363,296)
Provisions for liabilities		
Deferred taxation	25	(476,832)
		<u>(476,832)</u>
Net assets		<u><u>10,993,795</u></u>
Capital and reserves		
Called up share capital	26	900
Share premium account	27	10,905,452
Foreign exchange reserve	27	3,114
Profit and loss account	27	84,329
		<u><u>10,993,795</u></u>

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



R S Worsnop
Director

Date: Dec 21, 2023

The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED
REGISTERED NUMBER: 14060160

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £
Fixed assets		
Investments	16	13,700,425
Current assets		
Debtors: amounts falling due within one year	18	237,749
Cash and cash equivalents	19	3,957,826
		<u>4,195,575</u>
Creditors: amounts falling due within one year	20	<u>(17,453)</u>
Net current assets		4,178,122
Total assets less current liabilities		<u>17,878,547</u>
Creditors: amounts falling due after more than one year	21	(7,255,012)
Net assets		<u><u>10,623,535</u></u>
Capital and reserves		
Called up share capital	26	900
Share premium account	27	10,905,452
Profit and loss account		(282,817)
		<u><u>10,623,535</u></u>

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the Parent Company for the period was £282,817.

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



R S Worsnop
Director

Date: Dec 21, 2023

The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2022**

	Called up share capital	Share premium account	Foreign exchange reserve	Profit and loss account	Equity attributable to owners of Parent Company	Total equity
	£	£	£	£	£	£
At 21 April 2022	-	-	-	-	-	-
Comprehensive income for the period						
Profit for the period	-	-	-	84,329	84,329	84,329
Currency translation differences	-	-	3,114	-	3,114	3,114
Total comprehensive income for the period	-	-	3,114	84,329	87,443	87,443
Shares issued during the period	900	10,905,452	-	-	10,906,352	10,906,352
Total transactions with owners	900	10,905,452	-	-	10,906,352	10,906,352
At 31 December 2022	900	10,905,452	3,114	84,329	10,993,795	10,993,795

The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2022**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 21 April 2022	-	-	-	-
Comprehensive income for the period				
Loss for the period	-	-	(282,817)	(282,817)
Total comprehensive income for the period	-	-	(282,817)	(282,817)
Shares issued during the period	900	10,905,452	-	10,906,352
Total transactions with owners	900	10,905,452	-	10,906,352
At 31 December 2022	900	10,905,452	(282,817)	10,623,535

The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

	8 month period ended 31 December 2022 £
Cash flows from operating activities	
Profit for the financial period	84,329
Adjustments for:	
Amortisation of intangible fixed assets	844,040
Depreciation of tangible fixed assets	390,700
Interest paid	383,224
Interest received	(75)
Taxation charge	305,744
Increase in debtors	(327,376)
Decrease in creditors	(2,669,458)
Corporation tax receipts	60,902
Foreign translation differences	5,578
Net cash used in operating activities	<u>(922,392)</u>
Cash flows from investing activities	
Purchase of tangible fixed assets	(3,850)
Sale of tangible fixed assets	47,117
Interest received	75
Acquisitions, net of cash acquired	1,270,693
Net cash generated from investing activities	<u>1,314,035</u>
Cash flows from financing activities	
New loans (note 22)	7,255,012
Repayment of bank loans	(34,243)
Finance leases	(623,208)
Interest paid	(383,224)
Net cash generated from financing activities	<u>6,214,337</u>
Net increase in cash and cash equivalents	<u>6,605,980</u>
Cash and cash equivalents at the end of period	<u><u>6,605,980</u></u>

RABBIE'S GROUP HOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE PERIOD ENDED 31 DECEMBER 2022

2022
£

Cash and cash equivalents at the end of period comprise:

Cash at bank and in hand

6,605,980

The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

(i) Analysis of net debt

	Cash flows	Acquisition and disposal of subsidiaries	New bank loans	New loan notes	At 31 December 2022
	£	£	£	£	£
Cash at bank and in hand	2,438,943	4,167,037	-	-	6,605,980
Debt due after 1 year	860,367	(2,585,237)	(610,000)	(7,255,012)	(9,589,882)
Debt due within 1 year	(3,444)	(727,246)	-	-	(730,690)
Finance leases	410,529	(2,749,107)	-	-	(2,338,578)
	<u>3,706,395</u>	<u>(1,894,553)</u>	<u>(610,000)</u>	<u>(7,255,012)</u>	<u>(6,053,170)</u>

The notes on pages 19 to 45 form part of these financial statements.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

1. General information

Rabbie's Group Holdings Limited (the 'Company') is a private company, limited by shares, and was incorporated on 21 April 2022, in England and Wales. The Company's registered number is 14060160. The Company's registered office is Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The principal activity of the Company during the period is that of a holding company.

The Group's principal activity is that of a tour provider with tours of Scotland, England, Northern Ireland, Wales and the Republic of Ireland. The Group also operates a café in Edinburgh, Scotland.

The Group was incorporated on 21 April 2022, thus there are no prior year comparatives.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgment in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

These financial statements are presented in Pounds Sterling (£), this being the functional currency of the Group and the currency of the primary economic environment in which the Group operates.

Monetary amounts in these financial statements are rounded to the nearest £.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.3 Going concern

The Group incurred a profit before tax during the period of £390,073. At the reporting date, the Group reported net current assets of £4,396,628 with overall net assets of £10,993,795. The financial statements are prepared on a going concern basis.

In making their assessment regarding going concern, the Directors have prepared and reviewed budgets and cash flow forecasts for a period to 31 December 2024. These indicate that the Group will have sufficient resources to meet liabilities as they fall due for a period of at least one year from the date of signing the financial statements.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Consolidated Statement of Comprehensive Income within 'other operating income'.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.5 Turnover

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

Rendering of services

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

- the amount of turnover can be measured reliably;
- it is probable that the Group will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.6 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the lease term.

2.7 Leased assets: the Group as lessee

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Consolidated Statement of Comprehensive Income so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.8 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.9 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the Consolidated Statement of Comprehensive Income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure.

2.10 Interest income

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

2.11 Finance costs

Finance costs are charged to the Consolidated Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.12 Borrowing costs

All borrowing costs are recognised in the Consolidated Statement of Comprehensive Income in the period in which they are incurred.

2.13 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.14 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the reporting 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;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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 reporting date.

2.15 Intangible fixed assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the Consolidated Statement of Comprehensive Income over its useful economic life.

Goodwill is amortised over a period of 10 years.

The Group tests annually for impairment, or more frequently if there is any indications that goodwill may be impaired. Goodwill has been tested for impairment during the year.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.16 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Group assesses 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 sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the following methods:

Depreciation is provided on the following basis:

Heritable property	- 2% straight line
Long-term leasehold property	- 10% straight line
Property improvements	- 20% straight line
Plant and machinery	- 25% reducing balance
Motor vehicles	- 17.5% reducing balance
Fixtures and fittings	- 15% reducing balance
Computer equipment	- 33% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Comprehensive Income.

Depreciation is charged to administrative expenses in the Consolidated Statement of Comprehensive Income.

2.17 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.18 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Consolidated Statement of Comprehensive Income.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.19 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.

2.20 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

2.21 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.

2.22 Provisions for liabilities

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Statement of Comprehensive Income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.23 Financial instruments

The Group has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the Group's Statement of Financial Position when the Group becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.23 Financial instruments (continued)

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The Group's cash and cash equivalents, trade and most other receivables due with the operating cycle fall into this category of financial instruments.

Other financial assets

Other financial assets, which includes investments in equity instruments which are not classified as subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the recognised transaction price. Such assets are subsequently measured at fair value with the changes in fair value being recognised in the profit or loss. Where other financial assets are not publicly traded, hence their fair value cannot be measured reliably, they are measured at cost less impairment.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired when events, subsequent to their initial recognition, indicate the estimated future cash flows derived from the financial asset(s) have been adversely impacted. The impairment loss will be the difference between the current carrying amount and the present value of the future cash flows at the asset(s) original effective interest rate.

If there is a favourable change in relation to the events surrounding the impairment loss then the impairment can be reviewed for possible reversal. The reversal will not cause the current carrying amount to exceed the original carrying amount had the impairment not been recognised. The impairment reversal is recognised in the profit or loss.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instruments any contract that evidences a residual interest in the assets of the Group after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other payables, bank loans, other loans and loans due to fellow group companies are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.23 Financial instruments (continued)

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade payables are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

Other financial instruments

Derivatives, including forward exchange contracts, futures contracts and interest rate swaps, are not classified as basic financial instruments. These are initially recognised at fair value on the date the derivative contract is entered into, with costs being charged to the profit or loss. They are subsequently measured at fair value with changes in the profit or loss.

Debt instruments that do not meet the conditions as set out in FRS 102 paragraph 11.9 are subsequently measured at fair value through the profit or loss. This recognition and measurement would also apply to financial instruments where the performance is evaluated on a fair value basis as with a documented risk management or investment strategy.

Derecognition of financial instruments

Derecognition of financial assets

Financial assets are derecognised when their contractual right to future cash flow expire, or are settled, or when the Group transfers the asset and substantially all the risks and rewards of ownership to another party. If significant risks and rewards of ownership are retained after the transfer to another party, then the Group will continue to recognise the value of the portion of the risks and rewards retained.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Group's contractual obligations expire or are discharged or cancelled.

2.24 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.

Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

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

In the application of the Group's accounting policies, which are described in note 2, 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.

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

3. Judgments in applying accounting policies (continued)

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 revision and future periods if the revision affects both current and future periods.

Impairment of goodwill, tangible fixed assets and investments

Management closely reviews the impairment of goodwill, tangible fixed assets and investments, also considering the discount rate used and growth plans.

The Group tests annually for impairment, or more frequently if there is any indications that goodwill might be impaired.

4. Turnover

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

	8 month period ended 31 December 2022 £
Tour income	12,089,715
Café income	182,605
	<hr/>
	12,272,320
	<hr/>

Analysis of turnover by country of destination:

	8 month period ended 31 December 2022 £
United Kingdom	11,197,469
Rest of Europe	1,074,851
	<hr/>
	12,272,320
	<hr/>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

5. Other operating income

	8 month period ended 31 December 2022 £
Sundry income (including grants)	61,220

6. Operating profit

The operating profit is stated after charging/(crediting):

	8 month period ended 31 December 2022 £
Gain on sale of tangible fixed assets	(35,633)
Operating lease rentals	48,062
Depreciation on tangible fixed assets	390,700
Amortisation of intangible fixed assets	844,040

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

7. Auditor's remuneration

During the period, the Group obtained the following services from the Company's auditor:

	8 month period ended 31 December 2022 £
Fees payable to the Group's auditor for the audit of the consolidated and Parent Company's financial statements	32,000
Fees payable to the Group's auditor in respect of:	
Taxation compliance services	12,000
All other services	6,450
	<u>18,450</u>

8. Employees

	Group 8 month period ended 31 December 2022 £
Wages and salaries	2,906,123
Social security costs	307,016
Cost of defined contribution pension scheme	60,105
	<u>3,273,244</u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

8. Employees (continued)

The average monthly number of employees, including the Directors, during the period was as follows:

	8 month period ended 31 December 2022 No.
Employees	199
Directors	5
	<hr/>
	204
	<hr/>

9. Directors' remuneration

	8 month period ended 31 December 2022 £
Directors' emoluments	227,383
Group contributions to defined contribution pension schemes	2,623
	<hr/>
	230,006
	<hr/>

During the period retirement benefits were accruing to 5 Directors in respect of defined contribution pension schemes.

The highest paid Director received remuneration of £64,742.

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid Director amounted to £550.

The Directors are considered to be key management personnel.

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

10. Interest receivable and similar income

	8 month period ended 31 December 2022 £
Other interest receivable	75
	<hr/>

11. Interest payable and similar expenses

	8 month period ended 31 December 2022 £
Bank interest payable	74,976
Other loan interest payable	255,364
Finance leases and hire purchase contracts	52,884
	<hr/>
	383,224
	<hr/>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

12. Taxation

	8 month period ended 31 December 2022 £
Corporation tax	
Current tax on profits for the period	9,492
Adjustments in respect of previous periods	846
Total current tax	<u>10,338</u>
Deferred tax	
Origination and reversal of timing differences	296,965
Adjustments in respect of prior periods	(1,559)
Total deferred tax	<u>295,406</u>
Tax on profit	<u>305,744</u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

12. Taxation (continued)

Factors affecting tax charge for the period

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

	8 month period ended 31 December 2022 £
Profit on ordinary activities before tax	390,073
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19%	74,114
Effects of:	
Expenses not deductible for tax purposes	214,744
Fixed asset differences	4,292
Remeasurement of deferred tax for changes in tax rates	55,091
Income not taxable for tax purposes	(1,286)
Other differences leading to an decrease in the tax charge	(41,211)
Total tax charge for the period	305,744

Factors that may affect future tax charges

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom would increase from 19% to 25%. Companies with profits of £50,000 or less would continue to be taxed at 19%, which was a new small profits rate. Where taxable profits were between £50,000 and £250,000, the higher 25% rate would apply but with a marginal relief applying as profits increased. Deferred tax is provided for at 25% as that was the substantively enacted rate at the reporting date.

13. Parent company profit for the year

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The loss after tax of the Parent Company for the period was £282,817.

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

14. Intangible fixed assets

Group

	Goodwill £
Cost	
Arising on business combinations (note 28)	14,469,250
At 31 December 2022	<u>14,469,250</u>
Amortisation	
Charge for the period	844,040
At 31 December 2022	<u>844,040</u>
Net book value	
At 31 December 2022	<u><u>13,625,210</u></u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

15. Tangible fixed assets

Group

	Heritable property £	Long-term leasehold property £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Office equipment £	Property improve- ments £	Total £
Cost								
Additions	-	-	842	-	1,139	1,869	-	3,850
Arising on business combinations (note 28)	2,092,777	493	25,134	3,043,822	81,505	2,273	2,777	5,248,781
Disposals	-	-	-	(136,821)	-	-	-	(136,821)
At 31 December 2022	2,092,777	493	25,976	2,907,001	82,644	4,142	2,777	5,115,810
Depreciation								
Charge for the period	25,247	384	4,581	349,036	8,135	540	2,777	390,700
Disposals	-	-	-	(86,974)	-	-	-	(86,974)
At 31 December 2022	25,247	384	4,581	262,062	8,135	540	2,777	303,726
Net book value								
At 31 December 2022	2,067,530	109	21,395	2,644,939	74,509	3,602	-	4,812,084

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

16. Fixed asset investments

Company

	Investments in subsidiary companies £
Cost	
At 21 April 2022	-
Additions	13,700,425
At 31 December 2022	<u>13,700,425</u>
Net book value	
At 31 December 2022	<u><u>13,700,425</u></u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Rabbie's Trail Burners Limited	6 Waterloo Place, Edinburgh, EH1 3EG	Ordinary	100%
Rabbie's (Ireland) Limited	Block 3, Harcourt Centre, Harcourt Road, Dublin 2, D02 A339	Ordinary	100%
Rabbie's Espana S.L.	Camino Partida Ermita Nova, 80, 46110, Godella, Valencia	Ordinary	100%
Rabbie's Experiences Ltd	6 Waterloo Place, Edinburgh, Scotland, EH1 3EG	Ordinary	100%

17. Stocks

	Group 2022 £	Company 2022 £
Finished goods and goods for resale	<u>6,895</u>	<u>-</u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

18. Debtors

	Group 2022 £	Company 2022 £
Trade debtors	510,148	-
Amounts owed by group undertakings (note 31)	-	237,749
Other debtors	408,999	-
Prepayments and accrued income	237,297	-
	<u>1,156,444</u>	<u>237,749</u>

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

19. Cash and cash equivalents

	Group 2022 £	Company 2022 £
Cash at bank and in hand	<u>6,605,980</u>	<u>3,957,826</u>

20. Creditors: Amounts falling due within one year

	Group 2022 £	Company 2022 £
Bank loans (note 22)	730,690	-
Trade creditors	203,679	-
Corporation tax	10,338	-
Other taxation and social security	102,080	17,453
Obligations under finance lease and hire purchase contracts (note 23)	565,164	-
Other creditors	224,099	-
Accruals and deferred income	1,536,640	-
	<u>3,372,690</u>	<u>17,453</u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

21. Creditors: Amounts falling due after more than one year

	Group 2022 £	Company 2022 £
Bank loans (note 22)	2,334,870	-
Loan notes (note 22)	7,255,012	7,255,012
Obligations under finance leases and hire purchase contracts (note 23)	1,773,414	-
	<u>11,363,296</u>	<u>7,255,012</u>

22. Loans

Analysis of the maturity of loans is given below:

	Group 2022 £	Company 2022 £
Amounts falling due within one year		
Bank loans	730,690	-
Amounts falling due 1-2 years		
Bank loans	766,282	-
Amounts falling due 2-5 years		
Bank loans	1,568,588	-
Loan notes	7,255,012	7,255,012
	<u>8,823,600</u>	<u>7,255,012</u>
	<u>10,320,572</u>	<u>7,255,012</u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

22. Loans (continued)

Bank loan balances due as at 31 December 2022 consist of:

A bank loan of £25,355 (2021 - £57,372) is repayable over 10 years and interest is charged on the outstanding balance at 2% per annum over base rate.

A bank loan of £172,052 (2021 - £268,750) is repayable over 5 years and interest is charged on the outstanding balance at 1.5% per annum over base rate.

During the year a bank loan balance £635,506 as at 31 August 2021, which was repayable over 5 years and interest charged on the outstanding balance at 1.75% per annum over base rate, was repaid in September 2022. This loan was replaced by two further loans totalling £610,000 with a year end balance of £596,507 which are repayable over 5 years and interest is charged on the outstanding amount at 2.75% per annum over base rate.

In the prior year, the Company drew down a loan of £2,900,000 through the Coronavirus Business Interruption Loan Scheme (CBILS). The first 12 month period of the loan term was interest and repayment free. The outstanding loan balance of loan £2,271,667 is repayable over 5 years and interest is charged on the outstanding balance at 2.09% per annum over base rate.

The bank loans are secured by way of standard securities over the Company's heritable property and by a bond and floating charge over its assets.

£6,999,648 of redeemable loan notes were issued on 26 May 2022. Interest is payable at 6% per annum with £255,364 accruing in the period. Loan notes are redeemable in May 2026.

23. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	Group 2022 £
Within one year	565,164
Between 1-5 years	1,773,414
	<hr/>
	2,338,578
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The hire purchase creditors are secured over the corresponding assets on hire purchase contracts.

RABBIE'S GROUP HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022

24. Financial instruments

	Group 2022 £	Company 2022 £
Financial assets		
Financial assets measured at fair value through profit or loss	6,605,980	3,957,826
Financial assets measured at amortised at amortised cost	572,937	237,750
	<u>7,178,917</u>	<u>4,195,576</u>
Financial liabilities		
Financial liabilities measured at amortised cost	<u>(13,086,928)</u>	<u>(7,255,012)</u>

Financial assets measured at fair value through profit or loss comprise cash and cash equivalents.

Financial assets measured at amortised cost comprise trade debtors, amounts owed by group undertakings, and other debtors.

Financial liabilities measured at amortised cost comprise bank loans, loan notes, trade creditors, obligations under hire purchase contracts, other creditors and accruals.

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

25. Deferred taxation

Group

	2022 £
Charged to profit or loss	(295,406)
Arising on business combinations	(181,426)
At end of year	(476,832)

The deferred taxation balance is made up as follows:

	Group 2022 £
Accelerated capital allowances	(482,131)
Tax losses carried forward	5,299

26. Share capital

	2022 £
Allotted, called up and fully paid	
35,184 Ordinary A shares of £0.01 each	352
54,815 Ordinary B shares of £0.01 each	548
	900

Ordinary A and B shares each rank equally for any dividends declared by the Company. Both share classes rank equally in terms of voting rights.

During the period, the following share issues were made:

26 May 2022 - 35,184 Ordinary A shares were issued for a nominal value of £0.01

26 May 2022 - 54,815 Ordinary B shares were issued for a nominal value of £0.01

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

27. Reserves

Share premium account

The share premium account represents consideration received on allotment of share capital in excess of the par value at the time of issue.

Foreign exchange reserve

The foreign exchange reserve records the translation differences arising on consolidation of the subsidiaries.

Profit and loss account

The profit and loss account comprises accumulated profits and losses less of dividends paid.

28. Business combinations

The Company acquired 100% of the share capital in Rabbie's Trail Burners Limited on 26 May 2022.

Acquisition of Rabbie's Trail Burners Limited

Recognised amounts of identifiable assets acquired and liabilities assumed

	Book value £	Fair value adjustments £	Fair value £
Fixed assets			
Tangible fixed assets	5,248,781	-	5,248,781
	<u>5,248,781</u>	<u>-</u>	<u>5,248,781</u>
Current assets			
Stocks	6,895	-	6,895
Debtors	829,066	-	829,066
Cash and cash equivalents	4,065,118	-	4,065,118
Total assets	<u>10,149,860</u>	<u>-</u>	<u>10,149,860</u>
Creditors			
Due within one year	(4,675,670)	-	(4,675,670)
Due after more than one year	(6,061,589)	-	(6,061,589)
Deferred taxation	(181,426)	-	(181,426)
Total identifiable net liabilities	<u>(768,825)</u>	<u>-</u>	<u>(768,825)</u>
Goodwill			14,469,250
Total purchase consideration			<u>13,700,425</u>

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

28. Business combinations (continued)

Consideration

	£
Cash	2,085,500
Equity instruments	10,906,000
Directly attributable costs	708,925
	<hr/>
Total purchase consideration	13,700,425
	<hr/>

	£
Purchase consideration settled in cash, as above	2,085,500
Directly attributable costs	708,925
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	2,794,425
Less: Cash and cash equivalents acquired	(4,065,118)
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Net cash inflow on acquisition	(1,270,693)
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29. Pension commitments

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the funds and amounted to £60,105. At the period end, £19,975 was payable to the funds.

30. Commitments under operating leases

At 31 December 2022 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group 2022 £
Not later than 1 year	89,488
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31. Related party transactions

The Company has taken advantage of the exemption within FRS 102 not to disclose transactions entered into by two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

RABBIE'S GROUP HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

32. Post balance sheet events

Across the course of 2023 there has been significant economic uncertainties caused by a high inflation environment and the Bank of England's response to continually raise interest rates in an attempt to reduce this back to previous targets of c. 2%. The Directors have carried out an assessment of the potential impact of this across various different scenarios and have concluded that this is a non-adjusting post balance sheet event. The Directors have taken account of these potential impacts in their going concern assessments.

33. Controlling party

The Directors are of the opinion that the ultimate controlling party is Piper PE LLP, a partnership incorporated in the United Kingdom.