

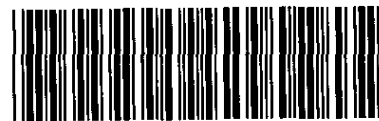
Northern Foods American Holdings Limited

Annual report and financial statements

For the 52 weeks ended 31 July 2021

Company registration no. 00045394

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Northern Foods American Holdings Limited

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Northern Foods American Holdings Limited

Officers and professional advisors

Directors

R K O Kers
C A Tomkinson

Registered office

Trinity Park House
Fox Way
Wakefield
West Yorkshire
WF2 8EE

Northern Foods American Holdings Limited

Directors' report

The directors present their annual report and financial statements for the 52 weeks ended 31 July 2021.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption and no strategic report has been presented in line with these provisions.

Business overview and principal activities

Northern Foods American Holdings Limited ('the Company') is a wholly owned indirect subsidiary of the group headed by Boparan Holdings Limited ("the Group").

The principal activity of the Company is to hold intercompany balances. There have not been any significant changes in the Company's principal activity in the period under review or post period end.

The loss for the period attributable to shareholders amounted to £150,000 (2020: £117,000).

Key performance indicators

The Company has not identified any key performance indicators due to the nature of its operations as a non-trading company.

Principal risks and uncertainties

The Company is financed by intergroup loans from Group companies and so does not have any exposure to external financing. Group risks are discussed in the annual report of Boparan Holdings Limited which does not form part of this report. The Group annual report is publicly available as detailed in note 10.

Future prospects

The directors expect the Company to continue to operate as a non-trading company within the Group.

Directors

The directors of the Company who served during the period ended 31 July 2021 and up to the date of signing the financial statements are those listed on page 1.

Directors' indemnities

The Company made qualifying third party indemnity provisions for the benefit of its directors during the period which remain in force at the date of this report.

Dividends

No interim dividend was paid in the period (2020: £nil) and the directors do not recommend the payment of a final dividend (2020: £nil).

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1.

Northern Foods Finance Limited

Directors' report (continued)

Going concern

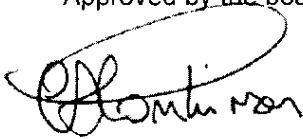
The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in note 1.

Employees

The Company has no employees other than directors. Details of the directors' emoluments can be found in note 2.

Approved by the board and signed on their behalf by:

A handwritten signature in black ink, appearing to read 'C A Tomkinson', is written over a faint circular line.

C A Tomkinson
Director

7 July 2022

Northern Foods American Holdings Limited

Directors' responsibilities statement

The directors are responsible for preparing the annual 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 judgments 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. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476. 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Northern Foods American Holdings Limited

Statement of income and retained earnings

For the 52 weeks ended 31 July 2021

		52 weeks ended 31 July 2021 £'000	53 weeks ended 1 August 2020 £'000
Net finance expense	Note 4	(150)	(117)
Loss before taxation		(150)	(117)
Taxation on loss	5	-	(1)
Total comprehensive loss for the financial period		(150)	(118)
Retained earnings at the start of the period		(22,323)	(22,205)
Retained earnings at the end of the period		(22,473)	(22,323)

All results derive from continuing operations.

There are no recognised gains or losses in either period other than the loss for that period.

Northern Foods Finance Limited

Balance sheet

At 31 July 2021

	Note	31 July 2021 £'000	1 August 2020 £'000
Current assets			
Debtors: amounts falling due within one year	4	140,675	140,675
Current liabilities			
Creditors: amounts falling due within one year	5	(1,235)	(1,235)
Net assets		139,440	139,440
Total assets less current liabilities		139,440	139,440
Net assets		139,440	139,440
Capital and reserves			
Called up share capital	6	140,000	140,000
Profit and loss account		(560)	(560)
Shareholders' funds		139,440	139,440

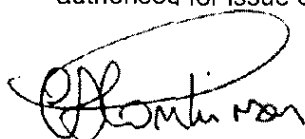
For the 52 weeks ended 31 July 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

No members have required the Company to obtain an audit of its accounts for the 52 weeks ended 31 July 2021 in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of the accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements of Northern Foods Finance Limited were approved by the board of directors and authorised for issue on 7 July 2022. They were signed on its behalf by:



C A Tomkinson
Director
Company number 03945309

Northern Foods American Holdings Limited

Notes to the financial statements For the 52 weeks ended 31 July 2021

1. Accounting policies

Basis of accounting

Northern Foods American Holdings Limited is a company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 1 and the nature of the Company's operations and its principal activities are set out in the directors' report.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS102) issued by the Financial Reporting Council.

The functional currency of the Company is considered to be pounds sterling, because that is the currency of the primary economic environment in which the Company operates. These financial statements are also presented in pounds sterling.

Financial Reporting Standard 102 – reduced disclosure exemptions

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions available to it in FRS102 Paragraph 1.12. In preparing these financial statements, exemptions have been taken in respect of:

- The requirements of Section 3; Financial Statement Presentation paragraph 3.17(d), and Section 7, Statement of Cashflows;
- The requirements of Section 11; Basic Financial Instruments paragraphs 11.41(b) - (c), 11.41 (e) - (f), 11.42, 11.44 - 11.45, 11.47, 11.48(a)iii) – (a)iv), 11.48(b) – (c);
- The requirements of Section 12; Other Financial Instruments Issues paragraph 12.26 – 12.27, 12.29(a) – (b) and 12.29A; and
- The requirements of Section 33; Related Party Disclosures paragraph 33.7.

The Company is consolidated in the financial statements of its ultimate parent, Boparan Holdco Limited. Copies of these financial statements may be obtained from the Company's registered office.

The Company has also presented a statement of income and retained earnings in place of a statement of comprehensive income and a statement of changes in equity in accordance with FRS102 Paragraph 6.4.

Northern Foods American Holdings Limited

Notes to the financial statements (continued)

For the 52 weeks ended 31 July 2021

1. Accounting policies (continued)

Going concern (continued)

In determining whether the Company report can be prepared on a going concern basis, the directors considered the Group's business activities, together with the factors likely to affect its future development, performance and position. The review included the financial position of the Group, its cash flows, liquidity position, borrowing facilities and covenants.

The key factors considered by the directors were as follows:

- consideration of detailed forecasts prepared for the 12-month period from the date of approval of the annual report and the application of sensitivities to those forecasts;
- the implications of the ongoing challenging economic environment and future uncertainties on the Group's revenues and profits and its ability to meet financial covenants;
- the impact of the competitive environment within which the Group's businesses operate;
- the potential actions that could be taken in the event that revenues are worse than expected, to ensure that operating profit and cash flows are protected;
- the Group has access to a committed bank facility and invoice discounting facility to meet day to day working capital requirements;
- the impact of COVID-19 on the business and its prospects; and
- the potential impacts of the conflict in the Ukraine.

The BHL Board is regularly updated on the evolving risks of the ongoing COVID-19 situation, and wider challenges within the UK manufacturing environment, and wider global supply chain, and continues to monitor developments closely.

The Group seeks to mitigate the ongoing disruption within the UK manufacturing sector specifically in the areas of inflationary pressures and ongoing constraints within the labour market through a combination of targeted commercial price recovery mechanisms and seeking greater efficiencies and simplification initiatives within its own operations. The Group maintains a commanding position within the UK poultry market specifically which enables the Group to maintain a strong position for passing through cost increases to UK food retailers.

The Group has a number of agreements in place with customers to pass through cost increase automatically through pricing. The Group is working with customers to expand the scope of its pass through ratchets as well as the speed at which changes are passed through into pricing. Whilst the magnitude of the increases and the speed of recovery could cause uncertainty in the cashflows in the short term, the Group has had success in passing through significant inflation over the last twelve months, and has a high level of confidence in its ability of the business to recover future inflation. This includes the further inflationary headwinds brought by the war in Ukraine.

The directors have considered a sensitivity reflecting a net 25% reduction in base plan EBITDA as a reasonable worst case scenario; under this scenario, no breach is identified in respect of either cash or covenant headroom, with headroom remaining in this sensitised scenario

Though the directors do not consider the operational performance presented in the reasonable worst case scenario a likely outcome for the Group, it is prudent to consider that scenario.

The key factor to consider when reviewing the reasonable downside scenario is the ability of the Group to meet its EBITDA covenant test. The Group expects to meet a covenant test in each period including under a reasonable worst case scenario.

As at the date of this report, having assessed a reasonable worst case scenario and mitigation strategies available the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in business for the foreseeable future being a period of not less than 12 months from the date of approval of the annual report and financial statements. Accordingly, these financial statements have been prepared on a going concern basis.

Northern Foods American Holdings Limited

Notes to the financial statements (continued)

For the 52 weeks ended 31 July 2021

1. Accounting policies (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Financial instruments

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

All amounts due from, or owed to Group undertakings are repayable on demand and held at amortised cost.

Financial assets are derecognised when and only when (a) the contractual rights to the cash flows from the financial asset expire or are settled, (b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or (c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received, net of direct issue costs.

2. Critical accounting judgements and key sources of estimation uncertainty

The directors have assessed that there are no critical accounting judgements or sources of estimation uncertainty in these financial statements.

3. Remuneration of directors

None of the directors received any remuneration for their services to the Company in either period.

4. Net finance expense

	52 weeks ended 31 July 2021 £'000	53 weeks ended 1 August 2020 £'000
Interest payable to Group undertakings	150	117

Northern Foods American Holdings Limited

Notes to the financial statements (continued) For the 52 weeks ended 31 July 2021

5. Taxation on loss

	52 weeks ended 31 July 2021 £'000	53 weeks ended 1 August 2020 £'000
UK corporation tax		
Current charge on loss for the period	-	(1)
Tax charge	-	(1)

The corporation tax charge is different to the standard UK corporation tax rate of 19.0% (2020: 19.0%). The differences are analysed below:

	31 July 2021 £'000	1 August 2020 £'000
Loss before taxation	(150)	(117)
Taxation at the UK corporation tax rate of 19.0% (2020: 19.0%)	29	22
Factors affecting the charge:		
Group relief not paid for	(14)	(10)
Disallowable expenses	(15)	(13)
Tax charge for period	-	(1)

Finance Bill 2021 was substantively enacted on 24 May 2021 with provisions to increase the corporation tax rate from 19% to 25% with effect from 1 April 2023. Accordingly, when calculating the deferred tax assets and liabilities as at 31 July 2021, all timing differences expected to reverse prior to 1 April 2023 have been calculated using the existing corporation tax rate of 19% and all timing differences expected to reverse after this date have been calculated using the corporation tax rate of 25%.

There is no expiry date on timing differences, unused tax losses or tax credits.

6. Debtors: Amounts falling due within one year

	31 July 2021 £'000	1 August 2020 £'000
Amounts due from Group undertakings	1,103	1,103

All amounts due from Group undertakings are repayable on demand and held at amortised cost.

Northern Foods American Holdings Limited

Notes to the financial statements (continued)

For the 52 weeks ended 31 July 2021

7. Creditors: Amounts falling due within one year

	31 July 2021 £'000	1 August 2020 £'000
Amounts due to Group undertakings	2,299	2,149
Corporation tax	1	1
	<u>2,300</u>	<u>2,150</u>

All amounts due to Group undertakings are repayable on demand and held at amortised cost.

8. Called up share capital and reserves

	31 July 2021 £'000	1 August 2020 £'000
Allotted, called up and fully paid:		
20,836,819 ordinary shares of £1 each	<u>20,837</u>	<u>20,837</u>

The Company has one class of ordinary shares which carry no right to fixed income.

The share premium account contains the premium arising on issue of equity shares.

9. Related party transactions

The Company has taken advantage of the exemption under FRS102 Section 33; Related Party Disclosures paragraph 33.7, as a wholly owned indirect subsidiary of Boparan Holdings Limited, not to disclose related party transactions with other wholly owned members of the Group.

10. Ultimate parent undertaking

The Company is a wholly owned subsidiary of Northern Foods Limited, a company registered in England and Wales. The parent company of the smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Boparan Holdings Limited, registered in England and Wales. The parent company of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is Boparan Holdco Limited, registered in England and Wales.

Copies of the consolidated financial statements can be obtained from the Company's registered office, as detailed on page 1. As at 31 July 2021 Boparan Holdco Limited was also the Company's ultimate parent undertaking.

R S Boparan and B K Boparan are the ultimate controlling parties.