Azlan Group Limited Reports and financial statements For the year ended 31 January 2018

Azlan Group Limited

Reports and Financial Statements For the year ended 31 January 2018 Registered number 2767939

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Reports and financial Statements

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Strategic report

The Directors present their Strategic report, their Directors' Report and the financial statements for the year ended 31 January 2018.

Principal activities and review of the business

The principal activity of the Company is to act as a holding company.

During the year, the Company acquired the remaining 75% of the share capital of Tech Data (Netherlands) B.V. for a consideration of £460.5m. The Company now owns 100% of the share capital of Tech Data (Netherlands) B.V.

A prior year adjustment has been made to partly reverse another prior year adjustment made in the year ended 31 January 2007. A creditor balance of £7.6 million was reinstated in that year when it had already been written off in another group company.

The Company's key financial indicators during the year can be summarised as follows:

	Restated			
	2018	2017	Change	
	£m	£m	%	
Net current liabilities	(8,0)	(8.0)	-	
Shareholders' funds	551.1	90.6	508.3	

Principal risks and uncertainties

There is a liquidity risk if the investments underperform and do not provide sufficient dividends to cover the Company's short term liabilities as they fall due. The company therefore relies upon the ongoing support of its ultimate parent company, Tech Data Corporation.

There is a risk that if the value of underlying investments falls below carrying value that these assets may be impaired, resulting in a charge through the Income Statement.

There is also a foreign currency risk as a significant proportion of the subsidiaries' trade is in currencies other than GBP, therefore should exchange rates move adversely, the GBP value of any dividend income may be affected.

The Company's ultimate parent company, Tech Data Corporation, has confirmed that it will provide financial support to the Company to meet its liabilities as and when they fall due. The directors therefore consider that it is appropriate to draw up these accounts on a going concern basis.

Future developments

The directors expect the Company to continue as an intermediate holding company for the foreseeable future.

By order of the Board

H Tuffnail Director

29 OCTOSER 2018

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Directors' Report

Directors & Directors Interest

The Directors who held office during the period are listed below:

H Tuffnail A Gass

The Directors had no beneficial interest in the share capital of the company during the year.

Going concern

The ultimate parent company (Tech Data Corporation) has provided a formal letter of support for a period at least until 31 October 2019. The Company is an intermediate holding company and as such the liabilities are materially all intra-group and are therefore unlikely to be called until such time that the ultimate parent company has put funding in place for the Company to make repayment. The Directors therefore consider that it is appropriate to draw up these accounts on a going concern basis.

Dividend

Dividends of £nil (2017: £141.6m) have been paid for the year ended 31 January 2018.

Disclosure of information to auditors

At the date this report is approved, as far as each director is aware, there is no relevant information of which the Company's auditors are unaware and they have taken all the steps they ought to take as directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

In accordance with section 487 of the Companies Act 2006, a resolution to dispense with the obligation to appoint auditors annually was passed on 27 January 2006. Accordingly, Ernst & Young LLP will be deemed to be reappointed as auditors.

By order of the Board

H Tuffnail
Director

29 Occoser 2018

Registered office: Redwood 2 Crockford Lane Chineham Business Park Hampshire United Kingdom RG24 8WQ

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws 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 Accounting Practice (United Kingdom Accounting Standards and applicable law) FRS 101 Reduced disclosure framework. The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss 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 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to 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 AZLAN GROUP LIMITED

Opinion

We have audited the financial statements of Azlan Group Limited for the year ended 31 January 2018 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position and the related notes 1 to 9, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- · give a true and fair view of the company's affairs as at 31 January 2018 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.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt
 about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months
 from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of 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 directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

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

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

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, 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.

A further description of our responsibilities for the audit of the financial statements is located 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

Ernst 2 Young UP

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

30 October 2018

Anup Sodhi (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor Luton

Income statement

for the year ended 31 January 2018

	Note	2018 £m	2017 £m
Dividends received		.	141.6
Profit on ordinary activities before taxation		-	141.6
Taxation	4	•	-
Profit for the financial year		· -	141.6

Statement of comprehensive income for the year ended 31 January 2018

There is no Other Comprehensive Income during the year ended 31 January 2018 (2017: £nil). The Total Comprehensive Income for the year was £nil (2017: £141.6m).

Statement of changes in equity for the year ended 31 January 2018

	Share capital	Share premium	Revaluation reserve	Capital redemption reserve	Merger reserve	Profit and loss account Restated	Total Equity Restated
	£m	£m	£m	£m	£m	£m	£m
At 1 February 2016 - as						•	
previously stated	5.8	-	0.5	0.1	1.1	75.5	83.0
Restatement	*	•			-	7.6	7.6
•						-	
Restated as at 1 February 2016	5.8	.	0.5	0.1	1.1	83.1	90.6
Total comprehensive income	-	£	-	•		141.6	141.6
Dividend paid	•	•	-	,•	. •	(141.6)	(141.6)
AA 21 Language 2017			·	0.1	1.1	83.1	90.6
At 31 January 2017	5.8	•	0.5	0.1		65.1	.30. 0
Total comprehensive income	•	- 	÷	-			460.6
Ordinary shares issued		460.5			•	.	460.5
At 31 January 2018	5.8	460.5	0.5	0.1	1.1	83.1	551.1

Registered number 2767939

Statement of Financial Position

as at 31 January 2018	Note	2018 £m	2017 £m Restated
Fixed assets Investments	. 5	559.1	98.6
iincermenta	3	339.1	
Current assets	_		
Debtors	Ģ	58.5	58.5
Creditors: amounts falling due within one year			
Trade and other payables	7	(66.5)	(66.5)
Net current liabilities		(8.0)	(8.0)
Net assets		551.1	90.6
Capital and reserves		***************************************	
Called up share capital	.8	5.8	5.8
Share premium account		460.5	-
Revaluation reserve		0.5	0.5
Capital redemption reserve		0.1	0.1
Merger reserve		1.1	1.1
Profit and loss account		83.1	83.1
Total equity		551.1	90.6

These financial statements were approved by the board of directors on 29 October 2018 and were signed on its behalf by:

H Tuffnall Director

Notes to the financial Statements

1 Authorisation of Financial Statements and Statement of compliance with FRS101

Statement of compliance:

The financial statements for the year ended 31st January 2018 were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The company is exempt from the requirement to prepare consolidated financial statements, on the grounds that it is a wholly-owned subsidiary of Tech Data Corporation, incorporated in the USA, whose consolidated accounts are publicly available and are prepared on an equivalent basis (see note 9).

2 Accounting policies

2.1 Basis of preparation:

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

The company has taken advantage of the following disclosure exemptions under FRS 101:

- a) The requirements of IFRS 7 Financial Instruments: Disclosures;
- b) The requirements of IAS 7 Statement of Cash Flows;
- c) The requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- d) The requirement of IAS 8 in regards to standards issued but not effective; and
- e) The requirements under IFRS13 in regards to fair value disclosures.

The financial statements present the information about the entity as an individual and not as a group. Azlan Group Limited is a limited liability company and is incorporated in England. The company's financial statements are presented in Sterling and are rounded to the nearest million except where otherwise indicated. The functional currency is GBP.

In preparing these financial statements, it became apparent that an error had been made in respect of a prior year adjustment made in the year ended 31 January 2007. A creditor balance of £7.6 million was reinstated in that year when it had already been written off in another group company

Going Concern

The ultimate parent company (Tech Data Corporation) has confirmed that it will provide financial support for a period at least until 31 October 2019. The Company is an intermediate holding company and as such the liabilities are materially all intra-group and are therefore unlikely to be called until such time that the ultimate parent company has put funding in place for the Company to make repayment. The Directors therefore consider that it is appropriate to draw up these accounts on a going concern basis.

2.2 Judgements and Key Sources of estimation uncertainty

Impairment

Investments are assessed at each reporting date for impairment through a review of impairment indicators. Given the non-trading nature of the investments of the Company, a key indicator is the underlying net assets of the subsidiary. Where the carrying amount of the investment exceeds the underlying net assets of a subsidiary, this is an indicator of impairment. Impairment charges are recognised in the Income statement.

2 Accounting policies (continued)

2.3 Significant Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Investments

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

Foreign currencies

Assets and liabilities expressed in foreign currencies are translated into GBP at the rates ruling at the Statement of Financial Position date. Transactions expressed in foreign currencies are translated into GBP at the rates ruling at the transaction date. Exchange gains and losses arising are recognised in the Income Statement.

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities, based on the tax rates and laws that are enacted or substantively enacted by the period end date.

Income tax is charged or credited to Other Comprehensive Income if it relates to items that are charged or credited to Other Comprehensive Income. Similarly, income tax is charged or credited directly to Equity. Otherwise income tax is recognised in the Income Statement.

Dividend income

Dividend income is recognised when the company's right to receive payment is established. Any income that is not settled in the period is included with inter-company debtors at the balance sheet date.

Loans and receivables

All debtors held by the Company are intercompany debtors. They are initially recognised at original value and subsequently measured at the lower of the original value and recoverable amounts. Provision for impairment is made through the Income Statement where there is objective evidence that the Company will not be able to recover balances in full. The balance is fully written off when the probability of recovery is assessed as being remote.

Intercompany payables

Intercompany payables are non-derivative financial liabilities with fixed or determinable payments that are not quoted in an active market. These are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

3 Directors' remuneration

The directors received remuneration for the period estimated at £5,000 each (2017: £5,000) in relation to qualifying services as a director of this Company, all of which was borne by other group companies.

4 Taxation

(a) Tax on profit on ordinary activities

	2018 £m	2017 £m
Current tax: Group relief payable	-	•
Total current tax (note 4(b))		•
		
Tax on profit on ordinary activities	•	

As at 31 January 2018 there were no unprovided amounts in respect of deferred timing differences.

(b) Reconciliation of total tax charge

The difference between the total tax shown above and the amount calculated by applying the standard rate of UK corporation tax is as follows:

·	2018 £m	2017 £m
Profit before taxation		141.6
		
Tax on profit at standard UK corporation tax rate at 19.16% (2017: 20.0%) Non-deductible and non-taxable items		28.3 (28.3)
•		
Total tax (credit)/expense reported in the income statement (note 4(a))	•	. •

(c) Factors affecting future tax charges

The Finance (No.2) Act 2015 obtained Royal Assent on 18 November 2015 and enacted a reduction in the UK corporation tax rate from 20% to 19% effective 1 April 2017 and a further reduction to 18% effective 1 April 2020.

The Finance Act 2016 obtained Royal Assent on 15 September 2016 and determined that the tax rate effective from 1 April 2020 would, in fact, be 17%.

(d) Deferred tax

At 31 January 2018, there was no recognised deferred tax liability (2017: £nil) for taxes that would be payable on the unremitted earnings of certain subsidiaries as receipt by the company of any dividends would be exempt from UK corporation tax.

There are no income tax consequences attaching to the payment of dividends paid to shareholders.

5 Investments

Tech Data Luxembourg S.a.r.l.

Cost or valuation	Investments in subsidiary undertakings £m
At 1 February 2017	98.6
Additions during the year	460.5
At 31 January 2018	559.1

The addition during the year relates to the acquisition of 75% of the share capital of Tech Data (Netherlands) BV.

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital are as follows (all shares held in direct and indirect subsidiaries are ordinary shares):

The percentage of equity owned by the group is 100% unless otherwise noted below.

Azlan GmbH MancBoard Limited Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Tolnasingel 2, 2411 PV, Bodegraven, Netherlands Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Beatrix de Rijkweg 8, 5657 EG, Eindhoven, Netherlands Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham, Basingstoke, Hampshire, RG24 8WQ, United Kingdom Redwood 2 Crockford Lane, Chineham Business Park, Chineham,	Name of company	Address
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Tech Data Marne 5, avenue de l'Europe, Bussy Saint-Georges, F-77611, Marne-La-Vallee Cedex 3, France		

TMF Management Luxembourg SA, 46A, Avenue J.F. Kennedy, L-1855 Luxembourg, Luxembourg

5 Investments (continued)

Azlan Group Limited Reports and Financial statements For the year ended 31 January 2018

Name of company	Address	
Indirect		
Tech Data Nederland B.V. Tech Data byba/sprl Tech Data Denmark ApS Tech Data Norge AS Horizon Technical Services A/B Tech Data Europe Services and Operations, S.L. Tech Data International S.a.r.l. Tech Data International S.a.r.l. Tech Data Strategy GmbH Tech Data Europe GmbH Tech Data Deutschland GmbH Tech Data Information Technology GmbH Tech Data Midrange GmbH Tech Data GmbH & Co. OHG Tech Data GmbH & Co. OHG Tech Data Control & Co. OHG Tech Data Control & Co. OHG Tech Data Strategy Gmbh Tech Data Portugal, Lda Azlan Scandinavia AB TD Tech Data Portugal, Lda Azlan Scandinavia AB TD Tech Data Italia S.r.l. Tech Data Italia S.r.l. Tech Data Italia S.r.l. Tech Data Distribution s.r.o. Tech Data Distribution s.r.o. Tech Data Hungary KFT Tech Data Management GmbH Tech Data Service GmbH Tech Data Service GmbH Tech Data European Management GmbH Tech Data European Management GmbH Tech Data Uruguay SA Investment in associates field indirectly Corporate Mobile Recycling Limited (49%) Retrofone Limited (49%) Corporate Mobile Recycling Espana S.L. (49%) Nexiona Connectocrats SL (29.64%)	Tolnasingel 2, 2411 PV, Bodegraven, Netherlands Assesteenweg 117/1, 1740 Ternat, Belgium Bregnerodvej 144, 3460, Birkerod, Denmark Stålfjæra 20, Oslo, 0975, Norway Box 56 - Pagersugatan 18B, 3-16391, Stockholm-Lunc Avenida de la Vega 1, 28108, Alcobendas (Madrid), Sp Route des Avouillons 30, 1196, Gland, Switzerland Kistlerhofstrasse 75, 81379, Munich, Germany Kistlerhofstrasse 47, CH-6343, Rotkreuz, Switzerland Via Tolstoj 65 cap , 20098, San Giuliano Milanese (MI) Batory Office Building II, Al Jerozoliniskie 212, 02-484 Libalova 2348/1, Chodov, Praha 4, 14900, Czech Reput Budafoki út 91-93. IP West Irodaház. ép. 6. em, Budape EURO PLAZA, Gebaude K, Kranichberggasse 6, 1120, EURO PLAZA, Gebaude K, Kranichbergasse 6, 1120, EURO PLAZA, Gebaude K, Kranichberggasse 6, 112	ain 7, PORTO, Portugal den la, Sweden), Italy 5, Warszawa, Poland blic est, 1117, Hungary , Wien, Austria , Wien, Austria , Wien, Austria
6 Debtors	2018 £m	2017 £m
Amounts owed by group undertakings	58.5	58.5
The amounts owed to group undertakings relate to	o subsidiaries and are repayable on demand.	
7 Creditors: amounts falling due wit	hin one year	
	2018 £m	2017 £m Restated
Amounts owed to group undertakings	66.5	66.5

The amounts owed by group undertakings relate to subsidiaries and are payable on demand.

8 Called up share capital

	2018		2017	
	Number	£m	Number	£m
Equity share capital:				
Allotted, called up and fully paid Ordinary shares of 5p each	116,659,406	5.8	116,659,404	5.8
• •				

Two ordinary shares of 5p each were issued during the year to acquire 75% of Tech Data (Netherlands) B.V.

9 Ultimate parent undertaking

The company's immediate parent undertaking is TD United Kingdom Acquisition Limited, incorporated in the United Kingdom.

The company's ultimate parent undertaking and controlling party is Tech Data Corporation, which is incorporated in the USA. Copies of its group financial statements, which include the company, are available from Tech Data Corporation, 5350 Tech Data Drive, Clearwater, FL33760, USA.