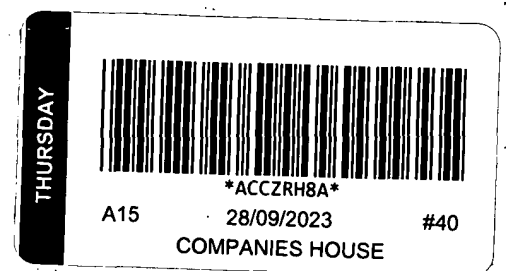


REGISTERED NUMBER: 03941136 (England and Wales)

Ebuyer (UK) Limited

Strategic Report, Report of the Directors and

Financial Statements for the Year Ended 31st December 2022



Ebuyer (UK) Limited

Contents of the Financial Statements **for the year ended 31st December 2022**

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Ebuyer (UK) Limited

Company Information

for the year ended 31st December 2022

DIRECTORS:

R S Marsden
M J Reed
A Rose
D G Brooks

REGISTERED OFFICE:

Ferry Road
Howdendyke
Goole
England
DN14 7UW

REGISTERED NUMBER:

03941136 (England and Wales)

INDEPENDENT AUDITOR:

KPMG LLP
1 Sovereign Street
Sovereign Square
Leeds
LS1 4DA

BANKERS:

The Royal Bank of Scotland plc
3rd Floor
2 Whitehall Quay
Leeds
West Yorkshire
LS1 4HR

Ebuyer (UK) Limited

Strategic Report

for the year ended 31st December 2022

The directors present their strategic report for the year ended 31st December 2022.

Principal Activities and Review of the Business

The principal activity of the company is the online retailing of electrical products.

Key Performance Indicators

The directors monitor the business' performance through the use of both financial and non-financial performance measures. From a financial point of view, key performance indicators for the company include turnover, gross profit, EBITDA and profit before tax. Non-financial key performance indicators include website hits, order conversion, orders placed, customer satisfaction and market share. EBITDA is calculated as profits on ordinary activities before tax adjusted by adding back interest, depreciation and amortisation. These values can be found in the notes to the financial statements.

Financial Performance

A summary of the last five years' trading is detailed below:

	2022 £'000	2021 £'000	2020 £'000	2019 £'000	2018 £'000
Turnover	174,252	240,650	243,461	190,468	212,242
% growth	-28%	-1%	28%	-10%	5%
Gross profit	19,884	28,950	30,022	18,901	19,704
% growth	-31%	-4%	59%	-4%	4%
EBITDA	525	7,266	9,493	1,143	1,676
% growth	-93%	-23%	731%	-32%	-14%
Profit Before Tax	109	6,989	9,261	666	1,207
% growth	-98%	-26%	1,290%	-45%	-4%

The market for electrical products and components dropped in 2022 in part driven by the reduction in discretionary spend because of the inflationary increases seen in the cost of essentials like fuel and food. The challenges seen in previous years in the supply chain eased with the reduction in demand across the market.

On the 3rd April 2023 Ebuyer (UK) Limited was acquired by Realtime Holdings Ltd. The business will continue to operate in the same market with no significant changes planned in 2023.

Financial Position

At 31st December 2022 net assets amounted to £11,718,758 (2021: £11,614,767) whilst the company's balance sheet is predominantly liquid with net current assets of £10,687,531 (2021: £10,378,064).

As a result of the easing of the supply chain challenges and lower demand the company reduced levels of stock to £15,711,648 (2021: £18,443,316). These reduced stock levels will continue whilst the market demand remains low.

The directors have paid close attention to the company's cash management throughout the year. The company did not borrow from banks or other third-party financial institutions in 2022. The company has continued to invest in its infrastructure with a further £235,538 being invested during the year under review. The company's cash position at the year-end decreased to £5,792,620 (2021: £7,574,804) reflecting the reduction in turnover and higher prepayments.

Ebuyer (UK) Limited

Strategic Report

for the year ended 31st December 2022

Future Developments

The business was acquired on 3rd April 2023 by Realtime Holdings Ltd. The future plan for the company is to continue in the markets in which it currently operates but with a focus on growth and operational efficiency. Investments will be directed towards supporting the talent within the organisation and driving revenue growth. The company has significant room for expansion within its operational facilities, the company will continue to investigate options as they arise.

Principal Risks and Uncertainties

Aside from the impact of general economic factors, the company has some risk in that elements of stock it holds are at risk of price deflation and obsolescence as a result of technological advances and changing consumer tastes. The company manages this risk by closely monitoring financial and non-financial KPIs and continually adjusting pricing to ensure that stock levels are commensurate with run rates for every stock line.

The company operates in a highly competitive market with sophisticated consumers who are willing to spend time carrying out research to ensure they are paying the right price for their products. To meet its customers' demands the company has built up a diverse supplier base to service all their product needs.

Credit Risk

The company has implemented procedures to minimise the company's exposure to bad debts. The majority of revenue is derived from the sale of goods to the end consumer and these goods are paid for prior to despatch. Credit checks and insurance is in place for sales to business customers and there is very little concentration with no single customer accounting for a significant proportion of the company's revenue.

Liquidity and Cash Flow Risk

The directors regularly review the company's cash position and its future cash flow forecasts. The company has a strong balance sheet, significant cash reserves and the nature of the business is highly cash generative, therefore the directors do not believe that the company is exposed to a significant risk in this regard.

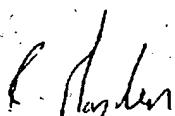
Section 172(1) Statement

The Section 172(1) Statement describes how the Directors, individually and collectively, acting in good faith have exercised their duties over the course of the year to promote the long-term success of the company for the benefit of its members as a whole, and in doing so have had regard to the matters set out in Section 172(1) (a) to (f) of the Companies Act 2006.

The successful delivery of the long-term plans requires positive relationships with a range of key stakeholders including its members, employees, customers, supply chain, regulator and our wider society.

The Board looks to achieve this by setting out its strategy and monitoring its performance against its strategic objectives. In setting these objectives the Board takes into account the potential impact and outcomes on the aforementioned key stakeholders. It also seeks to align its strategy to generating increased shareholder value, creation of employment and contributing to the wider economy which includes taxation borne by the company.

ON BEHALF OF THE BOARD:



R S Marsden - Director

Date: 25/09/23

Ebuyer (UK) Limited

Report of the Directors

for the year ended 31st December 2022

The directors present their report with the audited financial statements of the company for the year ended 31st December 2022.

DIVIDENDS

The directors recommend that no final dividend be paid.

FUTURE DEVELOPMENTS

The future developments of the company are disclosed in the Strategic Report.

DIRECTORS

No directors have held office during the whole of the period from 1st January 2022 to the date of this report.

Changes in directors holding office are as follows:

A A Roberts	Resigned 22nd April 2022
A Grant	Appointed 3rd May 2022, resigned 3rd April 2023
R S Marsden	Appointed 3rd April 2023
M J Reed	Appointed 3rd April 2023
A Rose	Appointed 4th April 2023
M J Pullan	Resigned 3rd April 2023
J M Oldfield	Resigned 3rd April 2023
A E Smith	Resigned 18 th August 2023
LR Weymouth	Resigned 16 th August 2023
D G Brooks	Appointed 1 st June 2023

DIRECTORS' INDEMNITIES

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

EMPLOYEE INVOLVEMENT

The company systematically provides employees with information on matters of concern to them, consulting them or their representatives regularly, so that their views can be taken into account when making decisions that are likely to affect their interests. Employee involvement in the company is encouraged, as achieving a common awareness on the part of all employees of the financial and economic factors affecting the company plays a major role in maintaining its growth. The company encourages the involvement of employee's by means of regular written and oral communications.

EMPLOYMENT OF DISABLED PERSONS

The company is committed to employment policies, which follow best practice, based on equal opportunities for all employees, irrespective of sex, race, colour, disability or marital status. The company gives full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities. Appropriate arrangements are made for the continued employment and training, career development and promotion of disabled persons employed by the company. If members of staff become disabled the company continues their employment, either in the same or an alternative position, with appropriate retraining being given if necessary.

STREAMLINED ENERGY AND CARBON REPORTING

The company has taken the exemption available in respect of these disclosures on the grounds that the information is contained within its parent company consolidated financial statements.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Ebuyer (UK) Limited

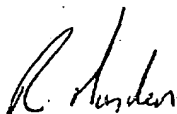
Report of the Directors

for the year ended 31st December 2022

AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re appointed and KPMG LLP will therefore continue in office.

ON BEHALF OF THE BOARD:



R S Marsden - Director

Date: 25/09/23

Ebuyer (UK) Limited

Statement of Directors' Responsibilities for the year ended 31st December 2022

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

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

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent Auditor's Report to the Members of Ebuyer (UK) Limited

Opinion

We have audited the financial statements of Ebuyer (UK) Limited ("the Company") for the year ended 31 December 2022 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

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

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

Our conclusions based on this work:

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

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

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

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

- Enquiring of directors and inspection of policy documentation as to the Company's policies and procedures to prevent and detect fraud, as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

Independent Auditor's Report to the Members of Ebuyer (UK) Limited

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, in particular:

- the risk that management may be in a position to make inappropriate accounting entries;
- the risk that revenue is overstated through recording revenues in the wrong period.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation of some of the Company-wide fraud risk management controls

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted to unusual accounts involving revenue and cash accounts.
- For a sample of revenue transactions around the period end, vouching to supporting external documentation to corroborate whether those items were recorded in the correct accounting period.

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

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

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

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

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, data protection laws, anti-bribery, employment law, regulatory capital and liquidity, and certain aspects of company legislation recognising the nature of the Company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

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

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

Independent Auditor's Report to the Members of Ebuyer (UK) Limited

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

Strategic report and directors' report

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

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

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

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 6, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

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

Independent Auditor's Report to the Members of Ebuyer (UK) Limited

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

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



David Mitchell (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Date: 25 September 2023

Ebuyer (UK) Limited

Statement of Comprehensive Income for the year ended 31st December 2022

	Notes	2022 £	2021 £
TURNOVER	3	174,251,936	240,649,719
Cost of sales		<u>154,367,491</u>	<u>211,699,710</u>
GROSS PROFIT		19,884,445	28,950,009
Administrative expenses		<u>19,798,553</u>	<u>22,053,629</u>
OPERATING PROFIT	6	85,892	6,896,380
Interest receivable and similar income	7	<u>23,268</u>	<u>1,751</u>
PROFIT BEFORE TAXATION		109,160	6,898,131
Tax on profit	8	<u>5,169</u>	<u>1,254,878</u>
PROFIT FOR THE FINANCIAL YEAR		103,991	5,643,253
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>103,991</u>	<u>5,643,253</u>

The notes form part of these financial statements

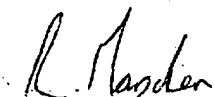
Ebuyer (UK) Limited (Registered number: 03941136)

Balance Sheet

31st December 2022

	Notes	2022 £	2021 £
FIXED ASSETS			
Tangible assets	10	1,031,227	1,236,703
CURRENT ASSETS			
Stocks	11	15,711,648	18,443,316
Debtors	12	11,103,464	10,853,075
Cash at bank		<u>5,792,620</u>	<u>7,574,804</u>
		32,607,732	36,871,195
CREDITORS			
Amounts falling due within one year	13	<u>21,920,201</u>	<u>26,493,131</u>
NET CURRENT ASSETS		<u>10,687,531</u>	<u>10,378,064</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>11,718,758</u>	<u>11,614,767</u>
CAPITAL AND RESERVES			
Called up share capital	16	730,000	730,000
Retained earnings	17	<u>10,988,758</u>	<u>10,884,767</u>
SHAREHOLDERS' FUNDS		<u>11,718,758</u>	<u>11,614,767</u>

The financial statements were approved by the Board of Directors and authorised for issue on 28/01/23 and were signed on its behalf by:



R S Marsden - Director

Ebuyer (UK) Limited

Statement of Changes in Equity for the year ended 31st December 2022

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st January 2021	730,000	8,161,514	8,891,514
Changes in equity			
Profit for the year	-	5,643,253	5,643,253
Total comprehensive income	-	5,643,253	5,643,253
Dividends	-	(2,920,000)	(2,920,000)
Balance at 31st December 2021	<u>730,000</u>	<u>10,884,767</u>	<u>11,614,767</u>
Changes in equity			
Profit for the year	-	103,991	103,991
Total comprehensive income	-	103,991	103,991
Balance at 31st December 2022	<u>730,000</u>	<u>10,988,758</u>	<u>11,718,758</u>

The notes form part of these financial statements

Ebuyer (UK) Limited

Notes to the Financial Statements

for the year ended 31st December 2022

1. STATUTORY INFORMATION

Ebuyer (UK) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared in accordance with applicable accounting standards including Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006. The financial statements have been prepared on a going concern basis under the historical cost convention, modified to include certain items at fair value.

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented unless otherwise stated.

Going Concern

The financial statements have been prepared on a going concern basis which the Directors consider to be appropriate.

The Directors have prepared a cash flow forecast for a period of 15 months from the date of approval of these financial statements. This base case forecast has been stress tested for various severe but plausible downside scenarios. In all scenarios considered, taking account of reasonably plausible downsides including uncertainty in the market and associated impact on the operations and its financial resources, the company will have sufficient funds to meet its liabilities as they fall due for that period.

In preparing this cash flow forecast the Directors took the business' experience from recent trading activity and stress-tested by assuming various levels of market volatility during the 15-month forecast period. In each of the scenarios positive cash flows were generated and there were no indicators that additional working capital, or any new facilities will be required.

The company is funded primarily through cash generated from operations supplemented with a working capital linked debt facility. The forecast does not indicate that any new facilities will be required.

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

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of paragraph 3.17(d);
- the requirement of paragraph 33.7.

Ebuyer (UK) Limited

Notes to the Financial Statements - continued for the year ended 31st December 2022

2. ACCOUNTING POLICIES - continued

Turnover

Turnover from the sale of goods is recognised when significant risks and rewards of ownership of the goods have transferred to the buyer, the amount of turnover can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. This is usually on despatch of the goods for direct consumers and on delivery to customers for trade customers.

Interest received and other income

Interest income is recognised using the effective interest method and dividend income is recognised as the company's right to receive payment is established.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at historic purchase cost less accumulated depreciation. Cost includes the original purchase price of the asset and the cost attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life.

Plant and machinery	- Straight line over 10 years
Fixtures and fittings	- Straight line over 10 years
Motor vehicles	- Straight line over 4 years
Computer equipment	- Straight line over 3 years

Impairment

Assets not measured at fair value are reviewed for any indication that the asset may be impaired at each balance sheet date. If such indication exists, the recoverable amount of the asset, or the asset's cash generating unit, is estimated and compared to the carrying amount. Where the carrying amount exceeds its recoverable amount, an impairment loss is recognised in profit or loss unless the asset is carried at a revalued amount where the impairment loss is a revaluation decrease.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is based on the weighted average principle and represents purchase price including transport and handling costs, less trade discounts.

Net realisable value is the price at which stocks can be sold in the normal course of business after allowing for the costs of realisation.

Debtors and creditors receivable / payable within one year

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the statement of comprehensive income in other administrative expenses.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Ebuyer (UK) Limited

Notes to the Financial Statements - continued **for the year ended 31st December 2022**

2. ACCOUNTING POLICIES - continued

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the closing rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension schemes for its employees. Contributions are charged to the statement of comprehensive income as they become payable in accordance with the rules of the scheme.

Leases

Rentals payable under operating leases are charged to the statement of comprehensive income over the period of the lease on a straight line basis.

Government grants

Government grants are included within accruals and deferred income in the balance sheet and credited to the statement of comprehensive income over the expected useful lives of the assets to which they relate or periods in which the related costs are incurred. Amounts recognised in the statement of comprehensive income are presented under the heading "Other operating income".

Key accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key accounting estimates of the group are as follows.

Stock provisioning

Management considers the recoverability of the carrying value of stock and makes estimates for any associated provision required. When calculating the stock provision management considers the nature, age and condition of its stock in addition to assumptions around future usage.

3. TURNOVER

The turnover and profit before tax are attributable to the principal activity of the company and is all within the United Kingdom.

Ebuyer (UK) Limited

Notes to the Financial Statements - continued for the year ended 31st December 2022

4. EMPLOYEES AND DIRECTORS

The average number of persons employed by the company during the year was:

	2022 No.	2021 No.
Distribution	89	86
Administration	149	184
	<u>238</u>	<u>270</u>

The aggregate payroll costs of these persons were as follows:

	2022 £	2021 £
Wages and salaries	6,196,983	7,138,126
social security cost	448,318	622,003
Pension cost	117,981	126,259
	<u>6,763,282</u>	<u>7,886,388</u>

5. DIRECTORS' EMOLUMENTS

	2022 £	2021 £
Directors' remuneration	252,733	428,400
Directors' pension contributions to money purchase schemes	<u>30,940</u>	<u>3,957</u>

Information regarding the highest paid director is as follows:

	2022 £	2021 £
Emoluments etc	111,492	151,823
Pension contributions to money purchase schemes	<u>13,757</u>	<u>1,319</u>

During the year ended 31st December 2022 certain directors were remunerated by the ultimate parent company, The WEST Retail Group Limited, and there was no reasonable way to allocate this cost accurately within the group.

6. OPERATING PROFIT

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

	2022 £	2021 £
Depreciation - owned assets	438,619	369,112
Profit on disposal of fixed assets	(25,105)	-
Foreign exchange differences	(245,618)	(70,649)
Operating leases	1,428,780	1,096,947
Auditors' remuneration	<u>70,000</u>	<u>70,000</u>

Ebuyer (UK) Limited

Notes to the Financial Statements - continued for the year ended 31st December 2022

6. OPERATING PROFIT - continued

The company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are, as required, disclosed in the group accounts of its parent The WEST Retail Group Limited.

7. INTEREST RECEIVABLE AND SIMILAR INCOME

	2022 £	2021 £
Bank interest receivable	<u>23,268</u>	<u>1,751</u>

8. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	2022 £	2021 £
Current tax:		
UK corporation tax	57,389	1,318,678
Adjustments in respect of prior periods	<u>(127,266)</u>	<u>(37,725)</u>
Total current tax	<u>(69,877)</u>	<u>1,280,953</u>
Deferred tax:		
Origination and reversal of timing differences	(32,640)	(4,082)
Adjustment in respect of prior periods	118,940	-
Effect of changes in tax rates	<u>(11,254)</u>	<u>(21,993)</u>
Total deferred tax	<u>75,046</u>	<u>(26,075)</u>
Tax on profit	<u>5,169</u>	<u>1,254,878</u>

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2022 £	2021 £
Profit before tax	<u>109,160</u>	<u>6,898,131</u>
Profit multiplied by the standard rate of corporation tax in the UK of, 19% (2021 - 19%)	20,740	1,310,645
Effects of:		
Expenses not deductible for tax purposes	4,009	3,951
Adjustments to tax charge in respect of previous periods	(8,326)	(37,725)
Tax rate changes	<u>(11,254)</u>	<u>(21,993)</u>
Total tax charge	<u>5,169</u>	<u>1,254,878</u>

Ebuyer (UK) Limited

Notes to the Financial Statements - continued for the year ended 31st December 2022

8. TAXATION - continued

The UK Budget on 3 March 2021 included an announcement that the corporation tax rate will increase to 25% from 1 April 2023 for certain companies. This increase was substantively enacted on 24 May 2021. This will impact the company's future current tax charge and the deferred tax asset accordingly. The deferred tax asset at the balance sheet date has been calculated based on the rates substantively enacted at the balance sheet date.

9. DIVIDENDS

	2022 £	2021 £
Ordinary shares of £1 each		
Interim	-	<u>2,920,000</u>

10. TANGIBLE FIXED ASSETS

	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST					
At 1st January 2022	3,899,180	2,467,573	116,114	2,283,502	8,766,369
Additions	39,514	14,879	128,379	52,766	235,538
Disposals	<u>(4,805)</u>	-	<u>(54,334)</u>	-	<u>(59,139)</u>
At 31st December 2022	<u>3,933,889</u>	<u>2,482,452</u>	<u>190,159</u>	<u>2,336,268</u>	<u>8,942,768</u>
DEPRECIATION					
At 1st January 2022	3,299,916	2,293,569	97,541	1,838,640	7,529,666
Charge for year	126,259	68,393	24,429	219,538	438,619
Eliminated on disposal	<u>(4,805)</u>	-	<u>(51,939)</u>	-	<u>(56,744)</u>
At 31st December 2022	<u>3,421,370</u>	<u>2,361,962</u>	<u>70,031</u>	<u>2,058,178</u>	<u>7,911,541</u>
NET BOOK VALUE					
At 31st December 2022	<u>512,519</u>	<u>120,490</u>	<u>120,128</u>	<u>278,090</u>	<u>1,031,227</u>
At 31st December 2021	<u>599,264</u>	<u>174,004</u>	<u>18,573</u>	<u>444,862</u>	<u>1,236,703</u>

11. STOCKS

	2022 £	2021 £
Goods for resale	<u>15,711,648</u>	<u>18,443,316</u>

Ebuyer (UK) Limited

Notes to the Financial Statements - continued for the year ended 31st December 2022

12. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Trade debtors	6,588,398	7,426,942
Social security & other taxes	782,607	-
Amounts owed by group undertakings	-	531,124
Other debtors	153,914	173,636
Corporation tax	152,712	-
Deferred tax asset	20,552	95,598
Prepayments and accrued income	3,405,281	2,625,775
	<u>11,103,464</u>	<u>10,853,075</u>

Deferred tax asset

	2022 £	2021 £
Accelerated capital allowances	95,598	91,636
Short term timing differences	(75,046)	3,962
	<u>20,552</u>	<u>95,598</u>

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022 £	2021 £
Trade creditors	17,529,210	21,288,662
Amounts owed to group undertakings	-	41,335
Corporation tax	-	21,372
Social security and other taxes	1,117,131	1,980,099
Other creditors	22,060	34,386
Accruals and deferred income	3,251,800	3,127,277
	<u>21,920,201</u>	<u>26,493,131</u>

14. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2022 £	2021 £
Within one year	1,366,048	1,366,048
Between one and five years	5,464,192	6,830,240
In more than five years	12,066,757	12,066,757
	<u>18,896,997</u>	<u>20,263,045</u>

15. DEFERRED TAX

	£
Balance at 1st January 2022	(95,598)
Charge to Statement of Comprehensive Income during year	75,046
Balance at 31st December 2022	<u>(20,552)</u>

Ebuyer (UK) Limited

Notes to the Financial Statements - continued for the year ended 31st December 2022

16. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2022 £	2021 £
730,000	Ordinary	£1	<u>730,000</u>	<u>730,000</u>

17. RESERVES

	Retained earnings £
At 1st January 2022	10,884,767
Profit for the year	<u>103,991</u>
At 31st December 2022	<u>10,988,758</u>

18. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The assets of the schemes are held separately from those of the company in independently administered funds. The gross pension cost charge represents contributions payable by the company and amounted to £117,981 (2021: £126,259).

19. ULTIMATE PARENT COMPANY

At the year end, the company was an immediate subsidiary undertaking of The WEST Retail Group Limited, a company incorporated in England and Wales. On 3rd April 2023, the company was acquired by Realtime Holdings Limited, a company incorporated in England and Wales.

The largest and smallest group in which the results of the company are consolidated is The WEST Retail Group Limited. The consolidated financial statements of the group can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

The ultimate controlling party at the year end was M S Healey. On 3rd April 2023, M J Reed became the ultimate controlling party.

20. RELATED PARTY DISCLOSURES

During the year the company charged rent and sold goods and services totalling £4,476,271 (2021: £5,285,796) to fellow group undertakings. At 31st December 2022 the net balance owed to the company £911,061 (2021: £531,125) by these companies.

During the year the company was charged £1,080,000 (2021: £1,080,000) for services from a fellow group undertaking.

During the year the company leased premises from a company in which M J Pullan is a director. During the year rent charges of £349,118 (2021: £1,096,345) were recognised in respect of the lease. All sums were paid at the balance sheet date.