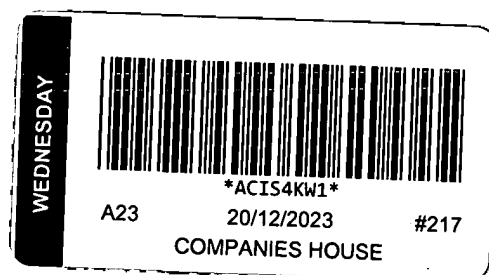


MTR Group Limited

Annual report and
financial statements

Year ended 31 March 2023

*Company registered number: 07839241
(England and Wales)*



MTR Group Limited

Annual report and financial statements

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MTR Group Limited

Directors and other information

Directors	T Griffin P Bryan L Deacon R Hinds (resigned on 19 August 2022)
Secretary	R Hinds (resigned on 19 August 2022)
Registered office	Technology House Magnesium Way Hapton Burnley BB12 7BF England
Auditor	KPMG Chartered Accountants 1 Stokes Place St. Stephen's Green Dublin 2 Ireland
Bankers	National Westminster Bank plc 7 Hustlergate Bradford BD1 1PP England Lloyds Bank plc 25 East Gate Harlow Essex CM20 1LD
Solicitor	Pannone LLP 378/380 Deansgate Manchester M3 4LY England
Company registered number	07839241 (England and Wales)

MTR Group Limited

Strategic report

The directors present their strategic report and the audited financial statements for the year ended 31 March 2023.

Review of the business

The directors were satisfied with the results of the company for the year.

Turnover grew by £2.3m with a turnover of £39.4m being achieved for the year ended 31 March 2023.

The increase is primarily driven by an increase in volumes through the developing relationship with Samsung, the main supplier of second-hand devices, but also through the development and subsequent revenue growth from our consumer website.

Operating profit decreased by £638k with an operating profit of £687k being achieved for the year ended 31 March 2023.

The decline in operating profit came principally through the reduce sales of refurbished mobile phones into insurance and retail channels.

The directors consider the company to be in a financially stable position at the end of the year, with cash reserves of £5.7m. With a net current asset balance of £10.5m, the company is in a strong position to actively pursue its targeted growth strategy.

Key financial performance indicators

The company monitors and measures the following key performance indicators

	2023 £'000	2022 £'000	Change %
Turnover	39,439	37,130	6.22%
Gross profit as a % of turnover	16.37%	18.20%	-1.83%
Operating profit as a % of turnover	1.74%	3.54%	-1.8%
Shareholder's funds	11,013	10,394	5.96%
Average number of employees	75	75	

Principal activities

The principal activities of the company are the repair of consumer electronics and the retail sale of mobile phones and other electrical devices.

Principle risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key areas of business risk are considered to relate to potentially increased competition with resulting margin erosion, dependence on key suppliers.

MTR Group Limited

Strategic report (*continued*)

Principal risks and uncertainties (*continued*)

Financial risk management

The company's operations expose it to a variety of financial risks that include liquidity risk, price risk and credit risk. The company has in place a risk management programme that seeks to limit the adverse effects of these risks on the financial performance of the company.

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

Liquidity risk

The company had cash reserves of £5.7m available as at 31 March 2023. Given the position of the company within the DCC group, the directors are comfortable that the company has significant resources available to fund operations and planned expansions.

Price risk

The company is exposed to commodity price risk as a result of its operations. However, given the size of the company's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The directors will revisit the appropriateness of this policy should the company's operations change significantly in size or nature.

Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before sales are made. Trade credit insurance is now held within the group policy.

Given the straightforward nature of the business, the company's directors are of the opinion that further analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

By order of the board



L Deacon
Director

15 December 2023

MTR Group Limited

Directors' report

The directors present their directors' report with the financial statements of the company for the year ended 31 March 2023.

Directors

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

T Griffin
P Bryan

L Deacon
R Hinds (resigned on 19 August 2022)

Results for the year

The results for the year are set out in the profit and loss account and other comprehensive income on page 11 and in the related notes.

Dividends

No dividends were approved or paid in the financial year (2022: *£nil*).

Political contributions

The company made no political donations or incurred any political expenditure during the year (2022: *£Nil*).

Post balance sheet events

There have been no significant post balance sheet events that would require adjustment to or disclosure in the financial statements.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's statutory auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's statutory auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG, Chartered Accountant, will be deemed to be reappointed and will therefore continue in office.

By order of the board



L Deacon
Director

15 December 2023

Technology House, Magnesium Way, Burnley BB12 7BF

MTR Group Limited

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

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 *FRS101 Reduced Disclosure Framework*.

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 year. 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 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 controls 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.

On behalf of the board



L Deacon
Director

15 December 2023



KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

Independent auditor's report to the members of MTR Group Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of MTR Group Limited ('the Company') for the year ended March 31, 2023 set out on pages 10 to 32, which comprise the Profit and Loss Account and Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the summary of significant accounting policies set out in note 1.

The financial reporting framework that has been applied in their preparation is UK Law and FRS 101 Reduced Disclosure Framework.

In our opinion,

- the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 101 *Reduced Disclosure Framework*; and
- the financial statements 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 ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (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

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.

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



Independent auditor's report to the members of MTR Group Limited *(continued)*

Report on the audit of the financial statements *(continued)*

Conclusions relating to going concern *(continued)*

Company's ability to continue as a going concern for a period of at least twelve months from the date 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.

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 absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.

The company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.

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 (irregularities) 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 MTR Group Limited *(continued)*

Report on the audit of the financial statements *(continued)*

Detecting irregularities including fraud (continued)

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic report and the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information 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 other information.

Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the strategic report or the directors' report;
- in our opinion, the information given in the strategic report and the directors' report is consistent with the financial statements;
- in our opinion, the strategic report and the directors' report 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.



Independent auditor's report to the members of MTR Group Limited *(continued)*

Respective responsibilities and restrictions on use

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for: the preparation of the financial statements including 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 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, other irregularities or error, and to issue an opinion in an auditor's report. 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, other irregularities or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

Our 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.

Niall Savage (Senior Statutory Auditor)
for and on behalf of
KPMG, Statutory Auditor
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03

18 December 2023

MTR Group Limited

Profit and loss account and other comprehensive income for the year ended 31 March 2023

	Note	2023 £	2022 £
Turnover	3	39,439,196	37,130,241
Cost of sales		(32,983,685)	(30,371,098)
		<hr/>	<hr/>
Gross profit		6,455,511	6,759,143
Administrative expenses		(5,768,275)	(5,433,802)
		<hr/>	<hr/>
Operating profit		687,236	1,325,342
Interest payable and similar charges	6	(10,535)	(10,032)
Interest receivable and similar income	7	96,826	-
		<hr/>	<hr/>
Profit before taxation		773,527	1,315,310
Tax on profit	8	(154,521)	(304,165)
		<hr/>	<hr/>
Profit for the financial year		619,006	1,011,145
Other comprehensive income		-	-
		<hr/>	<hr/>
Total comprehensive income for the year		619,006	1,011,145
		<hr/> <hr/>	<hr/> <hr/>

The profit and loss account and other comprehensive income has been prepared on the basis that all operations are continuing operations.

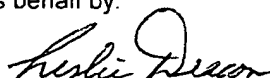
MTR Group Limited

Balance sheet

as at 31 March 2023

	Note	2023 £	2022 £
Fixed assets			
Tangible assets	9	255,951	265,426
Right-of-use assets	10	421,625	271,242
Intangible assets	11	151,109	119,467
		<u>828,685</u>	<u>656,135</u>
Current assets			
Stocks	12	5,997,459	5,270,515
Debtors	13	5,942,868	7,508,017
Cash at bank and in hand		5,744,262	3,037,586
		<u>17,684,589</u>	<u>15,816,118</u>
Creditors: amounts falling due within one year	14	7,205,212	(5,839,838)
		<u>10,479,377</u>	<u>9,976,280</u>
Net current assets			
		<u>11,308,062</u>	<u>10,632,415</u>
Total assets less current liabilities			
Creditors: amounts falling due after more than one year	15	(261,412)	(195,106)
Provision for Liabilities			
Deferred tax liability	18	(32,943)	(42,608)
		<u>11,013,707</u>	<u>10,394,701</u>
Net assets			
Capital and reserves			
Called up share capital	20	600	600
Profit and loss account		11,013,107	10,394,101
		<u>11,013,707</u>	<u>10,394,701</u>
Shareholders' funds			
		<u>11,013,707</u>	<u>10,394,701</u>

The financial statements were approved by the Board of Directors on 15 December 2023 and were signed on its behalf by:



L Deacon
Director

Company registered number: 07839241

MTR Group Limited

Statement of changes in equity for the year ended 31 March 2023

	Called up share capital £	Profit and loss account £	Total equity £
At 31 March 2021	600	9,382,956	9,383,556
Total comprehensive income for the year			
Profit for the year	-	1,011,145	1,011,145
Transactions with owners, recorded directly in equity			
Dividends	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 March 2022	600	10,394,101	10,394,701
Total comprehensive income for the year			
Profit for the year	-	619,006	619,006
	<hr/>	<hr/>	<hr/>
At 31 March 2023	600	11,013,107	11,013,707
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

MTR Group Limited

Notes

To the financial statements

1 Accounting policies

MTR Group Limited (the "company") is a private limited company incorporated, domiciled and registered in England and Wales in the UK. The registered number is 07839241 and the registered address is Technology House, Magnesium Way, Hapton, Burnley, BB12 7BF, England.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards [*] ("UK-adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken

The financial statements are prepared in sterling, which is the functional currency of the company.

The company's ultimate parent undertaking, DCC Plc, includes the company in its consolidated financial statements. The consolidated financial statements of DCC Plc are prepared in accordance with International Financial Reporting Standards ("IFRSs") and are available to the public and may be obtained from DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- certain disclosures regarding revenue;
- comparative period reconciliations for share capital, tangible fixed assets and intangible fixed assets;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs;
- disclosures in respect of the compensation of Key Management Personnel; and
- disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of the ultimate parent undertaking include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all years presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

MTR Group Limited

Notes (continued)

1 Accounting policies (continued)

1.2 Going concern

The company's principal business activities together with the factors likely to affect its future development, performance and position are set out in the strategic report from pages 2 to 3. The company continues to provide services that generate sufficient income. The Directors have a reasonable expectation that the company, have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Foreign currency

Transactions in foreign currencies are translated to the company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

1.4 Financial instruments

(i) Recognition and initial measurement

Trade debtors and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade debtor without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade debtor without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Financial assets

(a) Classification

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

MTR Group Limited

Notes *(continued)*

1 Accounting policies *(continued)*

1.4 Financial instruments *(continued)*

(ii) Classification and subsequent measurement (continued)

Financial assets (continued)

(a) Classification (continued)

A debt investment is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Investments in subsidiaries are carried at cost less impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts are repayable on demand and form an integral part of the company's cash management.

(b) Subsequent measurement and gains and losses

Financial assets at FVTPL - these assets (other than derivatives designated as hedging instruments) are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI - these assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI - these assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

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Notes (continued)

1 Accounting policies (continued)

1.4 Financial instruments (continued)

(ii) Classification and subsequent measurement (continued)

Financial liabilities and equity

Financial instruments issued by the company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy.

(iii) Impairment

The company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI and contract assets (as defined in IFRS 15).

The company measures loss allowances at an amount equal to lifetime ECL, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition which are measured as 12-month ECL.

MTR Group Limited

Notes *(continued)*

1 Accounting policies *(continued)*

1.4 Financial instruments *(continued)*

(iii) Impairment (continued)

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL. Trade receivables and contract assets with a significant financing component are measured using the general model described above.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information.

The company assumes that the credit risk on a financial asset has increased significantly if it is aged greater than the agreed credit terms.

The company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the company in full, without recourse by the company to actions such as realising security (if any is held); or
- the financial asset is aged significantly greater than the agreed credit terms.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive).

Credit-impaired financial assets

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

MTR Group Limited

Notes (continued)

1 Accounting policies (continued)

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated. The estimated useful lives are as follows:

- Improvements to property 10% Straight line
- Plant and machinery 15% Straight line
- Fixtures and fittings 10% Straight line
- Motor vehicles 15% Straight line
- Computer equipment 33% Straight line

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

1.6 Intangible assets

Expenditure on internally generated goodwill and brands is recognised in the profit and loss account as an expense as incurred.

Intangible assets that are acquired by the company are stated at cost less accumulated amortisation and less accumulated impairment losses.

Intangible assets solely relate to the company's ERP system. Following a review of the remaining useful life of the ERP system at the start of the financial year, its useful life was reduced to a remaining useful life of 8 years until the end of 2028. Management took this decision in order to reflect the technological advances since the asset was first brought into use.

Amortisation

Amortisation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of intangible assets unless such lives are indefinite. Intangible assets with an indefinite useful life and goodwill are systematically tested for impairment at each balance sheet date. Other intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- ERP system 10% Straight line
- Web development 33% Straight line

1.7 Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition.

MTR Group Limited

Notes (continued)

1 Accounting policies (continued)

1.8 Impairment of non-financial assets excluding stocks and deferred tax assets

The carrying amounts of the company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss account.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.9 Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Short-term benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

1.10 Turnover

Turnover comprises the fair value of the sale of goods and services to external customers net of applicable sales taxes, allowances and discounts. The company is deemed to be a principal in an arrangement when it controls a promised good or service before transferring them to a customer, and accordingly recognises revenue on a gross basis. Where the company is determined to be an agent in a transaction, based on the principal of control, the net amount retained after the deduction of any costs to the principal is recognised as revenue. Revenue is recorded when the collection of the amount is reasonably assured and when specific criteria have been met for each of the company's activities as detailed below.

MTR Group Limited

Notes (continued)

1 Accounting policies (continued)

1.10 Turnover (continued)

Sales of goods

Revenue from the sale of goods is recognised when the individual performance obligations associated with the contract are fulfilled and when the amount of revenue and costs incurred can be measured reliably. This generally arises on dispatch or in accordance with specific terms and conditions agreed with individual customers. In the case of consignment stock arrangements, revenue is recognised on the date that legal title passes. Sales returns and discounts are recorded in the same period as the original revenue.

Sales of services

Revenue from the rendering of services is recognised in the period in which the services are rendered. Where services are performed rateably over a period of time revenue is recognised on a straight-line basis over the period of the contract. Contracts do not contain multiple performance obligations (as defined by IFRS 15).

The company generates service revenue from providing a range of value-added services to both its customers and suppliers including third party logistics, device hosting and staging and outsourced managed services. Revenue relating to these services is recognised as the service is provided.

1.11 Expenses

Finance lease payments

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Interest receivable and Interest payable

Interest payable and similar expenses include interest payable recognised in profit or loss account using the effective interest method and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss account as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

MTR Group Limited

Notes (continued)

1 Accounting policies (continued)

1.12 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.13 Leases

The company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported under IAS 17. The company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets.

Low value leases

The company has elected not to recognise right-of-use assets and lease liabilities for lease of low-value assets and short-term leases. The company recognises the lease payments as an administrative expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

As a lessee

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the company's incremental borrowing rate. The discount rates applied were arrived at using a methodology to calculate the incremental borrowing rates across the Group headed by DCC plc. The Group engaged a specialist valuation expert to assist with this process. The weighted average incremental borrowing rate applied to lease creditors on the balance sheet was 3.0% at 1 April 2022.

MTR Group Limited

Notes (continued)

1 Accounting policies (continued)

1.13 Leases (continued)

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the balance sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. Whenever the company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories. Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the balance sheet.

MTR Group Limited

Notes (continued)

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 year in which the estimate is revised where the revision affects only that year, or in the year of the revision and future years where the revision affects both current and future years.

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.

Allowance for impairment of trade debtors

The company trades with a large and varied number of customers on credit terms. Some debts due will not be paid through the default of a small number of customers. The company uses estimates based on expected credit losses and current information in determining the level of debts for which an allowance for impairment is required. The level of allowance required is reviewed on an ongoing basis.

Stock provision

Provisions have been made over the recoverable value of stock. This provision is an estimate and the actual costs and timing of future cash flows are dependent on future events. The difference between expectation and the actual future liability will be accounted for in the year when such determination is made.

3 Turnover

	2023 £	2022 £
By activity:		
Sale of used and refurbished mobile phones and tablets	<u>39,439,196</u>	<u>37,130,241</u>
By geographical market:		
United Kingdom	<u>39,439,196</u>	<u>37,130,241</u>

MTR Group Limited

Notes (continued)

4 Statutory and other information

	2023 £	2022 £
Depreciation of owned tangible fixed assets	59,283	50,283
Depreciation of leased assets	116,437	80,558
Amortisation of intangible fixed assets	10,535	10,032
Auditor's remuneration	24,000	24,000
Net foreign exchange (gain) / loss	(40,152)	15,781
Cost of stocks recognised as an expense	<u>31,066,454</u>	<u>29,665,944</u>

5 Staff numbers and costs

The average number of persons (including directors) employed by the company during the year, analysed by category, was as follows:

	2023 Number	2022 Number
Directors	-	-
Administration	19	18
Operations	56	57
	<u>75</u>	<u>75</u>

The aggregate payroll costs of these were as follows:

	2023 £	2022 £
Wages and salaries	2,402,153	2,278,487
Social security costs	252,791	213,515
Contributions to defined contribution plans	170,340	173,107
	<u>2,825,284</u>	<u>2,665,109</u>

MTR Group Limited

Notes (continued)

6	Interest payable and similar charges	2023	2022
		£	£
	Finance lease interest	10,535	10,032
		<u> </u>	<u> </u>
7	Interest receivable and similar income	2023	2022
		£	£
	Interest on bank deposits	96,826	-
		<u> </u>	<u> </u>
8	Taxation	2023	2022
		£	£
	Current tax		
	UK corporation tax	164,186	300,846
		<u> </u>	<u> </u>
	Total current tax	164,186	300,846
		<u> </u>	<u> </u>
	Deferred tax		
	Origination and reversal of timing differences	(9,665)	3,319
		<u> </u>	<u> </u>
	Total deferred tax	(9,665)	3,319
		<u> </u>	<u> </u>
	Tax on profit	154,521	304,165
		<u> </u>	<u> </u>
		2023	2022
		£	£
	Profit before taxation	773,527	1,315,310
		<u> </u>	<u> </u>
	Tax using the UK corporate tax rate of 19%	146,970	249,909
		<u> </u>	<u> </u>
	Non-deductible expenses	17,428	10,935
	Deferred tax adjustments	(9,665)	3,319
	Prior year adjustments	(212)	40,002
		<u> </u>	<u> </u>
	Tax on profit	154,521	304,165
		<u> </u>	<u> </u>

MTR Group Limited

Notes (continued)

9 Tangible fixed asset	Improvements to property £	Plant and machinery £	Fixtures and fittings £	Motor vehicles £	Computer equipment £	Totals £
Cost						
At 1 April 2022	123,891	8,500	301,587	12,917	60,159	507,054
Additions	7,681	-	32,384	-	9,217	49,282
At 31 March 2023	131,572	8,500	333,971	12,917	69,376	556,336
Depreciation						
At 1 April 2022	48,697	5,950	125,215	11,141	50,627	241,630
Depreciation charge for year	12,453	1,050	30,932	1,776	12,545	58,756
At 31 March 2023	61,150	7,000	156,147	12,917	63,172	300,386
Net book value						
At 31 March 2023	70,422	1,500	177,824	-	6,204	255,950
At 31 March 2022	75,194	2,550	176,372	1,776	9,532	265,424

MTR Group Limited

Notes (continued)

10 Right-of-use assets	Freehold land and buildings £'000
Cost	
At 1 April 2022	508,554
Additions	266,820
	<hr/>
At 31 March 2023	775,374
	<hr/> <hr/>
Amortisation and impairment	
At 1 April 2022	237,312
Depreciation charge for the year	116,437
	<hr/>
At 31 March 2023	353,749
	<hr/> <hr/>
Net book value	
At 31 March 2023	421,625
	<hr/> <hr/>
At 31 March 2022	271,242
	<hr/> <hr/>
11 Intangible fixed assets	ERP system £
Cost	
At 1 April 2022	176,687
Additions	59,040
	<hr/>
	235,727
	<hr/> <hr/>
Amortisation	
At 1 April 2022	57,220
Amortisation charge for the year	27,398
	<hr/>
At 31 March 2023	84,618
	<hr/> <hr/>
Net book value	
At 31 March 2023	151,109
	<hr/> <hr/>
At 31 March 2022	119,467
	<hr/> <hr/>

MTR Group Limited

Notes (continued)

12 Stocks

	2023 £	2022 £
Stock of mobile phones and tablets	5,172,673	3,813,147
Stock of mobile phone and tablet parts	824,786	1,457,368
	<u>5,997,459</u>	<u>5,270,515</u>

The difference between historical cost and replacement cost is not material in the opinion of the directors. Stock charged to cost of sales during the year was £31,066,454 (2022: £29,665,944).

13 Debtors

	2023 £	2022 £
Trade debtors	2,435,881	1,709,048
Amounts owed from group undertakings	3,059,933	5,449,624
Other debtors	447,054	349,345
	<u>5,942,868</u>	<u>7,508,017</u>

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

14 Creditors: amounts falling due within one year

	2023 £	2022 £
Trade creditors	958,699	857,822
Amounts owed to group undertakings	795,004	701,673
Corporation tax payable	192,690	288,820
Accruals and other creditors	4,812,096	3,633,985
VAT payable	322,712	141,733
Lease liabilities (see note 16)	124,011	87,801
Provision for credit note	-	128,004
	<u>7,205,212</u>	<u>5,839,838</u>

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

MTR Group Limited

Notes (continued)

15 Creditors: amounts falling due more than one year

	2023 £	2022 £
Lease liabilities (see note 16)	<u>261,412</u>	<u>195,106</u>

16 Lease liabilities

	2023 £	2022 £
Balance at 1 April	282,907	322,692
Additions	266,819	39,438
	-	-
Lease interest	10,535	10,032
Lease payments	(174,838)	(89,255)
	<u>385,423</u>	<u>282,907</u>
At 31 March	385,423	282,907
	<u>124,011</u>	<u>87,801</u>
Amount falling due within one year		
	<u>261,412</u>	<u>130,343</u>
Amounts falling due after more than one year:		
Between one and two years	261,412	130,343
Between two and five years	-	64,763
	<u>261,412</u>	<u>195,106</u>
Total amounts due after more than one year		
	<u>385,423</u>	<u>282,907</u>

MTR Group Limited

Notes (continued)

17 Financial instruments

	2023 £	2022 £
Carrying amount of financial assets		
Financial assets measured at amortised cost	<u>11,687,131</u>	<u>10,584,963</u>
Carrying amount of financial liabilities		
Financial liabilities measured at amortised cost	<u>7,273,934</u>	<u>5,604,390</u>

Financial assets measured at amortised cost comprises trade debtors, amounts owed from group undertakings, other debtors and cash at bank and in hand.

Financial liabilities measured at amortised cost comprises lease liabilities, trade creditors, amounts owed to group undertakings and accruals and other creditors.

18 Deferred tax liability

	2023 £	2022 £
<i>Recognised deferred tax liability</i>		
Deferred tax liability is attributable to the following:		
Accelerated capital allowances	<u>32,943</u>	<u>42,608</u>

19 Retirement benefit schemes

Defined contribution schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit and loss account in respect of defined contribution schemes was £170,340 (2022: £173,107).

MTR Group Limited

Notes (continued)

20 Called up share capital

	2023 £	2022 £
<i>Allotted, issued and fully paid</i>		
300 ordinary shares of £1 each	300	300
300 ordinary "B" non-voting shares of £1 each	300	300
	<hr/>	<hr/>
	600	600
	<hr/> <hr/>	<hr/> <hr/>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

21 Capital commitments and contingencies

The company has no capital commitments or contingent liabilities at 31 March 2023 (2022: Nil).

22 Ultimate parent company and parent company of larger group

The ultimate parent undertaking and ultimate controlling party is DCC plc.

The largest group in which the results of the company are consolidated is that headed by DCC plc, DCC House, Leopardstown Road, Foxrock, Dublin 18, Ireland. No other group financial statements include the results of the company.

The consolidated financial statements of the group are available to the public and may be obtained from its principal place of business provided above.

23 Related party transactions

The company has availed of the exemption outlined in paragraph 8(k) of FRS 101 from disclosing transactions entered into between members of the group, where the company as a party to the transaction is a wholly owned member.

24 Post balance sheet events

There have been no significant post balance sheet events that would require adjustment to or disclosure in the financial statements.