Company registration number 09341955 (England and Wales)

SOFA.COM BIDCO LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022



COMPANY INFORMATION

Directors A A Adegoke

APO Dick DC Epstein

Company number 09341955

Registered office Unit A

Brook Park East Shirebrook Mansfield NG20 8RY

Auditor Cooper Parry Group Limited

Chartered Accountants & Statutory Auditor

Sky View Argosy Road

East Midlands Airport Castle Donington

Derby DE74 2SA

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STRATEGIC REPORT

FOR THE YEAR ENDED 30 APRIL 2022

The directors present the strategic report for the year ended 30 April 2022.

Business review

Sofa.com Bidco Limited is a non trading company. For this reason, the company's directors believe key performance indicators for the company are not necessary for an understanding of the development, performance or position of the business. A more detailed review can be found in Sofa.com Limited (a subsidiary of Sofa.com Bidco Limited) statutory accounts year ended 30 April 2022.

Principal risks and uncertainties

As Sofa.com Bidco Limited is a non trading company it relies on its main trading subsidiary (Sofa.com Limited) and therefore the principal risks and uncertainties below are that of the main trading subsidiary.

Economy and market conditions

The retail market for upholstered furniture in the UK is highly competitive. The company's success is therefore dependent on its ability to compete effectively, particularly during peak trading periods. The company continues to make substantial investments in marketing to maintain its leading brand status. Detailed sales information by product and store is reviewed daily, enabling changes to product selection, incentive structures and advertising strategy to be made on a dynamic basis to optimise sales.

The company's products represent a discretionary spend for customers and demand is influenced by factors affecting the wider UK economy including (but not limited to) consumer confidence, income levels, interest rates, the availability of credit and the level of housing market activity. Products and services are continually reviewed to ensure they suit customers' needs, are competitively priced, offer good value and are supported by excellent customer services, in order to enhance the company's market-leading position.

Supply chain management

A large proportion of the company's products are supplied by its own manufacturing facility in Poland. The company's internal manufacturing operations may not wholly be able to compensate for the failure of any of the company's key eternal suppliers to satisfy their delivery obligations. The company maintains flexible supply arrangements to facilitate switching between raw material suppliers where necessary and takes steps to avoid reliance on any one transport link. All external upholstered furniture suppliers are frequently inspected by the company to ensure that production is proceeding smoothly and that quality standards are maintained.

Consumer finance

A minority of the company's sales are to customers that utilise its interest free finance offering, which is provided by an external finance house that, in return for a fee, bears the risk of customer default. Credit standards with respect to customer finance offerings typically tighten during periods of economic downturn, which may limit the company's ability to offer customer finance on commercially acceptable terms and/or may increase the amount of the fee payable to the external provider of customer finance.

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 APRIL 2022

Director's statement of compliance with duty to promote the success of the company

The following stakeholder groups according to Section 172(1) of the Companies Act 2006 were identified by the Directors as being relevant for the company:

Health and safety

The company promotes the health and safety of all its employees as well as suppliers, customers or visitors whilst on its premises. The company is committed to preventing injury and ill health and strives towards continual improvement in all its operations. The company consults with its employees, who have an active participation in all its activities that have a safety related context to eliminate hazards and reduce risks.

Environmental matters

ESG is an increasingly important area to the Group. We recognise the importance of sustainability to our stakeholders and to the future success of the business and take seriously the part we must play to change the paradigm of the retail and manufacturing industries.

We welcome the progress made at COP26 and are actively working with our partners to identify opportunities to work together to tackle climate change, particularly in relation to carbon emissions from transport and waste. The Group supports the introduction of the Taskforce for Climate-related Financial Disclosures (TCFD). Significant analysis and scenario modelling went into producing the Group's disclosure. The findings have given us a robust foundation to mitigate climate related risks and inform opportunities going forwards. The Group's full TCFD disclosure can in Frasers Group Plc annual report on pages 36 to 53.

The role of the sustainability team continues to evolve as we further embed sustainability throughout the Group, linking sustainability to Group strategy and vice versa. TCFD has further helped to formalise this approach and the Group's sustainability manager is an integral member of the newly formed Climate Risk Group.

There has been a particular focus on materiality and data gathering over the past year, to better inform the direction of the Group's ESG journey. Notably, there has been improved data collected on energy use and savings, product material composition and single-use plastic.

We expect continued improvement in the quality of data we collect and in the way we use and share that data, to better inform agile decision making as the information and the opportunities that presents become clearer.

For further information, see Frasers Group Plc annual report on page 42 to 44.

Shareholders

The management is committed and openly engaged with our Shareholders through regular Board Meetings and effective dialogue. The Shareholders and their representatives are actively engaged in understanding our strategy, culture, people and the performance of our shared objectives for the short, mid and longer terms.

On behalf of the board

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Director

24 April 2023

Date:

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 APRIL 2022

The directors present their annual report and financial statements for the year ended 30 April 2022.

Principal activities

The principal activity of the company is that of a holding company.

Results and dividends

The results for the year are set out on page 9.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

A A Adegoke

APO Dick

D C Epstein

Qualifying third party indemnity provisions

Frasers Group plc has granted the directors of the company with Qualifying Third Party Indemnity provisions within the meaning given to the term by Sections 234 and 235 of the Companies Act 2006. This is in respect of liabilities to which they may become liable in their capacity as director of the company and of any company within the group. Such indemnities were in force throughout the financial year and will remain in force.

Auditor

In accordance with the company's articles, a resolution proposing that Cooper Parry Group Limited be reappointed as auditor of the company will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

Docusigned by:

Adedotun Adegoka

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Director

24 April 2023

Date: .

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 APRIL 2022

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 SOFA.COM BIDCO LIMITED

Opinion

We have audited the financial statements of Sofa.com Bidco Limited (the 'company') for the year ended 30 April 2022 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 April 2022 and of its result for the year then ended:
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the 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. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SOFA.COM BIDCO LIMITED

Matters on which we are required to report by exception

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 material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, 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.

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SOFA.COM BIDCO LIMITED

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.

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.

Our assessment focused on key laws and regulations the entity has to comply with and areas of the financial statements we assessed as being more susceptible to misstatements. These key laws and regulations included but were not limited to compliance with the Companies Act 2006, United Kingdom Generally Accepted Accounting Practice and relevant tax legislation.

We are not responsible for preventing irregularities. Our approach to detect irregularity included, but was not limited to, the following:

- obtaining an understanding of the legal and regulatory framework applicable to the entity and how the entity is complying with the framework, including a review of legal and professional nominal codes and discussions with the group's legal advisors;
- · obtaining an understanding of the entity's policies and procedures and how the entity has complied with these;
- obtaining an understanding of the entity's risk assessment procedures, including the risk of fraud designing our audit procedures to respond to our risk assessment;
- performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness and evaluating the business rationale of significant transactions outside the normal course of business;
- · agreeing financial statement disclosures to underlying supporting documentation; and
- enquiring of management as to actual and potential litigation and claims and discussing with the group's legal advisors.

Whilst considering how our audit work addressed the detection of irregularities, we also consider the likelihood of detection based on our approach. Irregularities from fraud are inherently more difficult to detect than those arising from error.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as well will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

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

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF SOFA COM BIDCO LIMITED

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.

Melanie Hopwell (Senior Statutory Auditor) for and on behalf of Cooper Parry Group Limited

Chartered Accountants Statutory Auditor

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25 April 2023 Date:

Sky View Argosy Road East Midlands Airport Castle Donington Derby DE74 2SA

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 APRIL 2022

Profit before taxation	Notes	2022 £ -	2021 £ -
Tax on profit	5	-	-
Profit for the financial year		<u> </u>	-

There were no recognised gains and losses for 2022 and 2021 other than those included in the profit and loss account.

The notes on pages 12 - 15 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 30 APRIL 2022

		2022	2021	
	Notes	£ £	££	
Fixed assets Investments	6	1,600,000	1,600,000	
Current assets Debtors	8	-	2,743,961	
Creditors: amounts falling due within one year	9	(6,840,268)	(9,584,229)	
Net current liabilities		(6,840,268)	(6,840,268)	
Net liabilities		(5,240,268)	(5,240,268)	
Capital and reserves Called up share capital Share premium account Profit and loss reserves	10	56,981 6,023,000 (11,320,249)	56,981 6,023,000 (11,320,249)	
Total deficit		(5,240,268)	(5,240,268)	

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A A Adegoke

Director

Company Registration No. 09341955

The notes on pages 12 - 15 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2022

	Share capital £	Share premium account £	Profit and loss reserves	Total £
Balance at 1 May 2020	56,981	6,023,000	(11,320,249)	(5,240,268)
Year ended 30 April 2021: Profit and total comprehensive income for the year				
Balance at 30 April 2021	56,981	6,023,000	(11,320,249)	(5,240,268)
Year ended 30 April 2022: Profit and total comprehensive income for the year	<u>.</u>	_		
Balance at 30 April 2022	56,981	6,023,000	(11,320,249)	(5,240,268)

The notes on pages 12 - 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

1 Accounting policies

Company information

Sofa.com Bidco Limited is a private company limited by shares incorporated in England and Wales. The registered office is Unit A, Brook Park East, Shirebrook, Mansfield, NG20 8RY.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements are for a period of 52 weeks ended 30 April 2022. (2021: 52 weeks ended 30 April 2021).

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Reduced disclosures

As permitted by FRS 102 the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, presentation of a cash flow statement, the aggregate remuneration of key management personnel and related party transactions with other wholly-owned members of the group. Where required, equivalent disclosures are given in the group accounts of Frasers Group plc in which these financial statements are consolidated. The group accounts of Frasers Group plc are available to the public and can be obtained as set out in note 11.

1.2 Going concern

At the period end the company had a deficit of £5,240,268. The deficit is funded by loans from other group companies which will not be called for repayment unless cash flow permits for a minimum period of 12 months from the approval of these financial statements. The directors consider with parent company support that it is appropriate for the accounts to be prepared on a going concern basis.

1.3 Investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2022

1 Accounting policies

(Continued)

1.5 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between as asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Valuation of investments

The company assesses at each reporting date whether the carrying value of investments may be impaired. If any such indication exists, the company estimates the recoverable amount of the investment based on fair value less costs to sell or a value in use calculation.

3 Operating profit

Audit fees are borne by the subsidiary Sofa.com Ltd.

4 Employees

The company has no employees other than the directors, who did not receive any remuneration (2021: £Nil).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2022

5 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

			2022 £	2021 £
	Profit before taxation		-	
	Expected tax charge based on the standard rate of corporation 19.00% (2021: 19.00%)	n tax in the UK of	<u>-</u>	<u>-</u>
	Taxation charge in the financial statements		-	- -
6	Fixed asset investments		2022	2021
		Notes	£	£
	Investments in subsidiaries	7	1,600,000	1,600,000

7 Subsidiaries

Details of the company's subsidiaries at 30 April 2022 are as follows:

Name of undertaking	Registered office	Class of shares held	% Held Direct
Sofa.com Ltd	Unit A, Brook Park East, Shirebrook, NG20 8RY	Ordinary	100.00
Zaparoah Sp.Z.o.o*	Rabakowo 62-023, Gadki, Poland	Ordinary	100.00
GT Lines BV*	Bert Haanstrakade 2-4, Amsterdam, 1087, Netherlands	Ordinary	100.00
Sofa.com BV*	Bert Haanstrakade 2-4, Amsterdam, 1087, Netherlands	Ordinary	100.00

^{*}indirect subsidiary through investment in Sofa.com Ltd.

8 Debtors

Amounts falling due within one year:	2022 £	2021 £
Amounts owed by group undertakings	<u>-</u>	2,743,961

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2022

9	Creditors: amounts falling due within one year	2022 £	2021 £
	Amounts owed to group undertakings	6,840,268 ======	9,584,229
10	Share capital	2022	2021
	Ordinary share capital Issued and fully paid	£	£
	56,981 Ordinary shares of £1 each	56,981 ————	56,981 ————

11 Ultimate controlling party

The ultimate controlling party is M J W Ashley, by virtue of his 100% ownership of MASH Holdings Limited, the ultimate parent company. MASH Holdings Limited indirectly holds the majority of shares in Frasers Group plc, who own 100% of the share capital of Sportsdirect.com Retail Limited (the immediate parent company).

Frasers Group plc is the smallest company and MASH Holdings Limited is the largest company to consolidate these accounts. Both Frasers Group plc and MASH Holdings Limited are companies registered in England and Wales. A copy of the group accounts can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.