Company number: 09939745

THE HEALTHY WEIGHT LOSS COMPANY LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

THE HEALTHY WEIGHT LOSS COMPANY LTD

COMPANY INFORMATION

Directors	Stephen Patrick O'Hara
Company Number	09939745 (England)
Registered Office	Office 7 35/37 Ludgate Hill London, England EC4M 7JN
Auditors	Jeffreys Henry LLP Finsgate 5-7 Cranwood Street London EC1V 9EE

THE HEALTHY WEIGHT LOSS COMPANY LTD

CONTENTS

	Page
Director report	1
Independent auditors' report	3
Statement of comprehensive income	7
Statement of financial position	8
Statement of changes in equity	9
Notes to the financial statements	10

THE HEALTHY WEIGHT LOSS COMPANY LTD

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31 December 2020

The director presents the annual report and the audited financial statements for the year ended 31 December 2020.

Director

The following director has held office since 1 January2020

Stephen Patrick O'Hara

Principal activity

The principal activity of the company is that of the retail and wholesale trade of specialised health foods.

The company was incorporated on 7 January 2016.

Strategic Report

The Director has taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006 in the preparation of the Directors' Report and from the requirement to prepare a strategic report.

Dividend

No dividend is proposed.

Going concern

The director has considered the applicability of the going concern basis in the preparation of these financial statements. This included the review of internal budgets and financial results.

After making enquiries, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis of preparation for its financial statements. Refer to section 2.2 of the accounting policies for more detail on the use of the going concern basis.

Events after the reporting period
Events after the reporting period are described in note 15.

Auditors

Jeffreys Henry LLP, were reappointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether the company financial statements have been prepared in accordance with United Kingdon Generally Accepted Accounting Practice subject to any material departures disclosed and explained in the financial statements;
- make judgments and estimates that are reasonable and prudent;
- 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 disclose with reasonable accuracy at any time the financial position of the company, for safeguarding the assets, for taking reasonable steps for the prevention and detection of fraud and other irregularities and for the preparation of a directors' report which complies with the Companies Act 2006.

Statement of disclosure to auditors

So far as the director is aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

SP O'Hara
....

S P O'Hara
Director

29 **September 2021**

THE HEALTHY WEIGHT LOSS COMPANY LTD

INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

To the Shareholder of The Healthy Weight Loss Company Ltd

We have audited the financial statements of The Healthy Weight Loss Company Ltd for the year ended 31 December 2020 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).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 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. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's 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.

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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report 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 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 by the Company, 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.
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Director's Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

The extent to which the audit was considered capable of detecting irregularities including fraud
Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the senior statutory auditor ensured the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the company through discussions with directors and other management, and from our commercial knowledge and experience of the sector;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the company, including Companies Act 2006, taxation legislation, data protection, employment, health and safety legislation and anti-money laundering regulations.

We assessed the susceptibility of the company's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud;
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries with specific attributes to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates set out in Note 2.8 of the financial statements were indicative of potential bias;
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation and claims;
- review of legal expenditure incurred during the year;
- reviewing correspondence with HMRC.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at:

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

Use of this 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.

Sachin Ramaiya
Senior Statutory Auditor

For and on behalf of
Jeffreys Henry LLP (Statutory Auditors)
Finsgate
5-7 Cranwood Street
London
EC1V 9EE

29 September 2021

THE HEALTHY WEIGHT LOSS COMPANY LTD

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	Year ended 31 December 2020 £	Period ended 31 December 2019 £
Turnover	3	-	-
Cost of sales		-	-
Gross profit		-	-
Administrative expenses		-	(3,484)
(Loss)/profit from operations and before tax	4	-	(3,484)
Taxation	6	-	-
Loss and comprehensive loss for the period		-	(3,484)

The notes on pages 10 to 18 are an integral part of these financial statements.

THE HEALTHY WEIGHT LOSS COMPANY LTD

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

	Notes	As at 31 December 2020 £	As at 31 December 2019 £
Assets			
Current Assets			
Trade and other receivables	7	-	1,338
Cash and cash equivalents	8	2,681	3,144
		2,681	4,482
Total Assets		2,681	4,482
Equity			
Issued capital	9	310	310
Share premium		148,860	148,860
Accumulated deficit		(148,555)	(148,555)
Total Equity		615	615
Liabilities			
Current Liabilities			
Trade and other payables	10	2,066	3,867
Total Liability		2,066	3,867
Total Equity and Liabilities		2,681	4,482

These financial statements were approved and authorised for issue by the Board of Directors on 29 September 2021 and were signed on its behalf by:

S P O'Hara

S P O'Hara
Director

Company Registration No. 09939745

The notes on pages 10 to 18 are an integral part of these financial statements.

THE HEALTHY WEIGHT LOSS COMPANY LTD

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

	Share capital £	Share premium £	Accumulated deficit £	Total £
As at 30 November 2018	310	148,860	(145,071)	4,099
Loss for the period	-	-	(3,484)	(3,484)
As at 31 December 2019	310	148,860	(148,555)	615
Loss for the year	-	-	-	-
As at 31 December 2020	310	148,860	(148,555)	615

Share capital	Amount subscribed for shares at nominal value.
Share premium	Amount subscribed for share capital in excess of nominal value.
Accumulated deficit	Cumulative surplus of the company attributable to equity shareholders.

The notes on pages 10 to 18 are an integral part of these financial statements.

1. Accounting Convention and general information

The Healthy Weight Loss Company Limited is a private limited company limited by shares. The company incorporated in England on 7 January 2016 under the Companies Act 2006. Details of the registered office, the officers and advisers to the company are presented on the company information page at the start of this report. The principal activity of the company is that of the retail and wholesale trade of specialized health foods.

2. Accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied throughout the year, unless otherwise stated.

2.1 Basis of preparation

The Company financial statements were prepared in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework. There were no material amendments for all periods presented on the adoption of FRS 101, following the transition from IFRS to FRS 101.

The financial statements have been prepared under the historical cost convention.

The financial statements are prepared in the functional currency of the entity which is considered to be Pounds Sterling ("£").

2.2 Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions available under FRS 101. Therefore these financial statements do not include:

- The requirements of IFRS 7 Financial Instruments: Disclosures, as equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.
- The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
  - paragraph 73 of IAS 16 Property, Plant and Equipment; and
  - paragraph 118 of IAS 38 Intangible Assets.
- The requirements of paragraphs 10(d) and 111 (statement of cash flows), 134 to 136 (managing capital), and 16 (statement of compliance with IFRS) of IAS 1 Presentation of Financial Statements.
- The requirements of IAS 7 Statement of Cash Flows and related notes.
- The requirements of paragraph 17 of IAS 24 Related Party Disclosures.
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- The requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets, provided that equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated.
- The effects of future accounting standards not adopted.

- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers

New and amended standards adopted by the company

There are no IFRS or IFRIC interpretations that are effective for the first time in this financial period that would be expected to have a material impact on the company

2.3 Going Concern

These financial statements have been prepared on the assumption that the company is a going concern.

Management have considered its forecast of the group's cash requirements reflecting contracted and anticipated future revenue and the resulting net cash outflows. Management have not seen a material disruption to the business as a result of the COVID-19 outbreak, however events are being kept under constant review, and remedial action will be taken if the situation demands it.

The parent company, Optibiotix Health Plc, have confirmed that they will continue to support the Company. This will enable the Company to trade in the foreseeable future and meet liabilities as they fall due. The financial statements do not include any adjustments that would result if the above support was withdrawn.

2.4 Taxes

Current tax assets and liabilities are measured at the amount expected to be recovered or paid based on UK taxes rates and UK laws enacted at the year end.

Deferred tax is provided, using the liability method, on material temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets relating to the carry-forward of unused tax losses are recognised to the extent that it is probable that future taxable profits will be available against which the unused tax losses can be utilised. Current and deferred tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and when there is a legally enforceable right to offset them.

2.5 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the statement of comprehensive income.

2 Summary of significant accounting polices (Continued...)

2.6 Financial Instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to the initial recognition, trade and receivables and measured at amortized cost less impairment losses for bad and doubtful debts, except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts.

Impairment losses for bad and doubtful debts are measured as the difference between the carrying amount of financial asset and the estimated future cash flows, discounted where the effect of discounting is material.

Cash and cash equivalents

Cash and cash equivalents comprised of cash at bank and in hand.

Fair values

The carrying amounts of the financial assets and liabilities such as cash and cash equivalents, receivables and payables of the company at the statement of financial position date approximated their fair values, due to relatively short-term nature of these financial instruments.

Trade and other payables

Trade and other payables are initially recognised at fair value and thereafter stated in amortized cost, except where the payables are interest free loans made by related parties without any fixed repayment terms or the effect of discounting would be immaterial, in which case they are stated at cost.

Capital management

Capital is made up of stated capital, premium and retained earnings. The objective of the company's capital management is to ensure that it maintains strong credit ratings and capital ratios. This will ensure that the business is correctly supported and shareholder value is maximized.

The company manages its capital structure through adjustments that are dependent on economic conditions. In order to maintain or adjust the capital structure, the company may choose to change or amend dividend payments to shareholders or issue new share capital to shareholders.

Equity instruments

Equity instruments issued by the company are recorded at the proceeds received. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against share capital.

2 Summary of significant accounting polices (Continued...)

2.7 Segmental Reporting

In the opinion of the directors, the company has one class of business, being that of retail sale of food in specialised stores. The company's primary reporting format is determined by the geographical segment according to the location of its establishments. There is currently only one geographic reporting segment, which is the UK. All costs are derived from the single segment.

2.8 Accounting estimates and judgments

The preparation of financial statements in conformity with FRS101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the company's accounting policies. The nature of estimation means that actual outcomes could differ from those estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities with the next financial year are stated below.

Deferred tax assets

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits.

3. Turnover	Year ended 31 December 2020 £	Period ended 31 December 2019 £
Sales of health foods	-	-
	-	-

4. Operating profit	Year ended 31 December 2020 £	Period ended 31 December 2019 £
Operating loss is stated after charging / (crediting):		
Auditors' remuneration – audit fees	-	-

Audit fees of £1,750 (2019: £1,750) were borne by a fellow group undertaking.

5. Employees (including directors)	Year ended 31 December 2020 £	Period ended 31 December 2019 £
Salaries	-	-
Social security costs	-	-
	-	-

The average number of employees during the year was as follows:	Number	Number
Directors	1	1
	1	1

No directors were remunerated by the company (2019: nil).

6. Taxation

	Year ended 31 December 2020 £	Period ended 31 December 2019 £
Domestic current year tax	-	-
Factors affecting the tax charge for the year (Loss)/Profit on ordinary activities before taxation	-	(3,484)
(Loss)/Profit on ordinary activities before taxation multiplied by standard UK corporation of tax of 19.00%	-	(662)
Effects of:		
Tax losses created	-	662
Current tax charge for the year	-	-

The company has estimated losses of £247,500 (2019: £247,500) available for carry forward against future trading profits.

The tax losses have resulted in a deferred tax asset at future tax rate of 19% (2019 – 17%) of approximately £46,390 (2019: £42,000) which has not been recognised as it is uncertain whether future taxable profits will be sufficient to utilise the losses.

7. Trade and other receivables

	31 December 2020 £	31 December 2019 £
Other receivables	-	1,338
	-	1,338

8. Cash and cash equivalents

	31 December 2020 £	31 December 2019 £
Cash and cash equivalents	2,681	3,144
	2,681	3,144

9. Called up share capital

	31 December 2020 £	31 December 2019 £
Issued share capital fully paid		
310 ordinary shares of £1 each	310	310

Ordinary shares, which have a par value of £1.00, carry one vote per share and carry a right to dividends.

Upon incorporation the company issued 2 ordinary shares of £50 each.

On 18 July 2016 the company subdivided its shares into 100 shares of £1 each and issued 105 shares at £714.28 each.

On 30 December 2016 the company issued 105 shares of nominal value £1 each at £714.28 each.

10. Trade and Other payables

	31 December 2020 £	31 December 2019 £
Trade payable	2,066	3,867

11. Ultimate parent company and controlling party

On 18 July 2016 the company became a subsidiary of OptiBiotix Health Plc, which is the ultimate parent company and prepares consolidated accounts. Copies of the group financial statements may be obtained from the company's registered office as detailed on the company information page.

There is no one ultimate controlling party.

14. Financial Risk Management Objectives and Policies

The Company's financial instruments comprise cash balances and receivables and payables that arise directly from its operations.

The main risks the Company faces are liquidity risk and capital risk.

The Board regularly reviews and agrees policies for managing each of these risks. The Company's policies for managing these risks are summarised below and have been applied throughout the period. The numerical disclosures exclude short-term debtors and their carrying amount is considered to be a reasonable approximation of their fair value.

Interest risk
The Company is not exposed to significant interest rate risk as it has limited interest bearing liabilities at the year end.

Credit risk
The Company is not exposed to significant credit risk as it did not make any credit sales during the year.

Liquidity risk
Liquidity risk is the risk that Company will encounter difficulty in meeting these obligations associated with financial liabilities.

The responsibility for liquidity risks management rest with the Board of Directors, which has established appropriate liquidity risk management framework for the management of the Group's short term and long-term funding risks management requirements.

During the period under review, the Company has not utilised any borrowing facilities.

The Company manages liquidity risks by maintaining adequate reserves and reserve borrowing facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Capital risk

The Company's objectives when managing capital are to safeguard the ability to continue as a going concern in order to provide returns for shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

14. Related party transactions

There were no related party transactions noted during the period that required disclosure within the financial statements.

15. Subsequent events

There were no subsequent events.