

DHCM HOLDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED

31 DECEMBER 2022



Registered in England & Wales No. 06674300
Registered address Thorpe Cloud, Hollybush Ride, Windlesham,
England, GU20 6PQ

DHCM Holdco Limited

Annual Report and Financial Statements for the year ended 31 December 2022

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DHCM Holdco Limited

Strategic Report

Business review

DHCM Holdco Limited (the “Company” and the “Parent Company”) is a holding company for Doughty Hanson & Co Managers Limited (together the “Group”), which acts as liquidating trustee of the partnerships forming Doughty Hanson & Co IV and Doughty Hanson & Co Technology II.

It is the intention of DHC Limited (the “Ultimate Parent Company”) and its subsidiaries (together the “DHC Group”) including the Company, that as soon as the partnerships of which Doughty Hanson & Co Managers Limited is acting as liquidating trustee have been fully wound up the companies in the DHC Group will be dissolved by way of strike off or solvent liquidation. Due to this intention to wind up as soon as possible the Financial Statements have been prepared on a basis other than going concern.

Whilst it is the intention of the Company and the DHC Group to wind up as soon as possible, should the winding up of the Company not be completed with the next 12 months the Company and the DHC Group have the financial resources available to ensure that they are able to fulfil their obligations.

Given the nature of the business, the Company’s Directors are of the opinion that analysis using KPIs (Key Performance Indicators) is not necessary for an understanding of the development, performance or position of the business.

Performance and position

The results for the year are set out in the profit and loss account on page 7. The Group’s loss for the financial year is £2,492,000 (2021: £2,833,000). No dividend was paid or proposed.

There are net assets in the Group of £19,126,000 (2021: £21,618,000) and in the Company net assets of £20,792,000 (2021: £21,618,000). In the Company there has been a £826,000 decrease (2021: £2,194,000 decrease) in fair value of the investment in the subsidiary Doughty Hanson & Co Managers Limited. With reference to the exemption in section 408, the Company has not presented its standalone Profit and Loss Account.

Given the nature of the Company’s business the Directors are satisfied with the financial position of the Group and the Company.

Principal risks and uncertainties

The Group’s operations expose it to a variety of risks; the most significant are considered to be financial risk, legal and regulatory risk and operational risk.

Financial risk

The significant financial risk is counterparty risk.

Counterparty risk arises due to the fact that there is no guarantee of banks and other counterparties being able to meet their obligations to the Group relating to bank accounts and other products that may be used, primarily relating to cash deposits and foreign exchange contracts. This risk is mitigated by the Group only dealing with larger institutions, as agreed by the Board, and regular review of each banks’ strength where there are existing relationships with the Group.

Legal and regulatory risk

The Group operates in the UK. The regulatory environment is becoming more complex and demanding and in response to this the Group has maintained its arrangements for regulatory compliance through the retention of recognised professional advisers who advise on the compliance function. Regular internal compliance reviews are undertaken and recommendations are approved and implemented by the Board where appropriate.

DHCM Holdco Limited

Strategic Report (continued)

Operational risk

This includes personnel risk, IT risk, and business disruption. These risks are mitigated by the recruitment and retention of suitably qualified staff with remuneration set at an appropriate level, use of appropriate Directors and Officers insurance and business continuity provisions.

On behalf of the Board:



G. D. Stening
Director

DHCM Holdco Limited

Directors' Report

The Directors present their Report to the member together with the unaudited consolidated Financial Statements for the year ended 31 December 2022.

Directors

The Directors of the Company who served during the year and up to the date of signing the Financial Statements were as follows:

R. P. Hanson
G. D. Stening

Liability insurance

The Company has professional indemnity insurance, in the form of a qualifying third party indemnity provision, in place in respect of the duties of the Directors and Officers. This was in place throughout the financial year and at the date the Financial Statements were approved.

Risk Management

The Group's risk management objectives are detailed in the Strategic Report on pages 3 and 4.

Dividend

No dividend was paid or proposed (2021: nil).

Going concern

The Financial Statements have been prepared on a basis other than going concern basis as it is the DHC Group's intention that as soon as the partnerships of which Doughty Hanson & Co Managers Limited is acting as liquidating trustee have been fully wound up the companies in the DHC Group will be dissolved by way of strike off or solvent liquidation. The effect of this is explained in note 1.

Group members including the Company have various intercompany loans outstanding with other members of the DHC Group and with DH Private Equity Limited Group, (a group of which Richard Hanson is the controlling party), none of which are likely to be repaid in full. It is the DHC Groups intention to convert the portion of these loans that will not be repaid into loan notes and then waive them at a date prior to dissolution unless otherwise detailed in note 18.

DHCM Holdco Limited

Directors' Report (continued)

Statement of Directors' responsibilities in respect of the Financial Statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 group and company will continue in business. As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis.

The directors are also responsible for safeguarding the assets of the group and company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006

Auditors

For the year ending 31 December 2022 the Group and Company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the Group or Company to obtain an audit of its accounts for the year in question in accordance with section 476.

On behalf of the Board:



G. D. Stening
Director
14 June 2023

DHCM Holdco Limited
Registered in England & Wales No. 06674300

Consolidated Profit and Loss Account

For the year ended 31 December 2022

		2022	2021
	Note	£'000	£'000
Turnover	2		
Management fee and other income		<u>997</u>	<u>37</u>
		997	37
Administrative expenses		(3,611)	(2,671)
Fair value adjustments on investments		12	285
Loss on disposal of fixed asset investments		<u>-</u>	<u>(490)</u>
Operating loss		(2,602)	(2,839)
Interest receivable and similar income	6	110	6
Interest payable and similar expenses	6	<u>-</u>	<u>-</u>
Loss before taxation	3	(2,492)	(2,833)
Taxation	7	<u>-</u>	<u>-</u>
Loss profit for the financial year		<u>(2,492)</u>	<u>(2,833)</u>

The Company has no recognised comprehensive income/(expenses) other than the results as stated above. All comprehensive expense is attributable to its sole shareholder, DHC Limited.

DHCM Holdco Limited
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Consolidated Balance Sheet as at 31 December 2022

	Note	2022 £'000	2021 £'000
Fixed assets			
Tangible fixed assets	9	—	1
		—	1
Current assets			
Investments	8	91	79
Debtors: amounts falling due within one year	10	15,714	16,378
Cash and cash equivalents	15	<u>9,096</u>	<u>11,782</u>
		24,901	28,239
Creditors: amounts falling due within one year	11	<u>(5,775)</u>	<u>(6,572)</u>
Net current assets		<u>19,126</u>	<u>21,667</u>
Total assets less current liabilities		19,126	21,668
Provisions for liabilities and charges	12	—	(50)
Net assets		<u>19,126</u>	<u>21,618</u>
Capital and reserves			
Called up share capital	13	—	—
Profit and loss account		<u>19,126</u>	<u>21,618</u>
Total shareholder's funds		<u>19,126</u>	<u>21,618</u>

For the year ending 31 December 2022 the group was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the group to obtain an audit of its accounts for the year in question in accordance with section 476.

The members acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The Financial Statements on pages 7 to 24 were approved by the Board of Directors on 14 June 2023 and were signed on its behalf by:



G. D. Stening
Director

DHCM Holdco Limited
Registered in England & Wales No. 06674300

Parent Company Balance Sheet as at 31 December 2022

	Note	2022 £'000	2021 £'000
Current assets			
Investments	8	19,997	20,823
Debtors: amounts falling due within one year	10	<u>795</u>	<u>795</u>
		20,792	21,618
Current Liabilities		<u>-</u>	<u>-</u>
Net current assets		20,792	21,618
Total assets less current liabilities		20,792	21,618
Net assets		20,792	21,618
Capital and reserves			
Called up share capital	13	-	-
Profit and loss account		<u>20,792</u>	<u>21,618</u>
Total shareholder's funds		20,792	21,618

The Profit and Loss account of the Parent Company has not been included in these Financial Statements. All losses relate to continuing operations. Of the loss for the financial year, a loss of £826,000 (2021: £2,656,000) is dealt with in the Financial Statements of the Parent Company, including the impairment of investment in the subsidiary included in the consolidated Financial Statements.

For the year ending 31 December 2022 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The members acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The Financial Statements on pages 7 to 24 were approved by the Board of Directors on 14 June 2023 and were signed on its behalf by:



G. D. Stening
Director

DHCM Holdco Limited
Registered in England & Wales No. 06674300

Consolidated Cash Flow Statement

For the year ended 31 December 2022

	Notes	2022 £'000	2021 £'000
Loss for the financial year		(2,492)	(2,833)
Taxation		-	-
Interest receivable and similar income		(110)	(6)
Interest payable and similar charges		<u>-</u>	<u>-</u>
Operating loss for the financial year		(2,602)	(2,839)
Adjustments for:			
Depreciation of tangible fixed assets		1	1
Decrease in fair value of fixed asset investments		(12)	(285)
Loss on disposal of fixed asset investments		-	490
Capital Contribution as a result of Loan Waivers		-	182
Decrease in debtors		664	5,899
Decrease in creditors, accruals and deferred income		<u>(847)</u>	<u>(6,928)</u>
Cash outflow from operating activities		(2,796)	(3,480)
Corporation tax paid		<u>-</u>	<u>-</u>
Net cash outflow from operating activities		(2,796)	(3,480)
Cash flows from investing activities			
Purchase of other investments		-	(29)
Receipts from disposals of investments		-	982
Payments to acquire tangible fixed assets		-	-
Receipts from disposals of fixed assets		-	-
Interest received		110	6
Interest paid		<u>-</u>	<u>-</u>
Net cash inflow from investing activities		110	959
Net cash flow from financing activities		<u>-</u>	<u>-</u>
Net decrease in cash and cash equivalents		(2,686)	(2,521)
Cash and cash equivalents at the beginning of the year		11,782	14,303
Cash and cash equivalents at the end of the year	16	<u>9,096</u>	<u>11,782</u>

DHCM Holdco Limited
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Statements of Changes in Equity

For the year ended 31 December 2022

Group	Called up share capital £'000	Profit and loss account £'000	Financing loan £'000	Total shareholder' s funds £'000
As at 1 January 2021	<u>-</u>	<u>24,269</u>	<u>-</u>	<u>24,269</u>
Capital contributions as a result of loan waivers	-	182	-	182
Loss and total comprehensive expense for the financial year	<u>-</u>	<u>(2,833)</u>	<u>-</u>	<u>(2,833)</u>
As at 31 December 2021	<u>-</u>	<u>21,618</u>	<u>-</u>	<u>21,618</u>
Loss and total comprehensive expense for the financial year	<u>-</u>	<u>(2,492)</u>	<u>-</u>	<u>(2,492)</u>
As at 31 December 2022	<u>-</u>	<u>19,126</u>	<u>-</u>	<u>19,126</u>

Company	Called up share capital £'000	Profit and loss account £'000	Financing loan £'000	Total shareholder' s funds £'000
As at 1 January 2021	-	24,269	-	24,269
Capital Contribution as a result of Loan Waivers	-	5	-	5
Loss and total comprehensive income for the financial year	<u>-</u>	<u>(2,656)</u>	<u>-</u>	<u>(2,656)</u>
As at 31 December 2021	<u>-</u>	<u>21,618</u>	<u>-</u>	<u>21,618</u>
Loss and total comprehensive income for the financial year	<u>-</u>	<u>(826)</u>	<u>-</u>	<u>(826)</u>
As at 31 December 2022	<u>-</u>	<u>20,792</u>	<u>-</u>	<u>20,792</u>

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

1 Accounting Policies

General information

The principal activity of the Company is as a holding company for Doughty Hanson & Co Managers Limited, a wholly owned subsidiary. The principal activity of Doughty Hanson & Co Managers Limited is to act as liquidating trustee of the partnerships forming Doughty Hanson & Co IV (in dissolution) and Doughty Hanson & Co Technology II (in dissolution).

The Company is a private company limited by shares and is incorporated in England & Wales, registration number 06674300.

Statement of compliance

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

Basis of accounting

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

The headings and formats adopted in the profit and loss account have been adapted from those specified in the Companies Act 2006 as, in the opinion of the Directors, those adopted more appropriately reflect the nature of the Company's business.

Basis of consolidation

The consolidated Financial Statements include in full the Company and its subsidiary Doughty Hanson & Co Managers Limited. Where subsidiaries are acquired during the year, their results are included in the consolidated Financial Statements from the date of acquisition.

Going concern

The Financial Statements have been prepared on a basis other than going concern basis as it is the DHC Group's intention that as soon as the partnerships of which Doughty Hanson & Co Managers Limited is acting as liquidating trustee have been fully wound up the companies in the Group will be dissolved by way of strike off or solvent liquidation. The Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006 with no material departures deemed necessary by the Directors to accurately reflect the Group or Company's position on a basis other than going concern.

Group members including the Company have various intercompany loans outstanding with other members of the Group and DHC Group and the Group has loans outstanding with DH Private Equity Limited Group, (a group of which Richard Hanson is the controlling party), none of which are likely to be repaid in full. It is the Group's intention to convert the portion of these loans that will not be repaid into loan notes and then waive them at a date prior to dissolution unless otherwise detailed in note 18.

The Group maintains an operating and cash forecast in order to plan to meet its ongoing needs. This is regularly updated and the assumptions and outputs considered by the Board.

The Group currently has a significant cash balance of £9,096,000 which is currently expected to be sufficient to operate for the envisaged run off period and for longer if necessary

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

1 Accounting Policies (continued)

Investments

Other investments

Other investments comprise investments in unquoted equity and debt instruments which are measured at fair value. Changes in fair value are recognised in profit or loss. Fair value is determined with reference to the International Private Equity and Venture Capital Valuation Guidelines. This valuation methodology is consistent with that which is used by the respective Doughty Hanson Funds and is presented to investors.

Investments in Subsidiaries and Limited Partnerships

The Company has elected to take the FRS102 transitional exemption such that it will measure its investments in subsidiaries at the UK GAAP cost or deemed cost on the transition date in its separate Balance Sheet.

Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition. Tangible fixed assets are stated at historic purchase cost less accumulated depreciation.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

	%	Expected useful life
Motor Vehicles	25	4 years
Fixtures and Fittings	20	5 years (1)
Computer and Office Equipment	50	2 years

Leasehold improvements are depreciated over the period of lease and are included within fixtures and fittings.

(1) The expected useful life of fixtures and fittings has been limited to the period to the end of the office lease or 5 years from acquisition, whichever is shorter.

Deferred taxation

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These 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 recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Deferred tax is measured at the enacted tax rate for the year ended 31 December 2022. This is due to uncertainty over when timing differences will reverse. Deferred tax assets and liabilities recognised have not been discounted.

Pension costs

Doughty Hanson & Co Managers Limited, a wholly owned subsidiary, contributes to a non-contributory defined contribution pension scheme, the assets of which are held separately in an independently administered fund. Contributions to this scheme are charged to the profit and loss account in the period to which they relate.

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

1 Accounting Policies (continued)

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling at the end of the financial period. Transactions denominated in foreign currency are translated into sterling at the rate of exchange ruling on the date of transaction. Foreign exchange differences are taken to the profit and loss account in the year in which they arise.

Financial instruments

The Group has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, 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.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price.

Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

1 Accounting Policies (continued)

Financial liabilities (continued)

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

Derivatives, including foreign exchange forward contracts, are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate.

The Group does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Offsetting

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

Revenue recognition

Management fee income is earned in accordance with the management agreements between Doughty Hanson & Co Managers Limited and other DHC Group companies. There were no management agreements in place in the financial year ending 31 December 2022.

Deferred expenditure

Fund raising costs incurred in establishing Limited Partnerships are capitalised and charged to the profit and loss account over the period of expected revenue from the particular Limited Partnerships.

Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Fair value of investments

The fair value of other investments in Doughty Hanson & Co Funds is estimated with reference to the International Private Equity and Venture Capital Valuation Guidelines. This valuation methodology is consistent with that which is used by the respective Doughty Hanson & Co Funds and is presented to investors.

2 Turnover

During the year, Doughty Hanson and Co Managers Limited received £50,000 (2021: £37,400) in relation to Limited Partner transfer administration fees. The Group recognised other income of £947,248 (2021: £nil).

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

3 Loss before taxation

Loss before taxation is stated after charging / (crediting):

	2022 £'000	2021 £'000
Staff costs (see note 4)	2,945	1,857
Services provided by the Company's auditors:		
Fees payable for audit of the Consolidated and Company Financial Statements	-	60
Fees payable for audit of fellow subsidiary Financial Statements	-	-
Fees payable for other services pursuant to legislation	50	29
Taxation advisory fees	41	13
Other services	-	-
Operating lease rentals	65	126
Other premises costs	32	97
Financial assets measured at fair value through profit & loss		
Loss on disposal of fixed asset investments	-	490
Changes in fair value of fixed asset investments	(12)	(285)
Financial assets measured at amortised cost		
Depreciation of tangible fixed assets	1	1
Foreign exchange gains	(83)	(148)

4 Employee information

The average monthly number of persons (including executive Directors) employed by the Group during the year was 6 (2021: 2). The average monthly number of persons (including executive Directors) employed by the Company during the year was nil (2021: nil).

The expense for bonuses includes amounts accrued and payable in 2023 under an employee retention arrangement.

	2022 £'000	2021 £'000
Salaries	1,041	1,146
Bonuses	1,563	359
Social security costs	334	218
Other pension costs (defined contribution scheme)	23	43
Other staff costs	(26)	91
	<u>2,945</u>	<u>1,857</u>

5 Directors' emoluments

	2022 £'000	2021 £'000
Directors' emoluments (excluding pension contributions)	209	242
Pension contributions	-	5
	<u>209</u>	<u>247</u>

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

5 Directors' emoluments (continued)

The emoluments of the highest paid director were £116,446 (2021: £113,797), which included pension contributions of £nil (2021: £nil). As at 31 December 2022 retirement benefits are accruing under defined contribution schemes for no Directors (2021: No Directors).

The Directors are also directors of the ultimate parent company and/or a number of fellow subsidiaries and for disclosure purposes an apportionment of Directors' emoluments is made to the Group based on services provided.

Directors have access to loan accounts with a Group Company, Doughty Hanson & Co Managers Limited. These accounts are not interest bearing. The year end balances and maximum balances during the year, where relevant were as follows:

	2022 Year End Balance £	2022 Maximum Balance £	2021 Year End Balance £	2021 Maximum Balance £
R. P. Hanson	(17,835)	1,119	1,122	7,105

6 Interest receivable and similar income and interest payable and similar expenses

	2022 £'000	2021 £'000
Interest receivable and similar income		
Financial assets measured at amortised cost		
Bank interest received	92	1
Other interest	18	5
Interest on intercompany loans – uplift based on effective interest rate method	-	-
Interest on intercompany loans	-	-
Total interest income on financial assets measured at amortised cost	110	6
Total interest receivable and similar income	<u>110</u>	<u>6</u>
Interest payable and similar charges		
Financial liabilities measured at amortised cost		
Interest on intercompany loans (nominal value)	-	-
Other interest	-	-
Total interest expense on financial liabilities not measured at fair value through profit or loss	-	-
Total interest payable and similar charges	<u>-</u>	<u>-</u>

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

7 Taxation

	2022 £'000	2021 £'000
Tax expense included in profit and loss		
Current tax:		
UK Corporation tax	-	-
Adjustments in respect of prior years	-	-
Total current tax	-	-
Deferred tax:		
Total deferred tax	-	-
Tax on loss on ordinary activities	-	-

Reconciliation of tax charge

Tax assessed for the year is the same as the standard rate of United Kingdom corporation tax of 19% (2021: 19%). The differences are explained below.

	2022 £'000	2021 £'000
Loss before taxation	(2,492)	(2,833)
Loss before taxation multiplied by the standard rate of corporation tax in the United Kingdom of 19% (2021: 19%)	(473)	(538)
Effects of:		
Net unutilised tax losses – not recognised	67	480
Group relief surrendered	408	64
Timing differences – not recognised	(2)	(6)
Permanent differences	-	-
Tax charge for the year	-	-

The standard rate of Corporation Tax in the UK has remained 19% since 6 April 2017. Accordingly, the Company's losses for the year are taxed at a rate of 19% (2021: 19%). The relevant deferred tax balances have been measured at a rate of 19%, being the effective rate for the year ended 31 December 2022.

The Group has experienced tax timing differences, primarily relating to unutilised tax losses, that would result in a deferred tax asset of £9,145,556 (2021: £8,978,021) at the balance sheet date. However this deferred tax asset has not been recognised as future UK taxable profits are not forecast.

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

8 Investments

	Group 2022 £'000	Group 2021 £'000	Company 2022 £'000	Company 2021 £'000
Investments in Limited Partnerships	1	1	-	-
Investments in subsidiary undertakings	-	-	19,987	20,813
Other investments	<u>90</u>	<u>78</u>	<u>10</u>	<u>10</u>
	<u>91</u>	<u>79</u>	<u>19,997</u>	<u>20,823</u>

	Group 2022 £'000	Group 2021 £'000	Company 2022 £'000	Company 2021 £'000
Investments at cost				
1 January	241	1,374	260,010	260,963
Additions	-	29	-	29
Disposals	<u>-</u>	<u>(1,162)</u>	<u>-</u>	<u>(982)</u>
31 December	241	241	260,010	260,010
Adjustment to carrying value (below)	<u>(150)</u>	<u>(162)</u>	<u>(240,013)</u>	<u>(239,187)</u>
Carrying Value				
31 December	<u>91</u>	<u>79</u>	<u>19,997</u>	<u>20,823</u>

	Group 2022 £'000	Group 2021 £'000	Company 2022 £'000	Company 2021 £'000
Adjustment to carrying value				
1 January	(162)	(137)	(239,187)	(236,694)
Net adjustments	12	285	(826)	(2,176)
On disposals	<u>-</u>	<u>(310)</u>	<u>-</u>	<u>(317)</u>
31 December	<u>(150)</u>	<u>(162)</u>	<u>(240,013)</u>	<u>(236,187)</u>

The financial statements of the subsidiary, which is wholly owned, are included in the consolidated financial statements. The details of the subsidiary are as follows:

Doughty Hanson & Co Managers Limited

This company is registered in England, registration number 3015047, registered address Thorpe Cloud, Hollybush Ride, Windlesham, England, GU20 6PQ, and provides financial services.

Other investments are made up of investments in the co-investment schemes that operate alongside the Doughty Hanson & Co Funds. Doughty Hanson & Co Managers Limited has a commitment alongside each fund to participate in fund investments.

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

9 Tangible fixed assets

Group	Motor Vehicles £'000	Fixtures & Fittings £'000	Computer & Office Equipment £'000	Leasehold Improve- ments £'000	Total £'000
Cost					
1 January 2022	-	-	12	-	12
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
31 December 2022	-	-	<u>12</u>	-	<u>12</u>
Accumulated depreciation					
1 January 2022	-	-	11	-	11
Charge for the year	-	-	1	-	1
Disposals	-	-	-	-	-
31 December 2022	-	-	<u>12</u>	-	<u>12</u>
Net book value					
31 December 2022	-	-	-	-	-
31 December 2021	-	-	<u>1</u>	-	<u>1</u>

The Company does not hold any tangible fixed assets.

10 Debtors: amounts falling due within one year

	Group 2022 £'000	Group 2021 £'000	Company 2022 £'000	Company 2021 £'000
Amounts owed by ultimate parent undertaking	13,975	14,921	-	-
Amounts owed by fellow subsidiary undertakings	-	-	795	795
Other debtors	1,465	1,205	-	-
Interest receivable	242	225	-	-
Prepayments and accrued income	<u>32</u>	<u>27</u>	-	-
	<u>15,714</u>	<u>16,378</u>	<u>795</u>	<u>795</u>

The amount due from DHC Limited, the ultimate parent undertaking, of £13,975,209 is no longer subject to interest and is repayable on demand. The amounts due from fellow subsidiary undertakings are interest free and repayable on demand.

The Group has experienced tax timing differences, primarily relating to unutilised tax losses, that would result in a deferred tax asset of £9,145,556 (2021: £8,978,021) at the balance sheet date. However this deferred tax asset has not been recognised as future UK taxable profits are not forecast.

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

11 Creditors: amounts falling due within one year

	Group 2022 £'000	Group 2021 £'000	Company 2022 £'000	Company 2021 £'000
Amounts owed to fellow subsidiary undertakings	-	958	-	-
Amounts owed to related undertaking	3,043	3,176	-	-
Trade creditors	14	9	-	-
Taxation and social security	-	35	-	-
Accruals and deferred income	<u>2,718</u>	<u>2,394</u>	-	-
	<u>5,775</u>	<u>6,572</u>	-	-

Amounts owing to related undertakings/fellow subsidiary undertakings are interest free and repayable on demand.

12 Provisions for liabilities and charges

	Group 2022 £'000	Group 2021 £'000	Company 2022 £'000	Company 2021 £'000
Employee termination arrangements	-	50	-	-

13 Called up share capital

	2022 and 2021	
	Number	Value £
Allotted, called up and fully paid		
Ordinary Shares of £1 each	1	1
	<u>1</u>	<u>1</u>
Authorised		
Ordinary Shares of £1 each	1,000	1,000
	<u>1,000</u>	<u>1,000</u>

All of the share capital is owned by the parent company, DHC Limited. There are no restrictions on the distribution of dividends and the repayment of capital.

14 Ultimate parent company

The ultimate parent undertaking is DHC Limited, which is the parent undertaking of the smallest and largest group to consolidate these Financial Statements. DHC Limited is registered in the Cayman Islands and trades from Thorpe Cloud, Hollybush Ride, Windlesham, England, GU20 6PQ. DHC Limited and all of its subsidiary companies, other than overseas operating companies (which have now been liquidated or are in liquidation), are subject to UK Corporation Tax. Overseas operating subsidiary were/are subject to taxation in Germany, USA and Milan. The financial statements of DHC Limited are not publicly available.

The ultimate controlling party is Richard Hanson who is UK domiciled and therefore subject to UK taxation.

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

15 Cash and cash equivalents

	2022 £'000	2021 £'000
Cash at bank and in hand	1,127	3,255
Treasury deposits	<u>7,969</u>	<u>8,527</u>
	<u>9,096</u>	<u>11,782</u>

16 Financial commitments

The Group had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2022 £'000	2021 £'000
Payments due:		
Not later than one year	—	—
	<u>—</u>	<u>—</u>

No capital expenditure had been contracted as at 31 December 2022 (2021: £nil). The Group had no other off balance sheet arrangements.

17 Related parties

Doughty Hanson & Co Managers Limited has an intercompany loan outstanding due from the Ultimate Parent Company, which is interest free, of £13,975,208 (2021: £14,921,233).

Doughty Hanson & Co Managers Limited has settled expenses on behalf of DHCM Holdco Limited and funded further investment activities, on its behalf, during the year. Doughty Hanson & Co Managers Limited also receives proceeds from the investment disposals made by DHCM Holdco Limited. The amounts owing are not specifically settled and becomes part of the ongoing intercompany trading balance between the two entities on which no interest is payable. The amount owed to DHCM Holdco Limited by Doughty Hanson & Co Managers Limited at 31 December 2022 is £794,579 (2021: £794,579).

At 31 December 2022, the Group also has balances with fellow subsidiary undertakings as follows; a balance of £nil (2021: £957,542) due to Doughty Hanson & Co Srl, (dissolved). This amount was interest free and repayable on demand. In February 2022 Doughty Hanson & Co Srl distributed its assets to its shareholder, DHC Limited and so the balance owed from the Company became owed to DHC Limited the ultimate parent company.

Doughty Hanson & Co Managers Limited has commitments to participate in co-investment schemes which operate alongside the Doughty Hanson & Co Funds. As at 31 December 2022 Doughty Hanson & Co Managers Limited has aggregated uncalled commitments of up to £168,722 (2021: £156,866). Doughty Hanson & Co Managers Limited purchased additional investments alongside the Doughty Hanson & Co Funds, in 2022, of £nil (2021: £nil).

Employees are also entitled to participate in co-investment schemes which operate alongside the Doughty Hanson & Co Funds. Doughty Hanson & Co Managers Limited may part fund employees' participation in the scheme through interest bearing loans which are secured against the underlying investments. Loans outstanding to employees, which are included in other debtors, amounts due after one year, relating to co-investment schemes as at 31 December 2022 are £298,789 (2021: £390,977).

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

17 Related parties (continued)

Doughty Hanson & Co Managers Limited incurs expenses on behalf of the Limited Partnerships forming Doughty Hanson & Co Technology II LP (in dissolution) ("Tech Fund II"), which it recharges to Tech Fund II. During the year £191,676 (2021: £141,434) was recharged to Tech Fund II in relation to such expenses. At 31 December 2022 £266,151 is due from Tech Fund II (2021: £74,475).

Doughty Hanson & Co Managers Limited incurs expenses on behalf of the Limited Partnerships forming Doughty Hanson & Co IV (in dissolution) ("Fund IV"), which it recharges to the Fund. During the year £175,371 (2021: £153,142) was recharged to the Fund IV in relation to such expenses. At 31 December 2022 £21,378 is due from the Fund IV (2021: £9,403).

The Group has loans outstanding from the DH Private Equity Limited Group, a group of which Richard Hanson is the controlling party. The balance (including rolled up interest) owed to the Group at 31 December 2022 is £662,000 (2021: £544,000). Interest stopped accruing on these loans in September 2019.

The Group has loans outstanding to the DH Private Equity Limited Group, a group of which Richard Hanson is the controlling party. The balance (including rolled up interest) owed by the Group at 31 December 2022 is £3,042,724 (2021: £3,176,000). Interest stopped accruing on these loans in September 2019.

18 Financial instruments

	Group 2022 £'000	Company 2022 £'000	Group 2021 £'000	Company 2021 £'000
Financial assets measured at fair value through profit & loss				
Investments in Limited Partnerships	1	-	1	-
Other investments	<u>90</u>	<u>10</u>	<u>78</u>	<u>10</u>
	<u>91</u>	<u>10</u>	<u>79</u>	<u>10</u>
Financial assets that are debt instruments measured at amortised cost				
Investments in subsidiaries	-	19,987	-	20,953
Amounts due from parent and fellow subsidiary undertakings	13,975	795	14,921	795
Other debtors	1,465	-	1,205	-
Interest receivable	<u>242</u>	<u>-</u>	<u>225</u>	<u>-</u>
	<u>15,682</u>	<u>20,782</u>	<u>16,351</u>	<u>21,748</u>
Financial liabilities measured at amortised cost				
Trade creditors	(14)	-	(9)	-
Amounts owed to parent and fellow subsidiary undertakings	-	-	(958)	-
Amounts owed to related undertaking	(3,043)	-	(3,176)	-
Taxation and social security	-	-	(35)	-
Accruals and deferred income	<u>(2,718)</u>	<u>-</u>	<u>(2,394)</u>	<u>-</u>
	<u>(5,775)</u>	<u>-</u>	<u>(6,572)</u>	<u>-</u>

DHCM Holdco Limited

Notes to the Financial Statements for the year ended 31 December 2022

18 Financial instruments (continued)

Financial assets measured at fair value through profit & loss

Derivative financial instruments

The fair value of investments are estimated with reference to the International Private Equity and Venture Capital Valuation Guidelines. This valuation methodology is consistent with that which is used by the respective Doughty Hanson & Co Funds and is presented to investors.

Investments in limited partnerships and other investments

Liquidity risk

The assets are illiquid. However this is not reflected in the investment valuations when compared with publicly traded comparable companies as the investments can be held until a suitable buyer is identified.

Market risk

The assets are held in a limited number of investments and those investments may be concentrated in a particular industry or geographical region. A consequence of this concentration is that performance may be more favourable or unfavourably affected by the performance of individual investments, industries or regions.

Credit risk

Within the investee fund portfolio companies themselves levels of credit risk are dependent on the type and concentration of customers. This is managed by the executive management and further reviewed by the respective investment committees.