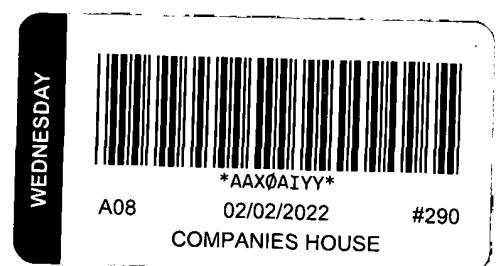


Project Vincent Bidco Limited
Annual Report and Financial Statements
Year Ended
30 April 2021

Company Number 10830108



Company Information

Directors	S A H Behrens L E W Vaughan
Registered number	10830108
Registered office	Snape Road Macclesfield Cheshire United Kingdom SK10 2NZ
Independent auditor	BDO LLP 3 Hardman Street Manchester M3 3AT

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Strategic Report
For the Year Ended 30 April 2021

The directors present their Strategic Report for the year ended 30 April 2021.

Project Vincent Bidco Limited was incorporated on 22 June 2017 to act as an acquisition vehicle for the purchase of the shares in Superbike Factory Limited on 7 September 2017 by Livingbridge Enterprise 2 LP in partnership with the management team of Superbike Factory.

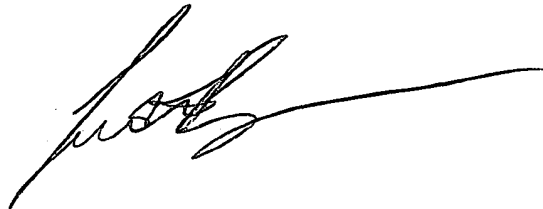
Project Vincent Bidco Limited incurred a number of costs related to the acquisition of shares in Superbike Factory Limited.

Following the acquisition Project Vincent Bidco Limited has provided ongoing management services to Superbike Factory Limited and debt service costs relating to loan note consideration on the purchase of the shares of Superbike Factory Limited, this is the principal activity of the company.

All risks and uncertainties relate to the subsidiaries undertakings and are appropriately disclosed within the Strategic Report of Superbike Factory Holdings Limited.

This report was approved by the board on 11 November 2021 and signed on its behalf.

S A H Behrens
Director

A handwritten signature in black ink, appearing to be 'S A H Behrens', written over a horizontal line.

Directors' Report
For the Year Ended 30 April 2021

The directors present their report and the audited financial statements for the year ended 30 April 2021.

Principal activity

The principal activity of the Company is that of an intermediate holding company, providing ongoing management services to Superbike Factory Limited and debt service costs relating to loan note consideration on the purchase of the shares of Superbike Factory Limited.

Results and dividends

The loss for the year, after taxation, amounted to £4,248,657 (2020: loss £2,941,578).

The directors do not recommend the payment of a dividend (2020: £Nil).

Directors

The directors who served during the year were:

S A H Behrens
P Clarke (resigned 29 September 2020)
L E W Vaughan

Going concern

Based on forecasts and projections, together with available market information and the directors' knowledge and experience of the Company's developments and matters, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Further detail including the impact of COVID 19 has been included in Note 2.3 Going Concern.

Qualifying third party indemnity provisions

The Company has not entered into qualifying third party indemnity arrangements for the benefit of the Directors in a form and scope which comply with the requirements of the Companies Act 2006.

Matters covered in the strategic report

Disclosures required under S416(4) of the Companies Act 2006 are commented upon in the Strategic Report as the directors consider them to be of strategic importance to the Company.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' Report (continued)
For the Year Ended 30 April 2021

Post balance sheet events

There were no significant post balance sheet events to report upon.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 11 November 2021 and signed on its behalf.

S A H Behrens
Director

A handwritten signature in black ink, appearing to read 'S A H Behrens', written over a horizontal line.

**Directors' Responsibilities Statement
For the Year Ended 30 April 2021**

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Project Vincent Bidco Limited

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 April 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Project Vincent Bidco Limited ("the Company") for the year ended 30 April 2021 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material

misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

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

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

Responsibilities of Directors

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

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

Extent to which the audit was capable of detecting irregularities, including fraud

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.

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 posting inappropriate journal entries and management bias in accounting estimates. Our audit procedures included, but were not limited to:

- Agreement of the financial statement disclosures to underlying supporting documentation;
- Identifying and testing journal entries, with a focus on journals indicating large or unusual transactions based on our understanding of the business;
- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Challenge assumptions, accounting estimates and judgements made by the Directors, particularly in relation to the valuation of investments in subsidiaries;
- Review of minutes of Board meetings throughout the period; and
- Obtaining an understanding of the control environment in monitoring compliance with laws and regulations.

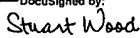
Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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

DocuSigned by:

Stuart Wood

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Stuart Wood (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Manchester

11 November 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of total comprehensive income
For the year ended 30 April 2021

	Note	Year Ended 30 April 2021 £	Year Ended 30 April 2020 £
Revenue	4	801,500	956,000
Administration expenses	5	(725,022)	(864,247)
Operating profit		76,478	91,753
Finance income	7	48,093	26,660
Finance costs	8	(4,270,211)	(3,166,111)
Loss before tax		(4,145,640)	(3,047,698)
Income tax (charge)/credit	9	(103,017)	106,120
Loss and total comprehensive loss attributable to the equity holders of the Company		(4,248,657)	(2,941,578)

All results derive from continuing operations.

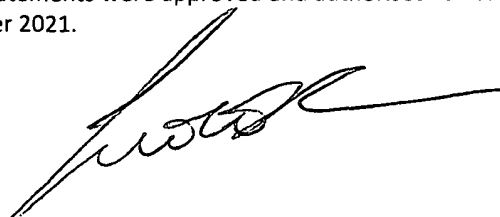
Statement of financial position
As at 30 April 2021

	Note	As at 30 April 2021 £	As at 30 April 2020 £
Fixed assets			
Investments	10	24,808,450	24,808,450
Current assets			
Debtors: amounts falling due within one year	11	1,483,811	580,532
Cash at bank and in hand		1,812,370	124,141
		3,296,181	704,673
Creditors: amounts falling due within one year	12	(1,073,760)	(104,410)
Net current assets		2,222,421	600,263
Total assets less current liabilities		27,030,871	25,408,713
Creditors: amounts falling due after one year	13	(38,508,593)	(32,637,778)
Net liabilities		(11,477,722)	(7,229,065)
Equity			
Share capital	15	1	1
Accumulated losses		(11,477,723)	(7,229,066)
Total deficit		(11,477,722)	(7,229,065)

The notes on pages 14 to 23 are an integral part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 November 2021.

S A H Behrens
 Director



Registered number: 10830108

Statement of changes in equity
For the year ended 30 April 2021

	Share Capital	Accumulated losses	Total deficit
	£	£	£
As at 1 May 2019	1	(4,287,488)	(4,287,487)
Loss for the year	-	(2,941,578)	(2,941,578)
Total comprehensive loss for the year	-	(2,941,578)	(2,941,578)
As at 30 April 2020	1	(7,229,066)	(7,229,065)
Loss for the year	-	(4,248,657)	(4,248,657)
Total comprehensive loss for the year	-	(4,248,657)	(4,248,657)
As at 30 April 2021	1	(11,477,723)	(11,477,722)

Notes to the financial statements

1. General Information

Project Vincent Bidco Limited is a private company limited by shares, incorporated in England and Wales under the Companies Act 2006. The address of the registered office is shown on the Company Information page. The nature of the Company's operations and its principal activities are outlined in the Strategic Report.

2. Summary of significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 101, "Reduced Disclosure Framework", on the going concern basis under the historical cost convention, and in accordance with the Companies Act 2006 as applicable to companies reporting under FRS 101.

For periods up to and including the year ended 30 April 2020, the Company prepared its financial statements in accordance with Financial Reporting Standard 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). These financial statements for the year ended 30 April 2021 are the first the Company has prepared in accordance with FRS 101. The Company's deemed transition date to FRS 101 is 1 May 2019, being the first day of the earliest period presented in these financial statements. The principles and requirements for first time adoption of FRS 101 are set out in IFRS 1. IFRS 1 allows certain exemptions in the application of particular standards to prior periods in order to assist companies with the transition process. Details of the transitional adjustments are set out in note 20. The Company has adopted the FRS 101 accounting principles on a consistent basis from the date of transition.

The financial information is presented in sterling and has been rounded to the nearest pound (£).

The principal accounting policies, which have been applied consistently to all the years presented.

2.2 Financial Reporting Standard 101 – reduced disclosure exemptions

The following exemptions under FRS 101 have been applied in the preparation of these financial statements:

- IFRS 7, "Financial Instruments: Disclosures", as the consolidated financial statements of Superbike Factory Holdings Limited include the equivalent disclosures.
- The following paragraphs of IAS 1, "Presentation of financial statements":
 - 10(d) (statement of cash flows);
 - 16 (statement of compliance with all IFRS);
 - 38A (requirement of minimum of two primary statements, including cash flow statements);
 - 38B-D (additional comparative information);
 - 111 (statement of cash flows information); and
 - 134-136 (capital management disclosures).
- IAS 7, "Statement of cash flows".
- Paragraphs 30 and 31 of IAS 8, "Accounting policies, changes in accounting estimates and errors" (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17 of IAS 24, "Related party disclosures" (key management compensation).
- The requirements in IAS 24, "Related party disclosures", to disclose the related party transactions entered into between two or more members of a group.
- Paragraphs 130(f)(ii)(iii), 134(d)-(f) and 135(c)-(e) of IAS 36, "Impairment of assets"
- Paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 and the second sentence of paragraph 110 of IFRS 15

This information is included in the consolidated financial statements of Superbike Factory Holdings Limited as at 30 April 2021 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Notes to the financial statements

Summary of significant accounting policies (continued)

2.3 Going concern

The directors consider the Company to be a going concern and the accounts have been prepared on that basis.

The company is ultimately funded by shareholder loan notes however the operational business is self sufficient and cash generative. Current forecasts indicate that the company expects to be able to operate within their existing facilities in place for a period of at least 12 months from the date of these financial statements being signed. The directors are not aware of any circumstances that may adversely affect the facilities and loans in place and remain confident of future growth.

In determining the appropriate basis of preparation, the impact of the COVID 19 pandemic has been a major consideration. The board have taken in to account the following restrictions that COVID 19 has placed on the company's day to day operations:

- Social distancing required a review of the layout of the showroom and an assessment of who could and couldn't work from home.
- Move to a contact free purchase experience in which customers can enquire, view and purchase bikes online and collect contact free.

The Directors acknowledge that there may be further disruption over the coming months due to the prevailing conditions in the UK, however post year end trading to date has been strong compared to prior years and the Directors continue with confidence into 2021. Stress testing has been considered, taking into account the potential business disruptions and reductions to revenue over the coming months. There will remain a level of uncertainty in the short term as we have no experience of a similar crisis or predicting the extent that the effect of COVID 19 will have on the business. It is not yet clear how widespread the virus will be at any one time, how long the pandemic will last and what the effect of this pandemic will be on our customers, however the vaccination programme has given some hope that we are on a path to returning to some normality. It is also unknown as to whether any legislative changes will occur in this period.

Based on the level of available cash and headroom in facilities vs the working capital of the company the Directors are satisfied that the company has sufficient available cashflows to navigate at least the forthcoming 12 months. Therefore, the directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not reflect any adjustments as a result of the increase in economic uncertainty resulting from COVID 19.

2.4 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.5 Revenue

To determine whether to recognise revenue, the Company follows the 5-step process as set out within IFRS 15:

- Identifying the contract with a customer
- Identifying the performance obligations
- Determining the transaction price
- Allocating the transaction price to the performance obligations
- Recognising revenue when/as performance obligation(s) are satisfied

Revenue is measured at transaction price, stated net of VAT, rebates and other sales related taxes.

Notes to the financial statements

Summary of significant accounting policies (continued)

2.6 Finance income

Finance income is recognised in the Statement of Comprehensive Income using the effective interest method.

2.7 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.

2.8 Pension costs

Defined contribution pension plan

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

The contributions are recognised as an expense in the statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

2.9 Income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge 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 by the reporting date in the countries where the Company operates and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Notes to the financial statements

Summary of significant accounting policies (continued)

2.11 Financial instruments

Financial assets and financial liabilities are recognised in the Company's Statement of Financial Position when the Company becomes party to the contractual provisions of the instrument. Financial assets are de-recognised when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred. Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired.

Trade and other receivables

Trade and other receivables are initially measured at transaction price less provisions for expected credit losses. The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance. This lifetime expected credit losses is used in cases where the credit risk on other receivables has increased significantly since initial recognition. In cases where the credit risk has not increased significantly, the Company measures the loss allowance at an amount equal to the 12-month expected credit loss. This assessment is performed on a collective basis considering forward-looking information.

IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'.

Recognition of credit losses is determined by considering a broad range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions and reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Trade and other payables

Trade and other payables are initially measured at their fair value and are subsequently measured at their amortised cost using the effective interest rate method; this method allocates interest expense over the relevant period by applying the "effective interest rate" to the carrying amount of the liability.

Borrowings

Interest-bearing overdrafts are classified as other liabilities. They are initially recorded at fair value, which represents the fair value of the consideration received, net of any direct transaction costs associated with the relevant borrowings. Borrowings are subsequently stated at amortised cost and finance charges are recognised in the Statement of Comprehensive Income over the term of the instrument using an effective rate of interest. Finance charges, including premiums payable on settlement or redemption, are accounted for on an accruals basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Notes to the financial statements

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

The preparation of this Company financial statements requires management to make judgements and estimates that affect the reported amounts of assets and liabilities at each Statement of Financial Position date and the reported amounts of revenue during the reporting periods. Actual results could differ from these estimates. Information about such judgements and estimations are contained in individual accounting policies. The key judgements and sources of estimation uncertainty that could cause an adjustment to be required to the carrying amount of asset or liabilities within the next accounting period are outlined below:

Accounting judgements

Investments (see note 10)

Determine whether there are indicators of impairment of the company's fixed asset investments. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash generating unit, the viability and expected future performance of that unit.

Accounting estimates

There are no accounting estimates that are considered to be critical.

4. Revenue

The whole of the turnover is attributable to its principal activity and related to intercompany management recharges.

All turnover arose within the United Kingdom.

5. Expenses by nature

	Year Ended 30 April 2021	Year Ended 30 April 2020
	£	£
Staff costs	610,458	671,639
Other operating expenses	114,564	192,608
Total cost of sales and administration expenses	<u>725,022</u>	<u>864,247</u>

Auditor's remuneration

The fees payable to the Company's auditors for the audit of the Company's annual accounts was £2,500 (2020: £2,060) but was borne by another Group company and was not recharged.

6. Employees and Directors

Staff costs, including directors' remuneration, were as follows:

	Year Ended 30 April 2021	Year Ended 30 April 2020
	£	£
Wages and salaries	517,882	582,888
Social security costs	81,849	77,993
Cost of defined contribution scheme	10,727	10,758
	<u>610,458</u>	<u>671,639</u>

Notes to the financial statements

6. Employees and Directors (continued)

The average monthly number of employees, including the directors, during the year was as follows:

	Year Ended 30 April 2021 No.	Year Ended 30 April 2020 No.
Admin	4	4
Sales & purchasing	1	1
Employees	5	5

Directors' remuneration

	Year Ended 30 April 2021 £	Year Ended 30 April 2020 £
Directors' emoluments	219,201	289,901
Company contributions to defined contribution pension schemes	1,314	1,316
	220,515	291,217

7. Finance income

	Year Ended 30 April 2021 £	Year Ended 30 April 2020 £
Interest receivable from group companies	48,093	26,660
	48,093	26,660

8. Finance expense

	Year Ended 30 April 2021 £	Year Ended 30 April 2020 £
Other loan interest payable	2,734,299	1,857,769
Loans from group undertakings	1,535,912	1,308,342
	4,270,211	3,166,111

9. Taxation

	Year Ended 30 April 2021	Year Ended 30 April 2020
Deferred tax		
Origination and reversal of timing differences	4,411	(74,024)
Adjustment in respect of prior periods	98,606	(22,313)
Effect of tax rate change on opening balance	-	(9,783)
Total deferred tax	103,017	(106,120)

Notes to the financial statements

9. Taxation (continued)

Factors affecting the charge

The tax assessed for the year is higher than (2020: higher) the standard rate of corporation tax in the UK of 19% (2020: 19%). The differences are explained below:

	Year Ended 30 April 2021	Year Ended 30 April 2020
	£	£
Loss before tax	(4,145,640)	(3,047,698)
Loss multiplied by standard rate of corporation tax in the UK of 19% (2020: 19%)	(787,672)	(579,063)
Effects of:		
Expenses not deductible for tax purposes	710,777	204,508
Group relief surrendered	81,306	295,973
Adjustments to deferred tax in respect of prior periods	98,606	(22,313)
Adjust opening deferred tax to average rate	-	(9,783)
Total tax charge/(credit)	103,017	(106,120)

Factors that may affect future tax charges

In the Spring Budget 2020, the Government announced that the previously enacted decrease in the corporate tax rate from 19% to 17% from 1 May 2020 would no longer happen and that rates would remain at 19% for the foreseeable future. The new law was substantively enacted by a resolution under the Provisional Collection of Taxes Act 1968 on 17 March 2020. The impact of the change was therefore reflected in the Company financial statements in the year ended 30 April 2020.

In the Spring Budget 2021, the Government announced an increase in the corporation tax rate from 19% to 25% from 1 May 2023. As the new law had not been substantively enacted by the balance sheet date, its impact has not been reflected in the financial statements. The impact of the increase would be to increase the unrecognised deferred tax asset by approximately £nil (tax effect). This rate change was substantively enacted on 24 May 2021.

The value of the unrecognised deferred tax asset at 30 April 2021 is £nil (2020: £nil).

Notes to the financial statements

10. Investments

	Investments in subsidiary companies
	£
As at 1 May 2020	24,808,450
As at 30 April 2021	<u>24,808,450</u>

Direct subsidiary undertaking

The following was a direct subsidiary undertaking of the Company:

Name	Registered office	Class of shares	Holding
Superbike Factory Limited	Snape Road, Macclesfield, Cheshire, United Kingdom, SK10 2NZ	Ordinary	100%

Indirect subsidiary undertakings

Name	Registered office	Class of shares	Holding
Superbike Loans Limited	Snape Road, Macclesfield, Cheshire, United Kingdom, SK10 2NZ	Ordinary	100%

11. Debtors

	As at 30 April 2021 £	As at 30 April 2020 £
Amounts owed by group undertakings	1,409,598	394,014
Other debtors	10,266	19,554
Deferred taxation (note 14)	63,947	166,964
	<u>1,483,811</u>	<u>580,532</u>

Amounts owed by group undertakings are interest free and due on demand.

12. Creditors: Amounts falling due within one year

	As at 30 April 2021 £	As at 30 April 2020 £
CBILS facility	833,333	-
Trade creditors	10,587	3,000
Amounts owed to group undertakings	-	37,936
Other taxation and social security	65,874	53,700
Other creditors	-	932
Accruals and deferred income	163,966	8,842
	<u>1,073,760</u>	<u>104,410</u>

Amounts owed by group undertakings are interest free and due on demand.

Notes to the financial statements

13. Creditors: Amounts falling due after more than one year

	As at 30 April 2021	As at 30 April 2020
	£	£
Debentures loans	21,505,161	18,770,862
Intercompany loan notes	15,402,828	13,866,916
CBILS facility	1,600,604	-
	<u>38,508,593</u>	<u>32,637,778</u>

The debenture loans are secured against the assets of the Company.

There are three separate loan notes within Project Vincent Bidco Limited as follows:

- A Loan notes; repayable in 2023 with a rate of interest of between 8% and 12% depending on repayment date;
- Debt Loan notes; repayable in 2023 with a rate of interest of between 6% and 12% depending on repayment date;
- Intercompany loan notes; repayable in 2023 with a rate of interest of between 8% and 12% depending on repayment date.

On 23 June 2020, the Company took out a £2,500,000 loan under the Coronavirus Business Interruption Loan Scheme ("CBILS"). This loan is set at a variable rate of interest of 2.94% over Base Rate and is repayable by June 2023. Monthly payments of £104,000 are due from September 2021.

14. Deferred tax

	As at 30 April 2021	As at 30 April 2020
	£	£
At beginning of year	166,964	60,844
Credited to profit or loss	(103,017)	106,120
At end of year	<u>63,947</u>	<u>166,964</u>

The deferred tax asset is made up as follows:

	As at 30 April 2021	As at 30 April 2020
	£	£
Short term timing differences	194	177
Losses and other deductions	63,753	166,787
	<u>63,947</u>	<u>166,964</u>

15. Share capital

	As at 30 April 2021	As at 30 April 2020
	£	£
Allotted, called up and fully paid		
22 (2020: 22) Ordinary shares of £0.05 each	<u>1</u>	<u>1</u>

Notes to the financial statements

16. Pension commitments

The company contributes to the personal pension schemes of certain employees. The charge for the year amounted to £10,727 (2020: £10,758). Contributions totalling £1,024 (2020: £932) were payable to the fund at the reporting date and are included in creditors.

17. Related party transactions

The Company has taken advantage of the available exemptions conferred by Paragraph 17 of IAS 24, "Related party disclosures" (key management compensation) and the requirements in IAS 24, "Related party disclosures", to disclose the related party transactions entered into between two or more members of a group.

One family member of the directors is employed within the business (2020: two). The total remuneration paid in the year was £49,747 (2020: £49,328).

18. Post balance sheet events

There have been no events post balance sheet that need to be disclosed.

19. Ultimate controlling party

The Company is a subsidiary undertaking of Superbike Factory Holdings Limited which is the ultimate parent company.

The largest and smallest group in which the results of the company are consolidated is that headed by Superbike Factory Holdings Limited, incorporated in England and Wales. The consolidated accounts of this company are available to the public and may be obtained from its registered office: Snape Road, Macclesfield, Cheshire, United Kingdom, SK10 2NZ.

The ultimate controlling party of the Group is Livingbridge Enterprise 2 Fund LP.

20. Transition to FRS 101

From 1 May 2019 the Company has adopted FRS 101 in the preparation of the Financial Statements. There was no accounting impact of the transition.