

**Menzies Distribution Services Limited**

**Annual Report and Accounts**

**For the 52 weeks ended 31 December 2022**

Registration Number 2005619



**Menzies Distribution Services Limited**

Registration Number 2005619

**Corporate information**

Directors	GJ Michael PRP McCourt
Registered office	Unit E Twelvetrees Business Park Twelvetrees Crescent London England E3 3JG, UK
Independent auditor	Deloitte LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2DB

**Menzies Distribution Services Limited**

Registration Number 2005619

**Contents**

Directors' Report	4
Directors' Responsibilities Statement	7
Independent Auditor's Report	8
Balance Sheet	12
Statement of Changes in Equity	13
Notes to the financial statements	14

**Menzies Distribution Services Limited**

Registration Number 2005619

## **Directors' Report**

The Directors have pleasure in submitting their Directors' Report together with the audited accounts for the 52 weeks ended 31 December 2022.

The Directors who served during the period and up to the date of approving these financial statements were:

GJ Michael

PRP McCourt

The principal activity of Menzies Distribution Services Limited (the 'Company') is that of an intermediary holding company for Menzies Distribution Solutions Limited and its various subsidiaries and Menzies Distribution Logistics Limited.

### **Going concern**

The Company's business activities, together with the key factors likely to affect its future development, performance and position, are set out in the Strategic Report. The Company has prepared monthly cash flow forecasts and monthly budgets covering a period of twelve months from the date of approval of the financial statements. These forecasts have been tested by performing a sensitivity analysis on the critical assumptions.

The Company operates within the consolidated Group's pooled cash facility under which Menzies Distribution Limited ('the Group'), a subsidiary of the Company's ultimate parent company, collects cash and makes payments on behalf of the Company and other subsidiaries in the normal course of business. As such the Directors' of the Company have made enquiries of Menzies Distribution Limited and assessed its ability to continue to operate in this manner.

At the balance sheet date, the Group reported net debt (being cash and cash equivalents offset with financial assets and liabilities but excluding leases) of £1.8m (1 January 2022: £5.8m) on an EBITDA of £17.8m (2021: £25.9m).

In July 2022, the Company successfully refinanced its £25m Revolving Credit Facility and £14m term loan with Royal Bank of Scotland to 2025. The Company has therefore a strong and robust balance sheet, underpinned by excellent cash conversion, enabling the immediate funding of future growth opportunities as they arise.

For each of the main services, management have considered the relative strength of each Company's services within each market and considered whether there are any economic, political or other factors that may cause the market, or the strength of each Company's services within each market, to change. The major factor which has been globally felt in 2022 was the Russian/Ukraine conflict which had an impact on global fuel and energy prices.

Management have reviewed the robustness of each Company's supply chain to establish whether there are weak links which could adversely affect each Company's ability to deliver its services and/or increase costs through the need to seek and use alternative supply sources. Management continue to address these issues in relation to each Company's efficiency.

Management's sensitivity analysis has evaluated the risk to the Company of:

- Adverse movements in interest rates
- Adverse movements in currency exchange rates
- Exposure to risk through major fixed price of fixed rate contracts

**Menzies Distribution Services Limited**

Registration Number 2005619

## **Directors' Report (continued)**

### **Going concern (continued)**

Management have therefore considered the going concern status of the Company using a variety of methods. The methodology has been consistent with that used to prepare the financial budgets. Considering the continued profitability and the availability of sufficient cash flow facilities, the Directors are satisfied that use of going concern basis in the financial statements of the Company is appropriate.

Accordingly, the Directors continue to adopt the going concern basis in preparing the accounts.

### **Dividends**

The Company did not pay a dividend during the period to its parent company (2021: £Nil).

### **Political and charitable contributions**

No political and charitable donations were made by the Company during the period (2021: £Nil).

### **Directors' shareholdings and share interest as at 31 December 2022**

Certain directors held shares in the ultimate parent company at the date of signing the financial statements. Details of the shares are set out within note 13 of these financial statements.

### **Directors' statement as to disclosure of information to the independent auditors**

The Directors who were members of the Board at the time of approving the Directors' Report are listed within the 'Corporate information' page. Each of the persons who is a Director at the date of approval of this report confirms that:

- to the best of each Director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditors are unaware; and
- each Director has taken all the steps a Director might reasonably be expected to have taken to be aware of relevant information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

**Menzies Distribution Services Limited**

Registration Number 2005619

## **Directors' Report (continued)**

### **Independent auditor**

Deloitte LLP have expressed their willingness to continue in office as auditors, and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

### **Post balance sheet events**

On 19 July 2023, InPost, Europe's leading out of home delivery partner, became a new investor in the Menzies Distribution Group as our two organisations collaborate across the UK on an exclusive basis.

Approved by the Board and signed on its behalf

DocuSigned by:

*Paul McCourt*  
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PRP McCourt  
27 July 2023

**Menzies Distribution Services Limited**

Registration Number 2005619

## **Directors' Responsibilities Statement**

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Independent Auditor's Report to the members of Menzies Distribution Services Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion the financial statements of Menzies Distribution Services Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its results as neither profit nor loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting 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.

We have audited the financial statements which comprise:

- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 14.

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

#### **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 Financial Reporting Council's (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 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.

#### **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.



## **Independent Auditor's Report to the members of Menzies Distribution Services Limited (continued)**

### **Other information (continued)**

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.

### **Responsibilities of directors**

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

### **Extent to which the audit was considered capable of detecting irregularities, including fraud**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the Company's industry and its control environment, and reviewed the Company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management and directors about their own identification and assessment of the risks of irregularities, including those that are specific to the company's business sector.

We obtained an understanding of the legal and regulatory frameworks that the Company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, pensions legislation, and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included the Company's operating licence and environmental regulations.

## **Independent Auditor's Report to the members of Menzies Distribution Services Limited (continued)**

### **Extent to which the audit was considered capable of detecting irregularities, including fraud (continued)**

We discussed among the audit engagement team including relevant internal specialists such as data analytics and IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management, and external legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

### **Report on other legal and regulatory requirements**

#### **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 directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

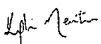
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- 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 respect of these matters.

## **Independent Auditor's Report to the members of Menzies Distribution Services Limited (continued)**

### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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Kylie Newton CA (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
Edinburgh  
United Kingdom  
27 July 2023

**Menzies Distribution Services Limited**

Registration Number 2005619

**Balance Sheet**


as at 31 December 2022

	Notes	31 Dec 2022 £000	1 Jan 2022 £000
<b>Assets</b>			
<b>Fixed assets</b>			
Investments	7	32,300	32,300
		<b>32,300</b>	<b>32,300</b>
<b>Liabilities</b>			
<b>Creditors: amounts falling due within one year</b>			
Trade and other payables	8	(21,512)	(21,512)
<b>Net current liabilities</b>		<b>(21,512)</b>	<b>(21,512)</b>
<b>Net assets</b>		<b>10,788</b>	<b>10,788</b>
<b>Capital and reserves</b>			
Called-up share capital	9	4,302	4,302
Other reserves		742	742
Retained earnings		5,744	5,744
<b>Shareholders' funds</b>		<b>10,788</b>	<b>10,788</b>

There was no items in the Company's Income Statement for the period 1 January 2022 to 31 December 2022.

The accounts were approved by the Board of Directors on 27 July 2023 and signed on its behalf by:

PRP McCourt  
Director

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**Menzies Distribution Services Limited**

Registration Number 2005619

**Statement of Changes in Equity**

for the 52 weeks ended 31 December 2022

	<b>Called-up share capital £000</b>	<b>Other reserves £000</b>	<b>Retained earnings £000</b>	<b>Total equity £000</b>
<b>At 1 January 2022 and 31 December 2022</b>	<b>4,302</b>	<b>742</b>	<b>5,744</b>	<b>10,788</b>

	<b>Called-up share capital £000</b>	<b>Other reserves £000</b>	<b>Retained earnings £000</b>	<b>Total equity £000</b>
<b>At 26 December 2020 and 1 January 2022</b>	<b>4,302</b>	<b>742</b>	<b>5,744</b>	<b>10,788</b>

**Menzies Distribution Services Limited**

Registration Number 2005619

**Notes to the financial statements****1 Authorisation of financial statements**

These financial statements for the 52 weeks ended 31 December 2022 were approved and authorised for issue in accordance with a resolution of the Directors on 27 July 2023. Menzies Distribution Services Limited is a privately owned company limited by shares incorporated under the Companies Act 2006 and registered in England and Wales.

The results of Menzies Distribution Services Limited are included in the consolidated financial statements of Menzies Distribution Group Limited which are available from Unit E Twelvetreets Business Park, Twelvetreets Crescent, London, E3 3JG.

The principal activity of the Company is that of an intermediary holding company for Menzies Solutions Limited and Menzies Distribution Logistics Limited.

The principal accounting policies adopted by the Company are set out in note 2.

**2 Accounting Policies**

A summary of the significant accounting policies, which have been consistently applied, is set out below.

**2.1 Basis of preparation**

These financial statements were prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 as it applies to the financial statements of the Company for the period ended 31 December 2022.

The financial statements are presented in GBP which is the functional currency of the Company and rounded to the nearest £000.

The Company has taken advantage of the exemption under Section 400 of the Companies Act 2006 not to prepare group accounts as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of Menzies Distribution Group Limited. These accounts present information about the Company only and do not incorporate the results of its subsidiaries.

**Disclosure exemptions under FRS 102**

The Company has taken advantage of the available exemptions to not disclose:

- a statement of cash flows;
- related party transactions;
- certain financial instrument disclosures on the basis that equivalent disclosures are included in the consolidated financial statements of the Group in which the Company is consolidated;
- key management personnel compensation; and
- fixed asset comparatives.

**Menzies Distribution Services Limited**

Registration Number 2005619

**Notes to the financial statements (continued)****2 Accounting Policies (continued)****2.1 Basis of preparation (continued)****Going concern**

The Company's business activities, together with the key factors likely to affect its future development, performance and position, are set out in the Strategic Report. The Company has prepared monthly cash flow forecasts and monthly budgets covering a period of twelve months from the date of approval of the financial statements. These forecasts have been tested by performing a sensitivity analysis on the critical assumptions.

The Company operates within the consolidated Group's pooled cash facility under which Menzies Distribution Limited ('the Group'), a subsidiary of the Company's ultimate parent company, collects cash and makes payments on behalf of the Company and other subsidiaries in the normal course of business. As such the Directors' of the Company have made enquiries of Menzies Distribution Limited and assessed its ability to continue to operate in this manner.

At the balance sheet date, the Group reported net debt (being cash and cash equivalents offset with financial assets and liabilities but excluding leases) of £1.8m (1 January 2022: £5.8m) on an EBITDA of £17.8m (2021: £25.9m).

In July 2022, the Company successfully refinanced its £25m Revolving Credit Facility and £14m term loan with Royal Bank of Scotland to 2025. The Company has therefore a strong and robust balance sheet, underpinned by excellent cash conversion, enabling the immediate funding of future growth opportunities as they arise.

For each of the main services, management have considered the relative strength of each Company's services within each market and considered whether there are any economic, political or other factors that may cause the market, or the strength of each Company's services within each market, to change. The major factor which has been globally felt in 2022 was the Russian/Ukraine conflict which had an impact on global fuel and energy prices.

Management have reviewed the robustness of each Company's supply chain to establish whether there are weak links which could adversely affect each Company's ability to deliver its services and/or increase costs through the need to seek and use alternative supply sources. Management continue to address these issues in relation to each Company's efficiency.

Management's sensitivity analysis has evaluated the risk to the Company of:

- Adverse movements in interest rates
- Adverse movements in currency exchange rates
- Exposure to risk through major fixed price of fixed rate contracts

Management have therefore considered the going concern status of the Company using a variety of methods. The methodology has been consistent with that used to prepare the financial budgets. Considering the continued profitability and the availability of sufficient cash flow facilities, the Directors are satisfied that use of going concern basis in the financial statements of the Company is appropriate.

Accordingly, the Directors continue to adopt the going concern basis in preparing the accounts.

**Menzies Distribution Services Limited**

Registration Number 2005619

## **Notes to the financial statements (continued)**

### **2 Accounting Policies (continued)**

#### **2.2 Summary of significant accounting policies**

##### **a) Investments**

Investments in subsidiaries are carried at cost less accumulated impairment.

##### **b) Trade and other payables**

Trade and other payables represent liabilities for goods and services provided to the Company prior to the financial year end which are unpaid. Trade and other payables are classified as current liabilities unless payment is not due within 12 months of the financial year end.

##### **c) Called-up share capital**

Ordinary shares are classed as equity.

### **3 Significant accounting judgements, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements, 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 and in any future periods affected.



**Menzies Distribution Services Limited**

Registration Number 2005619

**Notes to the financial statements (continued)****3 Significant accounting judgements, estimates and assumptions (continued)**

The key judgements, estimates and assumptions concerning the future, and other key sources of estimation uncertainty are:

***Judgements***

In the process of applying the Company's accounting policies, management has made the following judgement, which has the most significant effect on the amounts recognised in the financial statements:

**i) Assessing indicators of impairment**

In assessing whether there have been any indicators of impaired investments, the directors consider both external and internal sources of information such as future forecasts, market conditions, counterparty credit ratings and experience of recoverability. Where there are indicators of impairment, investments are written down to their recoverable value with any adjustments recognised in the income statement.

***Estimates and assumptions***

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur. At present, there are no material estimates to disclose.

**4 Subsidiary undertakings**

The subsidiary undertakings of the Company for the current period are listed below. The Company and its subsidiaries are included within the Group accounts of Menzies Distribution Group Limited which are publicly available. The equity interest in the subsidiaries represent ordinary shares held.

<b>Name</b>	<b>Principal activities</b>	<b>Country of incorporation</b>	<b>Equity interest 31 Dec 2022 %</b>	<b>Equity interest 1 Jan 2022 %</b>
Menzies Distribution Solutions Limited	Contract distribution, warehousing and transport.	United Kingdom	100	100
Menzies Distribution Logistics Limited	International distribution and freight forwarding.	United Kingdom	100	100
Lister Square (No.4) Limited	Logistics and warehousing services	United Kingdom	100	-
JBT Distribution Limited	Logistics and warehousing services	United Kingdom	100	-

The limited companies listed above had the following registered offices:-

\* Unit E Twelvetreets Business Park, Twelvetreets Crescent, London, E3 3JG

\*\* 2 Lochside Avenue, Edinburgh Park, Edinburgh, EH12 9DJ

**Menzies Distribution Services Limited**

Registration Number 2005619

**Notes to the financial statements (continued)****5 Auditors Remuneration**

There were no non-audit services performed by the auditors during the financial period (2021: £Nil).

Fees in respect of the audit of the financial statements of the Company for the current period are borne by another group entity.

**6 Employee costs****Staff costs**

There were no staff costs for the period ended 31 December 2022, nor for the period ended 1 January 2022

<b>Directors' emoluments</b>	<b>31 Dec 2022</b>	<b>1 Jan 2022</b>
	<b>£000</b>	<b>£000</b>
Aggregate remuneration in respect of qualifying services	<b>995</b>	<b>1,433</b>
	<b>31 Dec 2022</b>	<b>1 Jan 2022</b>
	<b>Nos</b>	<b>Nos</b>
Directors accruing benefits under defined contribution schemes	<b>-</b>	<b>-</b>
	<b>31 Dec 2022</b>	<b>1 Jan 2022</b>
	<b>£000</b>	<b>£000</b>
In respect of the highest paid Director:		
Aggregate remuneration	<b>611</b>	<b>850</b>

The Directors of the Company are also directors of subsidiary companies within the Menzies Distribution Group Limited group. The Directors do not believe that it is practicable to apportion the aggregate remuneration receivable between their services as directors of fellow subsidiary companies.

**7 Investments**

	<b>£000</b>
At 1 January 2022	<b>32,300</b>
<b>At 31 December 2022</b>	<b>32,300</b>

The subsidiary entities in which Menzies Distribution Services Limited has a significant interest at 31 December 2022 are disclosed in Note 4 Subsidiary undertakings.

The Company tests investments annually for impairment, or more frequently if there are indications that these might be impaired. The directors have not identified any indicators that would require more regular assessments during the period. The basis of these impairment tests including key assumptions are set out below.

The recoverable amounts of each investment is determined from value in use calculations. These calculations use future cash flow projections based on financial forecasts approved by management. The key assumptions for these forecasts are those regarding revenue growth, net margin, capital expenditure and the level of working capital required to support trading, which management estimates based on past experience and expectations of future changes in the market. The value in use calculations use a pre-tax discount rate assumption of 11.3% (2021: 10.1%) based on Menzies Distribution Group Limited weighted average post-tax cost of capital and having considered the uncertainty risk attributable to individual investments.

## Menzies Distribution Services Limited

Registration Number 2005619

**Notes to the financial statements (continued)****8 Trade and other payables**

	31 Dec 2022 £000	1 Jan 2022 £000
<b>Due within one year</b>		
Amounts owed to group companies	21,512	21,512
	<b>21,512</b>	<b>21,512</b>

All payables are due within one year.

Amounts owed to group companies are interest free and payable upon demand.

**9 Called-up share capital**

	31 Dec 2022 £000	1 Jan 2022 £000
<b>Allotted, called up and fully paid</b>		
4,302,000 ordinary shares of £1 each	4,302	4,302

**10 Capital commitments**

The Company has no capital commitments (2021: £Nil).

**11 Contingent liabilities**

There are no contingent liabilities in the normal course of business which are expected to give rise to any significant loss to the Company (2021: £Nil).

**12 Related party transactions**

During the period the Company transacted with related parties in the normal course of business on an arm's length basis. The Company has taken advantage of the exemption under FRS 102 paragraph 33.1A not to disclose transactions with fellow owned subsidiaries.

There were no other related party transactions in 2022 (2021: £Nil).

**Directors' shareholdings and share interest in the ultimate parent company as at 31 December 2022**

		31 Dec 2022		1 Jan 2022	
Name		Number of shares owned	% shareholding	Number of shares owned	% shareholding
GJ Michael	B ordinary shares	504	0.5%	583	0.6%
GJ Michael	C1 ordinary shares	4,538	4.4%	5,250	5.2%
PRP McCourt	B ordinary shares	360	0.3%	417	0.4%
PRP McCourt	C1 ordinary shares	3,242	3.2%	3,750	3.7%

**13 Ultimate parent**

The Company's immediate parent undertaking is Menzies Distribution Holdings Limited whose parent undertaking is Menzies Distribution Group Limited, both with a registered office of Unit E, Twelvetreets Business Park, Twelvetreets Crescent, London, E3 3JG. The ultimate controlling party is Endless IV (GP) LP, registered office 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ. The Company is included within the Group accounts of Menzies Distribution Group Limited which are publicly available, and are the smallest and largest group of companies in which the company is being consolidated.

**14 Post balance sheet events**

On 19 July 2023, InPost, Europe's leading out of home delivery partner, became a new investor in the Menzies Distribution Group as our two organisations collaborate across the UK on an exclusive basis.