Registered Number: 01609968

INGRAM MICRO (UK) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

CONTENTS

COMPANY INFORMATION

Directors	K. Everaet K. Mees M. Sanderson
Company Secretary	K. Everaet B. Gamble
Registered number	01609968
Registered office	CBX II Building West 406 – 432 Midsummer Boulevard Milton Keynes MK9 2EA
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Exchange House Central Business Exchange Midsummer Boulevard Milton Keynes MK9 2DF

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present the Strategic Report of Ingram Micro (UK) Limited (the "Company") for the year ended 31 December 2022.

Business review
The principal activity of the Company is distribution of technology products, solutions and services, including computer hardware and software and cloud - based services.

In 2022, some of the markets in which the Company operated continued to be impacted by disruption in supply chains (partially due to the continued impact of the novel strain of Coronavirus ("Covid-19"), and the war in Ukraine) leading to extended lead times on some product categories and heightened demand in others.

During the year, the Company's Management continued to focus on executing on the Company's long-term strategy of driving partner enablement, leveraging deep and longstanding vendor and customer relationships, bringing its extensive services capabilities and lifecycle management proposition to market in an efficient manner.

The directors believe that this strategy was executed successfully in 2022 and are satisfied with the resulting financial performance, delivering a year-on-year turnover increase of 6.7% with the operating profit (profit before tax and interest) increasing by 7.7% (with the operating profit margin percentage remaining at 2.6%). This represents the sixth consecutive year of profitability growth.

The net asset position at 31 December 2022 is £166,243,000 compared to £132,310,000 at 31 December 2021, an increase of 25.7% over the twelve month period.

Future developments
Management will continue to execute on the strategy of developing long term profitability, focusing on leveraging the Company's market leading services proposition and emerging market segments. The directors are confident that the business will continue to grow turnover and operating profit.

Principal risks and uncertainties
The management of the business and the execution of the Company's strategy are subject to several risks affecting the Company as set out below:

Competition
Competitors include European and national distributors and resellers, as well as suppliers who employ a direct sales model. The Company continues to invest in ways to increase its customer base. These include increasing its product and service offering and working with its vendors to ensure the latest innovations are provided to customers in the various market segments the Company serves.

Credit Exposure
The company offers credit terms to its customers in line with market demands. There is a general risk that the customers will not pay for the products and services they have purchased. All potential customers are credit checked and are required to adhere to and support a number of pre-acceptance requirements. This reduces the credit risk of new customers. The Company has an appropriate credit insurance to mitigate losses suffered due to customer non-payments.

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

Personnel
Failure to recruit and retain key personnel may harm the Company's ability to meet key objectives. Additionally, changes in workforce, including government regulations and the availability of qualified employees in the area in which the Company operates, could disrupt operations or increase the operating cost structure. The Human Resource Department actively encourages continued training and development for all employees which increases motivation and productivity as well as retention. Internal recruitment and promotion is offered where possible which again encourages employees to stay at the Company. Regular business updates and surveys provide a feedback mechanism to employees, encouraging discussion and resolution of any issues, helping to protect employee retention. The Company maintains good communication with recruitment agencies which specialise in specific areas.

Key financial performance indicators

	2022	2021
The Company monitors and measures inter alia the performance in these specific areas:		
Turnover		
Year on year turnover growth expressed as a percentage	**6.7 %**	8.1 %
Operating profit percentage		
Profit before exceptional item, tax and interest as a percentage of sales	**2.6%**	2.6%

These movements have been discussed in the business review section, above.

STATEMENT BY THE DIRECTORS IN PERFORMANCE OF THEIR STATUTORY DUTIES IN ACCORDANCE WITH S172 (1) COMPANIES ACT 2006

The directors consider that both individually and together they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172 (1) (a-f) of the Act) in the decisions taken during the year ended 31 December 2022. This forms part of the directors' statement required under section 414CZA, of the Companies Act 2006.

The Company's dedication to a shared set of principles unites and guides it to better decisions and behaviours, enabling it to focus on the success of its business partners and employees. These shared principles are applied to Ingram Micro globally and referred to as the 'Tenets of success' and incorporate Results, Integrity, Imagination, Courage, Responsibility and Talent. The 'Tenets of success' are embedded within the Company's decision-making processes and applicable to all Company employees.

Through the actions detailed below, the directors have worked to ensure that the long-term objectives of the business are met, and its reputation maintained.

Customers
The Company works closely with its customers to understand and address their business requirements in order to further the success of the respective businesses in partnership.

Senior management (including Company directors) meet regularly with key strategic customers, which provides valuable insights into the customers' issues, challenges and opportunities.

Engaging Employees
Matters affecting employees are communicated via the management structure to enable employees to be aware of the Company's strategy and performance. Specifically, the Company utilises the forum of periodic business reviews where all employees are invited to either attend or watch a live presentation from senior management on all aspects of the business, and ask questions via a Q & A section.

In 2022, the Company continued its 'Meet and Greet' sessions with the Country Chief Executive and Human Resources Director for all new joiners to learn about the Company and its values, as well as sharing insights around their experience of the broader on-boarding process. All new employees receive a questionnaire based on various aspects of the recruitment and on-boarding process, with a 4.7/5.0 satisfaction rate achieved in 2022.

During the year, all were asked to participate in 2 separate 'Pulse Survey's', which covers 5 categories being Career Development, Diversity and Inclusion, Innovaton, Performance Management and Quality. Senior management take the outputs of these survey's seriously and utilise them to create plans addressing identified areas for improvement.

Developing Employees
Developing employees across seven core competencies is a strategic priority. All employees are provided with clear short terms goals (measured regularly and as part of the annual appraisal process), and employees are encouraged to build a development plan in collaboration with their managers, drawing upon the many learning resources available to them. All employees have access to an online e-learning portal which includes local, regional and global materials.

All managers are expected to hold regular (informal and formal) open and honest feedback sessions with employees focussing on progress against their documented objectives. The directors consider this to be critical to ensuring that the Company operates with a motivated and engaged workforce. This approach also forms a core part of the Company's succession planning activities which are documented through the Company's 'Talent review process', and supports the Company's focus on 5 core pillars of success identified as Business Leadership, Total Rewards, World Class Talents, Leverage Technology, and World Class Communications.

Health and Wellbeing of Employees
In 2022, the Company achieved the 'Great Place to Work' certification. As key components of making the Company a great place to work, Wellbeing, Mental Health and Diversity and Inclusion are priorities for the directors.

During the year, the Company has doubled its team of trained 'Mental Health First Aiders' aimed at providing peer to peer confidential support, with 19 trained employees participating as 'Mental Health First Aiders' in 2022. All employees also have access to the 'Ingram Micro Employee Assistance Programme', a comprehensive package to support wellbeing including a 24/7 critical incident telephone helpline, structured counselling, legal, financial and family advice and access to an online health and wellbeing portal.

An employee-led Diversity, Equity and Inclusion (D,E&I) board is operated by the Company, which compliments the 'Together Ingram Micro' global effort. In 2022, the Company's D,E&I board revamped its sub-committees into 'Employee Resource Groups (ERG's)', and narrowed down the pillars of diversity and inclusion to focus on raising awareness, supporting employees, and reviewing, amending, and ensuring the existing Company policies are upheld. The key focuses for the ERG's are Women of the Workplace, RICE (Race, Identity, Culture & Ethnicity), Ability (covering Mental, Physical and Neuro) and LGBTQIA+

In addition, an Ingram Micro global D,E&I council has been set up to drive global collaboration and implementation of initiatives. The Company's HR Director is an active participant at this council, which facilitates sharing and alignment in the execution of strategies.

Being an Inclusive Employer
The Company's policy is to give full and fair consideration to any application of employment from any person, having regard to the applicant's particular aptitudes and abilities and to the essential requirements of the job in question. In the event of an employee becoming disabled during employment, the Company would seek to continue the employment, and, if necessary, adjust the employment or provide appropriate training for a more suitable alternative job within the Company. The Company regards any employee as equally eligible for training, career development and promotion subject only to such restrictions as the nature of a particular disablement may unavoidably impose. During 2022 job adverts, interviews and internal training have all been revised to reflect our commitment to inclusivity.

Code of Conduct
The Company is committed to conducting business with honesty and integrity. All employees are required to complete annual training across several subjects, including Ingram Micro's 'Code of Conduct', and to complete an annual legal and ethical compliance certification.

Suppliers
Company suppliers (vendors) are fundamental to the success of its business. Key supplier relationships are managed at an executive level across the Ingram Micro organisation globally, regionally and locally.

Supplier meetings attended by the directors or senior management take a variety of formats, including formal key – note conferences and business reviews. This provides a first-hand opportunity to hear directly from and discuss all matters related to the business relationship with the suppliers.

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

Community and environment
The Company is committed to managing the wider social and environmental impacts of its operations. Reference is made to the Company's parent company Ingram Micro Inc. corporate website (www.ingrammicro.com) for details of corporate social responsibility, strategy and initiatives, including the 'Environmental stewardship Policy', and 'Supplier code of Ethics'. These apply equally to the Company and all subsidiaries within the Ingram Micro Inc group.

The 'Ingram Micro UK Charitable Committee' is a key mechanism for the business to engage with the local community. Each year a local charity is selected and in co-operation with the charitable committee work together to organise several internal and external events.

In 2022, the Company activitely encouraged employees to participate in organised charity support days (attended during working hours). Examples of activities undertaken in 2022 include clearing and maintenance of local charities gardens, and providing support to schools.

This report was approved by the board on 27th September 2023 and signed on its behalf by

DocuSigned by:
Matthew Sanderson
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M. Sanderson
Director

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and the audited financial statements for Ingram Micro (UK) Limited (the "Company") for the year ended 31 December 2022.

Principal activities
The principal activity of the Company is distribution of technology products, solutions and services, including computer hardware and software and cloud - based services.

Results and dividends
The profit for the financial year under review amounted to £33,933,000 (2021: £31,910,000).

No dividend was declared or paid during 2022 (2021: £Nil).

Directors
The directors who served during the year and up to the date of signing the financial statements were:

K. Everaet
K. Mees
M. Sanderson

Third party indemnity provision
The Company has granted an indemnity to its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third-party indemnity provision remained in place during the financial year and at the date of approving the directors' report.

Future developments
The future developments of the Company are discussed in the Strategic Report on page 2.

Company's policy on payment of creditors
It is the policy of the Company to agree terms and conditions for its transactions with suppliers (by means ranging from standard written terms to individually negotiated contracts) and that payments should be made in accordance with those terms and conditions, providing that the supplier has also complied with them. At 31 December 2022 creditor days outstanding amounted 43 days (2021: 56).

Financial risk management
Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a subcommittee of the board. The policies set at corporate (parent company) level are implemented by the Company's finance department. The finance department has documented policies and procedures setting out specific guidelines to manage price risk, foreign exchange risk, credit risk and liquidity risk, including the use of trade indemnity insurance to manage the credit risk.

Price risk
The Company is exposed to inventory price risks in the event that the technology market exhibits a downward cost trend over time. The risk is mitigated by appropriate controls over levels of inventory, both in terms of overall turnover and ageing. In addition, agreements are in place with certain key suppliers to provide pricing support in the event of price decreases impacting on-hand inventory. The Company has no exposure to equity securities price risk as it holds no equity investments.

Foreign exchange risk
As the Company operates primarily in the UK, the billing currency is pounds sterling and the exchange rate risk is therefore minimal. However, the Company makes purchases in both USD and EUR. The risk relating to the settlement of payable balances is covered by hedging arrangements managed and accounted for at a global level. Inventory purchased in USD is assessed regularly to ensure that the impact of foreign currency fluctuations is fairly reflected in the carrying value. This only forms a small portion of the overall inventory and, in light of the rapid inventory turnover, the risk of a significant loss in realisable value arising from foreign currency fluctuations is considered immaterial.

Credit risk
The Company's credit risk is primarily attributable to its trade debtors. The Company has implemented policies that require appropriate credit checks on potential customers before sales are made. A significant proportion of credit limits are covered by a trade indemnity insurance policy. Credit limits, including those within insured limits, are reviewed on a regular basis.

Liquidity risk
Funding comes from an overdraft facility arranged to allow pooling of balances between Ingram Micro group companies.

Political and charitable contributions
The Company made charitable donations of £Nil (2021: £29,000) during the financial year. The Company made political donations of £Nil (2021: £Nil) during the financial year.

Post balance sheet event
In June 2023, a dividend of £42,500,000 was declared and paid to the shareholder Ingram Micro Holdings Ltd. On the same day, a dividend of £7,500,000 was declared and received in favour of the Company from the Company's immediate subsidiary Comms-care Group Limited.

Streamlined Energy and Carbon Reporting ("SECR")
The SECR disclosure presents the Company's carbon footprint within the United Kingdom across scope 1 and 2 emissions, an appropriate intensity metric, the total energy use of electricity, gas and transport fuel and an energy efficiency actions summary taken during the relevant financial year. The company is refining processes and procedures in order to accurately capture certain scope 3 emissions. In relation those generated by rental cars and employee owned vehicles, the Directors intend to disclose these from next year when more reliable information is available however have performed certain analysis to date which indicates that such emissions account for less than 5% of the total company emissions disclosed in scope 1 and 2. On this basis, the directors are satisfied that this is not a material omission in the current year.

Streamlined Energy and Carbon Reporting in the UK for the year ended 31 December 2022	Consumption kWh	Emissions tCO2e	2021 Consumption KWh	2021 tCO2e	% YoY
Scope 1 direct emissions from combustion of gas – fuel	850,218	155.2	1,590,506	291.30	-47%
Scope 1 direct emissions from combustion of fuel for transport purposes	114,741	27.7	77,141	18.30	+51%
Scope 2 indirect emissions from purchased electricity	960,600	185.8	1,454,202	308.80	-40%
Total energy consumption used to calculate emissions / total gross emissions	**1,925,539**	**368.6**	**3,121,849**	**618.4**	**-40%**
Intensity ratio: tCO2e / Revenue £m	0.23		0.41		

Streamlined Energy and Carbon Reporting ("SECR") (continued)

Methodology
The SECR disclosure has been prepared for the financial year ended 31 December 2022 and reporting on all sources of environmental impact in the UK over which the Company has financial and/or operational control. The reporting method used is in line with the HM Government Environmental Reporting Guidelines issued in March 2019 and the Company has also used the Greenhouse Gas Reporting Protocol – Corporate Standard. The emissions factor source is the 2022 UK Government's Conversion Factors for Company Reporting.

Energy efficiency action plan
The principal measures taken for the purposes of increasing the company's energy efficiency in the year ended 31 December 2022 included; the ongoing deployment of LED lighting and upgraded controls, enhanced operational management of HVAC systems, migration of IT platforms and infrastructure to the cloud, server virtualisation and optimisation of conveying systems (effectively eliminating the need for compressed air).

Engagement of employees
Our approach to engaging employees has been disclosed in the Strategic Report, on page 4.

Going Concern
The directors have prepared a cash flow forecast for the period to 31 December 2024, which shows the company having sufficient resources to remain liquid and meet its liabilities as they fall due throughout the period of review. The forecast does not however include repayment of £73,544,000 (2021: £89,407,000) payable to a fellow group undertaking (see note 17) which is repayable on demand. Neither does the forecast include repayment of £75,357,000 (2021: £75,357,000) redeemable preference share which are now redeemable by the shareholder at any date (see note 20). Recognising that the company is not forecast to have sufficient liquid resources to make these repayments, the Directors have sought and received a letter of support from Ingram Micro Inc, the company's ultimate parent. The support is guaranteed for a period of at least 15 months from the date of approval of these financial statements. The Directors have satisfied themselves that the supporting entity has and is forecast to have throughout the period, sufficient financial strength and liquidity to honour the support should it be called upon. In view of the above assessment the directors have concluded that it remains appropriate to continue to prepare the financial statements under the going concern basis of preparation.

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

Statement of directors' responsibilities in respect of the financial statements

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

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

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are also 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.

Directors' confirmations
In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors
Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 27th September 2023 and signed on its behalf by

DocuSigned by:
Matthew Sanderson
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M Sanderson
Director

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Independent auditors' report to the members of Ingram Micro (UK) Limited

Report on the audit of the financial statements

Opinion

In our opinion, Ingram Micro (UK) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2022; the statement of comprehensive income and statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent auditors' report to the members of Ingram Micro (UK) Limited(continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for 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 to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

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 auditors' report to the members of Ingram Micro (UK) Limited(continued)

Auditors' 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 auditors' 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.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to employment laws, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as taxation laws and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Detailed discussions with management and walkthrough procedures to understand and evaluate the controls designed to prevent and detect irregularities and fraud;
- Reviewing minutes of meetings of those charged with governance;
- Reviewing legal expenses to identify any inconsistencies with other information provided by management;
- Assessing significant judgements and estimates including those relating to the impairment analysis of investment in subsidiaries;
- Incorporating elements of unpredictability; and
- Identifying and testing journal entries, in particular journal entries posted with unusual account combinations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Independent auditors' report to the members of Ingram Micro (UK) Limited(continued)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Daniel Brew (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Milton Keynes
28 September 2023

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	*2021* *£000*
Turnover	4	1,594,768	*1,494,394*
Cost of Sales		(1,513,844)	*(1,415,845)*
Gross Profit		**80,924**	*78,549*
Distribution Costs		(6,426)	*(6,431)*
Administrative Expenses		(33,135)	*(33,721)*
Profit before interest and taxation	5	**41,363**	*38,397*
Interest Payable and similar expenses	9	(1,399)	*(246)*
Profit before taxation		**39,964**	*38,151*
Tax on profit	10	(6,031)	*(6,241)*
Profit for the financial year		**33,933**	*31,910*
Total comprehensive income for the year		**33,933**	*31,910*

The notes on pages 18 to 35 form an integral part of these financial statements.

INGRAM MICRO (UK) LIMITED

BALANCE SHEET
AT 31 DECEMBER 2022

Registered Number: 01609968

	Note		2022 £000		2021 Restated £000
Fixed Assets					
Intangible assets	11		-		-
Tangible assets	12		1,699		1,554
			1,699		1,554
Investments	13		55,357		55,357
Current Assets					
Stocks	14	94,676		127,739	
Debtors	15	292,373		242,021	
Cash at bank and in hand	16	98,928		98,277	
		485,977		468,037	
Current liabilities					
Creditors: amounts falling due within one year	17	(376,790)		(392,638)	
Net current assets			109,187		75,399
Total assets less current liabilities			166,243		132,310
Net assets			166,243		132,310
Capital and reserves					
Called up share capital	20		8,000		8,000
Share premium account	21		4		4
Capital contribution reserve	21		15,000		15,000
Profit and loss account	21		143,239		109,306
Total shareholders' funds			166,243		132,310

The notes on pages 18 to 35 form an integral part of these financial statements.

The 2021 balance sheet has been restated. Please see Note 24.

The financial statements on pages 15 to 35 were approved by the Board of Directors on 27th September 2023 and signed on its behalf by:

DocuSigned by:
Matthew Sanderson
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M Sanderson
Director

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Share premium account	Capital contribution reserve	Retained earnings	Total equity
	£000	£000	£000	£000	£000
Balance at 1 January 2021	8,000	4	15,000	77,396	100,400
Profit for the financial year	-	-	-	31,910	31,910
Total comprehensive income for the year	-	-	-	31,910	31,910
Balance at 31 December 2021	8,000	4	15,000	109,306	132,310
Balance at 1 January 2022	**8,000**	**4**	**15,000**	**109,306**	**132,310**
Profit for the financial year	-	-	-	33,933	33,933
Total comprehensive income for the year	**-**	**-**	**-**	**33,933**	**33,933**
Balance at 31 December 2022	**8,000**	**4**	**15,000**	**143,239**	**166,243**

The notes on pages 18 to 35 form an integral part of these financial statements.

1. General information

Ingram Micro (UK) Limited (the "Company") is a private company limited by shares and is incorporated in the United Kingdom and registered in England. The address of its registered office is CBX II Building – West, 406 - 432 Midsummer Boulevard, Milton Keynes, MK9 2EA.

The principal activity of the Company is distribution of technology products and solutions including computer hardware and software, and cloud based services.

2. Accounting policies

2.1 Compliance with FRS 102

The financial statements are prepared in accordance with FRS 102.

2.2 Basis of preparation of financial statements

In accordance with section 390 of the Companies Act 2006, the directors are required to draw up financial statements within 7 days of the Company's accounting reference date. The Company's accounting reference date is 31 December. The date to which the balance sheet is drawn up to 31 December 2022 (2021: 31 December 2021).

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

No consolidated financial statements have been prepared as the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 401 of the Companies Act 2006. The financial statements of the Company are consolidated in the Annual Report of Ingram Micro Holdings Corporation., based at 3351 Michelson Drive, Suite 100, Irvine, CA 92612, USA and are available from the Chamber of Commerce in Utrecht (https://www.kvk.nl – company register in the Netherlands).

The preparation of the financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

2.3 Financial reporting standard 102 – reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraph 11.39 to 11.48A
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.29;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7

The information is included in the consolidated financial statements of Ingram Micro Corp. Based at 3351 Michelson Drive, Suite 100, Irvine, CA 92612, USA and are available from the Chamber of Commerce in Utrecht (https://www.kvk.nl – company register in the Netherlands).

2 Accounting policies (continued)

2.4 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- it is probable that the Company will receive the consideration due under the transaction: and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Bill and hold arrangements

A bill and hold arrangement arises when a customer is invoiced for products that are ready for delivery but are not shipped to the customer until a later date. These sales are recognised when the following criteria are met:

a. the reason for the bill-and-hold arrangement must be substantive (for example, the customer has requested the arrangement);
b. the product must be identified separately as belonging to the customer;
c. the product currently must be ready for physical transfer to the customer; and
d. the entity cannot have the ability to use the product or to direct it to another customer.

2.5 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.Their estimated useful life is 10 years.

2 Accounting policies (continued)

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight - line method.

Depreciation is provided on the following basis:

- Office furniture and equipment: 14% - 20%
- Computer equipment: 25%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted retrospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised with 'other operating income' in the Statement of Comprehensive Income.

2.7 Investments

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

Annually, the directors review the investments to consider if there are any impairment triggers in accordance with FRS 102. Where an indication of impairment is identified the estimation of the recoverable value of the cash generating units (CGU's) is calculated. This requires estimation of the future cash flows from the CGU's and also the selection of appropriate discount rates in order to calculate the net present value of those cash flows.

2.8 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2 Accounting policies (continued)

2.9 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.11 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 accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received.

2.12 Creditors

Short term creditors are measured at the transaction price. Financial liabilities, including bank loans, are measured initially and subsequently at fair value, net of transaction costs.

2.13 Finance costs

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.14 Pensions

Defined contribution pension plan
The Company operates a defined contribution plan for its employees. A defined contribution plan is a plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown as a liability in Accruals in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.15 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

2 Accounting policies (continued)

2.16 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered and;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

2.17 Going Concern

The directors have prepared a cash flow forecast for the period to 31 December 2024, which shows the company having sufficient resources to remain liquid and meet its liabilities as they fall due throughout the period of review. The forecast does not however include repayment of £73,544,000 (2021: £89,407,000) payable to a fellow group undertaking (see note 17) which is repayable on demand. Neither does the forecast include repayment of £75,357,000 (2021: £75,357,000) redeemable preference share which are now redeemable by the shareholder at any date (see note 20). Recognising that the company is not forecast to have sufficient liquid resources to make these repayments, the Directors have sought and received a letter of support from Ingram Micro Inc, the company's ultimate parent. The support is guaranteed for a period of at least 15 months from the date of approval of these financial statements. The Directors have satisfied themselves that the supporting entity has and is forecast to have throughout the period, sufficient financial strength and liquidity to honour the support should it be called upon. In view of the above assessment the directors have concluded that it remains appropriate to continue to prepare the financial statements under the going concern basis of preparation.

3. Judgements in applying accounting policies and key sources of estimation uncertainty

Provisions against receivables
At each Balance Sheet date management makes a judgement as to whether the receivables are impaired. If impaired, a provision is calculated using a prescribed corporate methodology and modified by actual feedback from the credit and legal departments in specific instances. Using information available at, and, post Balance Sheet date, management makes an estimate on the level of provision required to account for potentially uncollectable receivables.

Inventories
A provision is calculated using a prescribed corporate methodology. Inventories are stated at the lower of cost or net realisable value. Provisions are recognised for slow-moving, obsolete or unsaleable inventory and are reviewed continuously. In determining inventory provisions, the Company evaluates inventory in excess of its forecasted needs on both technological and economic criteria and make appropriate provisions to reflect the risk of obsolescence.The estimation is based on an increasing provision percentage as inventories age.

Investments
Management arrive at the pricing of acquisitions based on projected income and synergies. Should performance fall below expectations management review the carrying values and make a judgement on whether the investments are impaired. Where an indication of impairment is identified the estimation of recoverable value of the cash generating units (CGU's) is performed. This requires estimation of the future cash flows from the CGU's and also the selection of appropriate long term growth rates and discount rates in order to calculate the net present value of those cash flows.

4. Turnover

The entire turnover is derived from continuing activities of the distribution, supply and marketing of microcomputer software, hardware, peripherals and printers.

An analysis of turnover by class of business is as follows:

	2022 £000	2021 £000
Third party sales	1,472,283	1,409,155
Intercompany	122,485	85,239
	1,594,768	1,494,394

An analysis of turnover by geographical market is as follows:

	2022 £000	2021 £000
United Kingdom	1,369,581	1,409,383
Rest of Europe	221,908	81,920
USA	3,279	3,091
	1,594,768	1,494,394

5. Profit before interest and taxation

The profit before interest is stated after charging:

	2022 £000	2021 £000
Depreciation of tangible fixed assets	523	437
Operating lease rentals	2,337	2,359
Provision for bad debt	716	1,122
Stocks recognised as expense	1,676,702	1,585,822

6. Auditors' remuneration

	2022 £000	2021 £000
Fees payable to the company's auditors for the audit of the company's annual financial statements	**214**	*61*

No fees were payable to the auditors in respect of non-audit matters.

7. Employees

	2022 £000	2021 £000
Charged to the profit and loss account		
Wages and salaries	**26,020**	*23,977*
Social security costs	**3,078**	*2,682*
Other pension costs	**1,018**	*907*
	30,116	*27,566*
Allocated to other group companies		
Wages and salaries	**8,368**	*5,700*
Social security costs	**1,026**	*705*
	9,394	*6,405*

The Company runs payroll for employees of other group entities. These costs are allocated directly to these entities and do not impact the profit and loss account as a turnover or cost entry as these are recharged.

The pension costs for 2022 were £723,284 (2021: £623,844). The balance of pension costs is made up of life insurance, income protection and health insurance costs.

The average monthly number of employees, including the directors, employed by the Company during the year was:

	2022 No.	2021 No.
Technical and selling	**421**	*393*
Distribution	**93**	*82*
Management and administration	**45**	*42*
	559	*517*

8. Directors' Remuneration

	2022 £000	*2021 £000*
Directors' emoluments	**782**	*818*
	782	*818*

The highest paid director received remuneration of £782,000 (2021: £818,000).

The highest paid director worked for the Company on a full-time basis. The other directors are employed by other group companies, by whom they are remunerated.

9. Interest payable and similar expenses

	2022 £000	*2021 £000*
Bank overdraft	**714**	*257*
Other interest payable/(receivable)	**685**	*(11)*
	1,399	*246*

10. Tax on profit

	2022 £000	2021 £000
Corporation Tax		
Current tax on profit for the year	**6,418**	*6,402*
Adjustments in respect of previous periods	**(443)**	*212*
Total current tax	**5,975**	*6,614*
Deferred tax		
Origination and reversal of timing differences	**(4)**	*(145)*
Adjustments in respect of previous periods	**61**	*7*
Tax rate changes	**(1)**	*(235)*
Total deferred tax	**56**	*(373)*
Tax on profit on ordinary activities	**6,031**	*6,241*

Factors affecting the tax charge for the year

The tax assessed for the year is lower than (2021: lower than) the standard rate of corporation tax in the UK of 19% (2021: 19%) The differences are explained below:

	2022 £000	2021 £000
Profit before taxation	**39,964**	*38,151*
Profit before taxation multiplied by standard rate of corporation tax in the UK of 19% (2021:19%)	**7,593**	*7,249*
Effects of:		
Adjustments in respect of previous periods	**(381)**	*219*
Tax rate changes	**(1)**	*(235)*
Expenses not deductible for tax purposes	**3**	*15*
Transfer pricing adjustments	**(1)**	*(45)*
Effects of group relief	**(1,142)**	*(962)*
Income not taxable	**(40)**	*-*
Tax charge for the year	**6,031**	*6,241*

10. Tax on profit (continued)

Factors that may affect future tax charges

With effect from 1 April 2017 the main rate of UK corporation tax was 19%. However, legislation introduced in the Finance Act 2021 increased the main rate to 25% with effect from 1 April 2023. Deferred taxes on the balance sheet have been measured at 25% (2021: 19%) which represents the future corporation tax rate that was enacted at the balance sheet date.

11. Intangible assets

	£000
Cost	
At 1 January 2022	7,284
Additions	-
At 31 December 2022	7,284
Accumulated Amortisation	
At 1 January 2022	7,284
Charge for the year	-
At 31 December 2022	7,284
Net book value	
At 31 December 2022	-
At 31 December 2021	-

Intangible assets comprise customer lists and customer and supplier relationships and were fully amortised in 2020.

12. Tangible assets

	Office furniture and equipment	Computer equipment	Total
	£000	**£000**	**£000**
Cost			
At 1 January 2022	5,020	1,626	6,646
Additions	555	113	668
Disposals	(1,881)	(428)	(2,309)
At 31 December 2022	**3,694**	**1,311**	**5,005**
Accumulated depreciation			
At 1 January 2022	3,813	1,279	5,092
Charge	379	144	523
Disposals	(1,881)	(428)	(2,309)
At 31 December 2022	**2,311**	**995**	**3,306**
Net book value	**1,383**	**316**	**1,699**
At 31 December 2022			
At 31 December 2021	1,207	347	1,554

13. Investments

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2022	**55,357**
Additions	**-**
Disposals	**-**
At 31 December 2022	**55,357**

Annually, the directors review the investments to consider if there are any impairment triggers in accordance with FRS 102. Where an indication of impairment exists an impairment review is performed. During the year, indicators of impairment in CommsCare Group Limited were identified as the results of the business did not meet budget expectations, and plans were put in place to reinvigorate the business. An impairment review was performed and the recoverable amount was determined based on the value-in-use. Cash flow projections were based on detailed cash flow forecasts approved by the directors covering a period of 5 years. No material impairment was identified, however, this assessment is sensitive to changes in key assumptions including short and long term growth rates and the discount rate. If actual cash flows are not in line with forecast cash flows, partial impairment of the investment in CommsCare may result.

The following are subsidiary undertakings of the Company:

Name	Address	% Ordinary shares held	Principal activity
Commscare Group Limited	8 Cheshire Avenue, Lostock Gralam, Northwich, Cheshire, CW9 7UA	100%	Business services company
Platform Consultancy Services Limited	8 Cheshire Avenue, Lostock Gralam, Northwich, Cheshire, CW9 7UA	100%	Business services company (dormant)

14. Stocks

	2022 £000	*2021 Restated £000*
Finished goods and goods for resale	**94,676**	127,739

Inventories are stated after provision for impairment of £2,144,000 (2021: £1,995,000).

15. Debtors

	2022 £000	2021 Restated £000
Trade debtors	233,397	219,542
Amounts owed by group undertakings	34,691	7,707
Other debtors	12,468	10,088
Deferred taxation	923	979
Prepayments and accrued income (incl. VAT)	10,894	3,705
	292,373	242,021

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

Trade debtors are stated after provisions for impairment of £2,760,000 (2021: £2,345,000)

16. Cash at Bank and in hand

	2022 £000	2021 £000
Cash at bank and in hand	98,928	98,277

17. Creditors: Amounts falling due within one year

	2022 £000	2021 £000
Trade creditors	208,601	218,210
Amounts owed to group undertakings	73,544	89,407
Taxation and social security	2,620	1,045
Redeemable preference shares	75,357	75,357
Accruals and deferred income	16,668	8,619
	376,790	392,638

Disclosure of the terms and conditions attached to the non-equity preference shares are made in Note 20.

The bank overdraft of £50,249,000 (2021:£64,195,000) which is within amounts owed to group undertakings is a group facility arranged to allow pooling of bank balances within Europe. Group treasury provides a monthly overdraft limit depending upon the financing requirements of the Company's business. The account is repayable on demand and bears interest, based on an approximate average over 2022 of 3.2% (2021:1.4%).

Also included within amounts owed to group undertakings is a loan amounting to £146,000 (2021: £146,000) which is unsecured, interest free and repayable on demand. £17,647,000 (2021: £21,015,000) due to group undertakings is trade related, unsecured, interest free and repayable within 7 days and the balance of £5,502,000 (2021:£4,051,000) has no fixed repayment date, and also being unsecured and interest free.

17. Creditors: Amounts falling due within one year (continued)

On 17 August, 2021, the Company joined and provided security under an ABL Credit Agreement entered into between amongst others IMOLA Acquisition Corporation, IMOLA Merger Corporation, Ingram Micro, Inc. and certain lenders and issuing banks with JP Morgan Chase Bank N.A acting as the collateral agent. As a result of the Company entering into and becoming part of the ABL Credit Agreement, the Company has provided security to the lenders in the form of fixed and floating charges over certain Company assets as registered at Companies House. The maximum facility available to the Company under this agreement is $250,000,000.

As of 31 December 2022 the Company had not drawn down on this facility.

18. Financial instruments

	2022	*2021*
		Restated
	£000	*£000*
Financial assets		
Financial assets	**379,484**	*335,614*
Financial liabilities		
Financial liabilities	**(357,503)**	*(382,974)*

Financial assets comprise trade debtors, amounts owed by group undertakings, other debtors, cash and cash equivalents.

Financial liabilities comprise overdrafts, trade creditors, amounts owed to group undertakings, and share capital treated as debt.

19. Deferred taxation

	2022	*2021*
	£000	*£000*
At 1 January	**979**	*606*
Charge to statement of comprehensive income	**5**	*380*
Adjustment in respect of prior years	**(61)**	*(7)*
At 31 December	**923**	*979*

The deferred tax asset is made up as follows:

Capital allowances	**103**	*324*
Short term timing differences	**809**	*644*
Losses	**11**	*11*
At 31 December	**923**	*979*

20. Called up share capital

	2022	*2021*
	£000	*£000*
Shares classified as equity		
Allotted, called up and fully paid		
8,000,000 (2021: 8,000,000) Ordinary shares of £1 each	**8,000**	*8,000*
Shares classified as debt		
Allotted, called up and fully paid		
75,356,633 (2021: 75,356,633) Redeemable preference shares of £1 each	**75,357**	*75,357*

Redeemable preference shares

The preference shares are redeemable at the option of the Company or the shareholder and there is no premium payable on redemption.

The holders of the redeemable preference shares have no right to dividends or to attend or vote at general meetings of the group except for meetings convened to consider the rights attached to their preference shares. On winding up, the preference shareholders have the right to receive their capital in priority to the ordinary shareholders but have no right to share in any assets of the group remaining after the payment of its liabilities.

21. Reserves

Share premium account

The share premium account represents consideration received on the issue of share capital in excess of its nominal value, less costs incurred in connection with the issue.

Capital contribution reserve

The capital contribution reserve arises from a contribution which was made to the Company by it's immediate holding company, Ingram Micro Holdings Ltd.

Profit and loss account

Profit and loss account represents all net gains and losses and transactions with owners (e,g. dividends) that are not recognised elsewhere.

22. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge amounted to £723,284 (2021: £623,844).

23. Commitments under operating leases

At 31 December the company had future minimum lease payments under non-cancellable operating leases as follows:

	2022	*2021*
	£000	*£000*
Not later than 1 year	**3,079**	*4,604*
Later than 1 year and not later than 5 years	**3,740**	*10,364*
Later than 5 years	-	-
	6,819	*14,968*

24. Prior year restatement

2021 included certain items bought forward from prior years which were recorded in error and impacted debtors and stock. The Company has adjusted all comparative amounts presented in the current year's financial statements affected by the accounting misstatement.

The impact of the restatement is as follows:

	As previously stated	*Adjustments*	**As restated**
Current Assets	**£000**	*£000*	**£000**
Stocks	**143,741**	*-16,002*	**127,739**
Debtors	**226,019**	*16,002*	**242,021**
Cash & Bank	**98,277**	-	**98,277**
	468,037	-	**468,037**

25. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Ingram Micro Holdings Limited.

The ultimate parent undertaking and controlling party is Platinum Equity Capital Partners V, L.P. The smallest and largest group to consolidate their financial statements is Ingram Micro Holdings Corporation based at 3351 Michelson Drive, Suite 100, Irvine, CA 92612, USA. Copies of the consolidated financial statements can be obtained from the Chamber of Commerce in Utrecht (https://www.kvk.nl – company register in the Netherlands).

26. Post balance sheet event

In June 2023, a dividend of £42,500,000 was declared and paid to the shareholder Ingram Micro Holdings Ltd. On the same day, a dividend of £7,500,000 was declared and received in favour of the Company from the Company's immediate subsidiary Comms-care Group Limited.