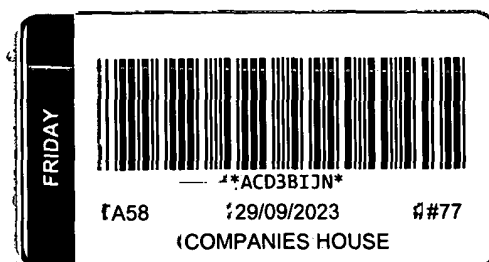


Registered No. 00156737

S&B Herba Foods Limited

Report and Financial Statements

31 December 2022



Company information

Directors

A. Hernandez Callejas

F. Hernandez Callejas

P.J. Cattaneo

R. Lopez Relimpio

P. Walker (Appointed 1st June 2023)

Secretary

P.J. Cattaneo

Registered Office

Central Court

12 Knoll Rise

Orpington

Kent

BR6 0JA

Bankers

Citibank, N.A.

Canada Square

London

EH14 5LB

Solicitors

Clarkson Wright & Jakes Ltd

Valiant House

12 Knoll Rise

Orpington

Kent

BR6 0PG

Auditors

Ernst & Young LLP

1 More London Place

London

SE1 2AF

Strategic report

The Directors present their strategic report for the year ended 31 December 2022.

Business review

The company is required by the Companies Act to set out in this report a fair review of the business of the company during the financial period ended 31 December 2022 and of the position of the company at that date and a description of the principal risks and uncertainties facing the company. This review is prepared solely to provide additional information to shareholders to assess the company's strategies and the potential for those strategies to succeed.

The main activities of the Company are the milling of Rice, Rice Flour and Pulses, marketing and distribution of Couscous, Semolina, Tomato Paste and Dried Fruit.

The year was a challenging year with inflation and more challenging food inflation being two of the big issues. The year turned out to be very positive but with this came operational challenges. Management is pleased that with internal restructuring we were able to overcome this. Interest rates also put pressure on the business but we managed to overcome these using average pricing. Freight costs are still high have started to come down but internal transport still remains high. The team have worked extremely hard in overcoming these challenges to contribute to a successful year.

The Company continued to invest in its operations at our two manufacturing sites in Cambridge and Liverpool to keep pace with the increased volumes. The Board has agreed that we will continue to invest where necessary at these locations during the coming year.

Key performance indicators

The key performance indicators used by the directors to monitor the progress of the company are set out below. All turnover arises from continuing operations.

	2022 £'000	2021 £'000
Turnover	140,516	120,788
Gross profit	31,375	23,055
Gross profit percentage	22.3%	19.1%
Operating profit	11,454	5,699
Operating profit percentage	8.15%	4.7%

Turnover for the 12 month period ended 31 December 2022 was 16% higher than 2021 (2021: 2.4% higher than 2020). Operating profit percentage showed a 8.15% increase mainly due to an increase in margin.

There was a profit for the period after taxation amounting to £8,899k (2021: £4,456k) and the net assets of the company at 31 December 2022 were £40,521k (2021: £30,751k).

No dividends have been paid during the period £nil (2021: £nil).

Principal risks and uncertainties

The directors have identified that a fluctuation in rice prices and the loss of key personnel are principal risks to the business. These risks are mitigated by constant review by the directors and senior management.

The directors have also considered the risks included within the Financial Risk Management section below to be principal risks of the business.

Strategic report (continued)

Financial risk management objectives and policies

The main risks arising from the company's financial instruments are currency risk, credit risk and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Currency risk

The Company's trading activities include the purchase of rice on international markets which bring exposures to foreign currency fluctuations. The company has strict policies to manage these risks and these policies have not changed in the year.

The company is exposed to transaction foreign exchange risk. Transaction exposures, including those associated with forecast transactions, are hedged when known, principally using forward currency contracts. Whilst the aim is to achieve an economic hedge the company does not hedge account.

About 1% of the company's sales are to customers in continental Europe. Sales are affected in local currencies based on sterling prices of goods. The company policy is to manage all currency exposures on any balance not expected to mature within 30 days of it arising through the use of forward currency contracts.

About 95% of the company's purchases are invoiced in Euros and US dollars. The company policy is to use forward currency contracts to minimise the risk associated with that exposure.

Credit risk

The company's principal financial assets are cash and trade debtors. The credit risk associated with cash is limited as the counterparties have high credit ratings assigned by international credit-rating agencies. The principal credit risk arises therefore from its trade debtors.

In order to manage credit risk the directors set limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed by the credit controller on a regular basis in conjunction with debt ageing and collection history.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Short-term flexibility is achieved by a group cash pooling system. The Citibank accounts are cleared on a daily basis, and the balance is recorded as a group debtor or creditor.

Section 172 (1) statement

This section of the strategic report describes how the directors have addressed the matters set out in section 172 (1) (a) to (f), and forms the directors' statement required under Companies Act 2006.

All directors received guidance on their statutory duties including section 172 and were briefed on the reporting requirements by the Company Secretary to ensure relevant stakeholders' interests are articulated in the board discussions and decisions.

The Board identified the key stakeholders as shareholders, employees, customers and suppliers.

Several Board members represent Ebro Group directly in the Company's Board, so communication with shareholders is undertaken as part of regular meetings of the Board. Issues covered on the Board meetings are: review and approval of the Company's short-term and long-term strategy, budget, appointment of new production manager/director, approval of investments in new technologies and equipment, address issues with the customers and suppliers.

During the year the board received updates on key customer's issues through regular reports from management and meetings with customers which provided an opportunity to get insights of the customer's issues and challenges. As a result, there were agreements reached with the customers in relation to price, volumes, period and quality of supplies beneficial for both parties.

Most of the Company's supplies are coming from Ebro Group, so the Board members can directly monitor any issues with suppliers – other companies of the Group.

Strategic report (continued)

The Board engaged with employees via visits to production sites in Cambridge and Liverpool, meetings in the office with office employees and regular conference calls on different matters. The Board regularly communicate with the Operations Team on employee matters. If employees wish to report any concerns related to wrong doing or misconduct, one of the ways to do that is via a whistleblowing procedure.

The Board also invests in employees by way of training, software and equipment updates to carry out their duties within the company.

By order of the Board



P.J. Cattaneo
Director

Date: 28 September 2023

Directors' report

Registered No. 00156737

The directors present their report for the year ended 31 December 2022.

Directors

The directors who held office during the year and on the date of approval of the financial statements (except as noted), were as follows:

A Hernandez Callejas
F Hernandez Callejas
P J Cattaneo
R Lopez Relimpio
P Walker (appointed 1st June 2023)

Dividends

The directors do not recommend the payment of a dividend in 2022 (2021: £nil).

Future developments

The directors expect the general level of activity to be maintained for the foreseeable future.

Financial Instruments

The company has chosen in accordance with section 414C (11) of the Companies Act 2006 to set out information related to Financial Risk Management Policies in its Strategic Report.

COVID-19 impact on the business

The company continues to monitor the Covid-19 situation, assessing the advice given by the government and Public Health England to ensure the best practice-precautions are being applied to our business and employees. At the beginning of 2022 there were still restrictions imposed on isolation if testing positive for Covid-19 which the Company reflected in the company policy issued to employees. As restrictions eased during the year the Company adapted the policy to reflect the changes.

The directors have considered the impact of Covid-19 on the company's business operations and future prospects. They believe, that based on its most recent estimates, the company will remain profitable, and the ability to continue as a going concern will not be compromised. Therefore, the company did not to make any adjustment to its financial statements for the year ended 31st December 2022.

Going concern

The directors have performed an assessment of the company's ability to continue as a going concern for a period of 12 months from the date when the financial statements are authorised for issue by considering the anticipated level of future trading activity and the associated cash flow requirements. Accordingly, the directors have updated their budgets and cash flow forecast as well as completing a stress test and reverse stress test to assess the liquidity requirements of the company for the twelve month period to September 2024. Based on their assessment, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and to meet its liabilities as these fall due for a period of twelve months from the date these accounts were signed. On this basis the directors are satisfied that the financial statements should be prepared on a going concern basis.

The company is a member of the Ebro group cash pool facility and as a result has obtained a parent letter of support because most of its funds are held within the cash pool. The parent support letter confirms that Ebro group will release funds to settle liabilities as and when required.

Even with the easing of restrictions of Covid-19, the directors have taken reasonable steps to minimise any operational and financial risks and do not see that this will impact the Company as a going concern.

Directors' report (continued)

Energy and emissions report

In accordance with UK Government requirements and Streamlined Energy & Carbon Reporting (SECR) framework the directors have prepared the following report related to carbon emission.

	2022	2021
UK energy use, kWh	8,323,398	8,172,034
UK natural gas use, GJ	188	368
UK natural gas use, transferred in kWh	52,247	102,150
UK fuel used on vehicles, diesel, litres	6,540	6,318
UK fuel used on vehicles, petrol, litres	5,687	1,683
Total Associate Greenhouse gas emissions, kg CO2 equivalent	1,776,878	1,910,454
 Intensity ratio Emission, kg CO2 per £'000 of revenue	 13	 16

The company has been working to improve energy efficiency and reduce carbon emissions by upgrading and replacement of lighting at both production sites with LED lighting. Energy & environmental protection investments were made on both plants into compressed air systems and exploring the increasing usage of recyclable packaging and the inclusion of hybrid cars to the company car listing.

Associated Greenhouse gases have been converted from energy consumption using *Greenhouse gas reporting: conversion factors 2022* published by UK government.

Directors' indemnities

The company has made qualifying third-party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

Supplier payment policy

It is the company's policy to agree terms of trade in advance with all suppliers, both locally and, where applicable, on a global basis and adhere to them. The amount of trade creditor days outstanding at the year end was 36 days (2021 – 26 days).

Disclosure of information to the auditors

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board



P J Cattaneo
Director

Date: 28 September 2023

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' have been followed, subject to any material departures disclosed and explained in the financial statements;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 101 are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report

to the members of S&B Herba Foods Limited

Opinion

We have audited the financial statements of S&B Herba Foods Limited for the year ended 31 December 2022 which comprise the Income Statement, the Statement of comprehensive income, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 24, 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 December 2022 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 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 12 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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 contained within the annual report.

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.

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 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 7, 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.

Explanation as to what extent the audit was considered 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 irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

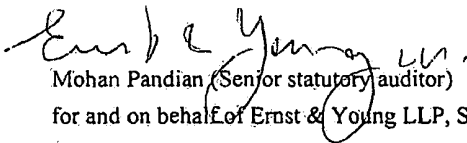
S&B Herba Foods Limited

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant is compliance with the Companies Act 2006. In addition, the company has to comply with laws and regulation relates to its operations such as UK tax legislation, UK employment regulations, the Health and Safety at Work Act, the UK Bribery Act, the Data Protection Act and UK food hygiene regulations.
- We understood how S&B Herba Foods Limited is complying with those frameworks by understanding the oversight of those charged with governance, the attitude and culture at the company, and the internal controls in place. We have done this via our review of board meeting minutes, our walkthroughs of significant reporting processes and the internal controls in place, and our management inquiries to corroborate our understanding of the business.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by challenging the company's policies and procedures regarding the identification and mitigation of fraud.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved:
 - Consideration of fraud risks during the planning and execution of our audit.
 - Understanding and assessing the design of internal controls in place to identify and mitigate fraud risks, including the whistleblowing process.
 - Designing procedures to address identified risks of fraud including the use of data analytics and obtaining direct, third-party balance confirmations.
 - Testing the completeness of provisions via post year end bank statement testing and reviewing board minutes.
 - Using data analytics tools to test revenue journals to trade receivables and cash.
 - Using data analytics tools to test journal entries outside of the normal course of business.

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

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.


Mohan Pandian (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

28 September 2023

Income statement

for the year ended 31 December 2022

	Notes	2022 £000	2021 £000
Turnover	3	140,516	120,788
Cost of sales		(109,141)	(97,733)
Gross Profit		31,375	23,055
Administrative expenses		(17,260)	(15,021)
Distribution costs		(2,844)	(2,451)
Other operating income		183	86
Operating profit	4	11,454	5,669
Interest receivable and similar income	7	762	310
Interest payable and similar charges	8	(1,192)	(523)
Profit on ordinary activities before taxation		11,024	5,456
Tax expense	9	(2,125)	(1,000)
Profit for the financial year		8,899	4,456

All activities are derived from continuing operations.

Statement of comprehensive income

for the year ended 31 December 2022

	Notes	2022 £000	2021 £000
Profit for the financial year		8,899	4,456
Other comprehensive income:			
Items that cannot be reclassified to profit or loss:			
Remeasurement gain on defined benefit pension plans	23	1,162	2,923
Deferred tax on defined benefit pension plan		(291)	(731)
Change in rate of deferred tax on defined benefit pension plan			425
Other comprehensive gain for the year, net of tax		871	2,617
Total comprehensive income for the year		9,770	7,073

Balance sheet

at 31 December 2022

	Notes	2022 £000	2021 £000
Non current assets			
Intangible assets	10	5,844	5,594
Tangible assets	11	7,747	6,437
Investment property	12	114	118
Investments	13	120	-
Deferred tax asset	9	-	434
		<u>13,825</u>	<u>12,583</u>
Current assets			
Stocks	14	55,398	45,626
Trade and other receivables	15	29,989	30,375
Financial assets	17	76	176
Cash at bank and in hand		<u>9</u>	<u>30</u>
		<u>85,472</u>	<u>76,207</u>
Creditors: amounts falling due within one year			
Trade creditors		6,627	8,371
Amounts owed to group undertakings		39,982	37,713
Other taxes and social security		86	78
Financial liabilities	17	95	489
Accruals		<u>8,514</u>	<u>7,046</u>
		<u>55,304</u>	<u>53,697</u>
Net current assets		<u>30,168</u>	<u>22,510</u>
Total assets less current liabilities		<u>43,993</u>	<u>35,093</u>
Defined benefit pension plan deficit	23	(2,490)	(3,910)
Deferred Tax Liability	9	(255)	-
Long Term Lease	21	<u>(727)</u>	<u>(432)</u>
Net assets		<u>40,521</u>	<u>30,751</u>
Capital and reserves			
Called up share capital	18	1	1
Share premium account	19	8,230	8,230
Capital reserve	19	220	220
Retained earnings		<u>32,070</u>	<u>22,300</u>
Total equity		<u>40,521</u>	<u>30,751</u>

The financial statements were approved by the board of directors and authorised for issue on 28 September 2023.

P J Cartaneo

Director

Registered no: 00156737

Statement of changes in equity

at 31 December 2022

	<i>Share capital</i>	<i>Share premium</i>	<i>Capital reserve</i>	<i>Retained earnings</i>	<i>Total equity</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
As at 1 January 2021	1	8,230	220	15,227	23,678
Profit for the year	-	-	-	4,456	4,456
Other comprehensive loss	-	-	-	2,617	2,617
Total comprehensive income for the year	-	-	-	7,073	7,073
Dividend payable	-	-	-	-	-
At 31 December 2021	1	8,230	220	22,300	30,751
Profit for the year	-	-	-	8,899	8,899
Other comprehensive gain	-	-	-	871	871
Total comprehensive income for the year	-	-	-	9,770	9,770
Dividend payable	-	-	-	-	-
At 31 December 2022	1	8,230	220	32,070	40,521

Notes to the financial statements

at 31 December 2021

1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of S&B Herba Foods Limited for the year ended 31 December 2022 were authorised for issue by the board of directors on 28 September 2023 and the balance sheet was signed on the board's behalf by Peter Cattaneo. S&B Herba Foods Limited is a private company limited by shares and is incorporated and domiciled in England.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards. The company has used a true and fair override in respect of the non-amortisation of goodwill (see Note 2).

The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where otherwise indicated.

The Company has taken advantage of the exemption under s401 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Ebro Foods S.A. Accordingly, these financial statements are individual entity financial statements.

The results of S&B Herba Foods Limited are included in the consolidated financial statements of Ebro Foods S.A. which are available from Ebro Foods S.A., Pasco de Castellana, 20, 28046 Madrid, Spain.

The principal accounting policies adopted by the Company are set out in note 2.

2. Accounting policies

2.1 Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2022.

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 paragraphs 91 – 99 of IFRS 13 Fair Value Measurement;
- (c) the requirements of IAS 7 Statement of Cash Flows;
- (d) 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; and
- (e) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 *Presentation of Financial Statements*;
- (f) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1.
- (h) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.
- (i) the requirements of paragraphs 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details of indebtedness required by paragraph 61(1) of Schedule 1 to the Regulations is presented separately for lease liabilities and other liabilities, and in total.
- (j) 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.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis.

2.3 Going concern

The directors have performed an assessment of the company's ability to continue as a going concern for a period of 12 months from the date when the financial statements are authorised for issue by considering the anticipated level of future trading activity and the associated cash flow requirements. Accordingly, the directors have updated their budgets and cash flow forecast as well as completing a stress test and reverse stress test to assess the liquidity requirements of the company for the twelve month period to 30 September 2024. Based on their assessment, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and to meet its liabilities as these fall due for a period of twelve months from the date these accounts were signed. On this basis the directors are satisfied that the financial statements should be prepared on a going concern basis.

The company is a member of the Ebro group cash pool facility and as a result has obtained a parent letter of support because most of its funds are held within the cash pool. The parent support letter confirms that Ebro group will release funds to settle liabilities as and when required.

Even with the easing of restrictions of Covid-19, the directors have taken reasonable steps to minimise any operational and financial risks and do not see that this will impact the Company as a going concern.

2.4 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements have had the most significant effect on amounts recognised in the financial statements:

Taxation

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 9.

Pension benefits

The cost of the defined benefit pension plan is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and the long-term nature of the plan, such estimates are subject to significant uncertainty. In determining the appropriate discount rate, management considers the interest rates of corporate bonds in the respective currency with at least AA rating, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. The underlying bonds are further reviewed for quality, and those having excessive credit spreads are removed from the population of bonds on which the discount rate is based, on the basis that they do not represent high quality bonds. The mortality rate is based on publicly available mortality rates. Future salary increases and pension increases are based on expected future inflation rates. Further details are given in note 22.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

2.5 New standards, interpretations and amendments

The accounting policies adopted are consistent with those of the previous financial years except for the following amendments to FRS 101 effective as of 1 January 2022:

- IFRS 17 Insurance Contracts;
- Amendments to IAS 1: Classification of Liabilities as Current or Non-current;
- Reference to the Conceptual Framework – Amendments to IFRS 3;
- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to IAS 16;
- Onerous Contracts – Costs of Fulfilling a Contract – Amendments to IAS 37;
- IFRS 1 First-time Adoption of International Financial Reporting Standards – Subsidiary as a first-time adopter;
- IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities;
- IAS 41 Agriculture – Taxation in fair value measurements;
- Definition of Accounting Estimates - Amendments to IAS 8;
- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2.

No new standards, amendments, or interpretations, effective for the first time for the financial year beginning on or after 1 January 2022, have had a material impact on the Company.

The Company did not early adopt new or amended standards that have yet to become effective during the year.

2.6 Significant accounting policies

Foreign currencies

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Intangible assets

Goodwill

The UK Companies Act requires goodwill to be reduced by provisions for depreciation on a systematic basis over a period chose by the directors, its useful economic life. However, under FRS 101, goodwill is not amortised. Consequently, the company does not amortise goodwill, but reviews it for impairment on an annual basis or whenever there are indicators of impairment. The company is therefore invoking a 'true and fair override' to overcome the prohibition on the non-amortisation of goodwill in the Companies Act. Had the company amortised goodwill a period of 20 years would have been chosen as the useful life for goodwill. The profit for the year would have been £351k lower had goodwill been amortised in the year.

Trademarks

Trademarks are included at cost and are not amortised as they are deemed to have an indefinite useful economic life. Trademarks are reviewed annually for impairment and a provision booked where necessary.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

Computer software

All computer software is initially recorded at cost.

Depreciation is provided in cost in equal annual instalments over the estimated useful lives of the assets. The rate of depreciation is over 3 years.

Tangible fixed assets

All fixed assets are initially recorded at cost.

Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Freehold buildings	- over 25 years
Plant and machinery	- over 10-25 years
Computer equipment	- over 3-7 years
Office equipment	- over 10-15 years
Motor Vehicles	- over 5 years

Freehold land is not depreciated.

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable and are written down immediately to their recoverable amount. Useful lives and residual values are reviewed annually and where adjustments are required these are made prospectively.

Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are carried at historical cost less provision for depreciation and impairment.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment property, is recognised in the income statement in the period of derecognition.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

Investments

Investments in subsidiary undertakings are stated at historic cost less any applicable provisions for impairment. Investments are reviewed for impairment each year if events or changes in circumstances indicate the investment value may not be recoverable.

Impairment of non-financial assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. Where the carrying amount exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

Financial assets and financial liabilities

Financial Assets

Financial assets are classified in accordance with how they are measured on the basis of the corresponding business model and the characteristics of the contractual cash flows. A financial asset is only reclassified from one category to another when there is a change in the business model used to manage the financial assets.

Financial asset acquisitions and disposals are recognized at the trade date, i.e., on the date the Company undertakes to acquire or sell the asset. Upon acquisition they are classified into one of the following categories:

a) Financial assets at amortized cost.

These are non-derivative financial assets that are held in order to collect their contractual cash flows and those contractual cash flows represent solely payments of principal and interest. They are included in current assets, except for amounts maturing more than 12 months from the end of the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. Interest income from these financial assets is recognized in finance income; any gain or loss arising on their derecognition, and any impairment losses are recognized directly in profit and loss as they arise.

b) Financial assets at fair value through profit or loss

These are assets that are acquired for sale in the short term. Derivatives are included in this category unless they are designated as hedging instruments. These financial assets are initially recognized and subsequently measured at fair value and any changes in fair value are recognized in profit and loss as they arise.

Equity instruments classified into this category are recognized at fair value and any gain or loss arising from changes in their fair value or as a result of their sale are similarly recognized in profit and loss as they arise.

The fair values of quoted investments are based on quoted prices (fair value hierarchy level 1). The fair value of investments in unlisted entities is established using valuation techniques, which include the use of recent arm's length transactions between knowledgeable, willing parties, reference to other instruments that are substantially the same and discounted cash flow analysis (levels 2 and 3). In the event that the more recent information available is insufficient to measure fair value or there is a wide range of possible fair value measurements and cost represents the best estimate within that range, such investments are recognized at cost less any impairment losses.

The fair value measurements made in the accompanying financial statements are classified using a fair value hierarchy articulated around the relevance of the inputs used to make the corresponding measurements. The hierarchy categorizes the inputs used in valuation techniques into three levels:

- Level 1 inputs: Fair value measurements based on quoted prices in active markets for identical instruments. These measurements are based on quoted prices at the reporting date.
- Level 2 inputs: Fair value measurements based on inputs that are observable for the asset or liability. The fair value of financial assets included in this category is determined by using valuation techniques. Those valuation techniques maximize the use of available observable market-based inputs and rely as little as possible on entity-specific estimates. If all the significant inputs required to measure fair value are observable, the instrument is included in Level 2. If one or more of the significant inputs required to measure fair value are not observable market inputs, the instrument is included in Level 3.
- Level 3 inputs: Measurements based on inputs that are not based on observable market data.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

Financial assets are derecognized when the contractual rights to the related cash flows have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership of the assets. If substantially all the risks and rewards have been retained, the financial asset is not derecognized; instead the Company recognizes a financial liability in the amount of any consideration received in exchange for the transfer.

Agreements for the transfer of account receivables are considered non-recourse factoring agreements if the risks and rewards of ownership of the receivables have been transferred substantially.

The financial asset impairment model is based on expected credit losses. The Company accounts for expected credit losses, and any changes therein, at every reporting date, to reflect changes in credit risk since the date of initial recognition without waiting for an impairment event to occur.

The Company applies the general expected loss approach for all its financial assets except for trade and other account receivable that do not contain a significant financing component; it applies the simplified approach for those qualifying assets.

Under the general approach, the Company recognizes the expected loss from a financial asset default on either a 12-month or lifetime basis, depending on whether there has been a significant increase in credit risk since initial recognition. Under the simplified approach, the Company recognizes a loss allowance from the outset based on lifetime expected credit losses using available information about past events (such as historical customer default rates), current conditions and forward-looking estimates (macroeconomic factors such as the outlook for GDP, unemployment, inflation, interest rates, etc.) that could affect the creditworthiness of its debtors.

Financial liabilities

a) Financial liabilities at amortized cost

Trade and other current accounts payable are financial liabilities and are initially recognized at fair value; they do not explicitly accrue interest and are recognized at their face value.

b) Financial liabilities at fair value through profit or loss

These are liabilities that are acquired for sale in the short term. Derivatives are included in this category unless they are designated as hedging instruments. These financial liabilities are initially recognized and subsequently measured at fair value and any changes in fair value are recognized in profit and loss as they arise.

Stocks

Stocks are stated for each consignment at the lower of actual cost and net realisable value. Cost includes insurance, freight and duty charges incurred to bring the produce to UK warehouses.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Forward purchases and sales of goods are entered into in the ordinary course of business. When the forward purchase is payable in foreign currency, the company, in general, hedges it by the forward purchase of foreign currency.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

Trade and other receivables

Trade and other debtors are recognised and carried at the lower of their original invoiced value and recoverable amount. Provision for impairment is made through profit or loss when there is objective evidence that the Company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

Cash at bank and in hand

Cash comprises cash at banks and in hand and short term deposits with an original maturity of three months or less.

Revenue recognition

(a) Sale of goods

The Company considers the time of revenue recognition to be the time at which control of goods passes to the customer. In general, this is the time at which the goods are delivered. The usual payment period is 30 days from delivery.

(b) Volume discounts

The Company retrospectively grants certain customers volume discounts as soon as a level of turnover during the period exceeds a contractually agreed level. In accordance with IFRS 15, retroactive volume discounts are recognised as variable consideration. The Company recognises revenue from the sale of goods at the fair value of the consideration received less any discounts that may be applied.

(c) Significant financing arrangements

The Company's contract with customers does not contain significant financing arrangements.

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of any variable considerations, rights of return, volume discounts, VAT and other sales related taxes. Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. This is usually at the point that goods are delivered to the customer. Revenue is measured at the fair value of the consideration received, excluding any variable considerations, rights of return, discounts, rebates, VAT and other sales tax or duty.

The Company's turnover and pre-tax result were wholly attributable to the Company's principal continuing activity in the United Kingdom.

Income taxes

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 substantially enacted by the balance sheet date.

Deferred tax is recognised in respect of all temporary differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as probable that there will be suitable taxable profits from which the future reversal of the underlying timing differences, carried forward tax credits or tax losses can be deducted.

Notes to the financial statements

at 31 December 2022

2. Accounting policies (continued)

Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Defined benefit pension scheme

Scheme assets are measured at fair values. Scheme liabilities are measured on an actuarial basis using the projected unit method and are discounted at appropriate high quality corporate bond rates. The net surplus or deficit, adjusted for deferred tax, is presented separately from other net assets on the balance sheet. A net surplus is recognised only to the extent that it is recoverable.

The current service cost and costs from settlements and curtailments are charged against operating profit. Past service costs are spread over the period until the benefit increases vest. Interest on the scheme liabilities and the expected return on the scheme assets are included in other financial costs. Actuarial gains and losses are reported in the statement of total recognised gains and losses.

Defined contribution pension scheme

The pension costs charged against operating profits are the contributions payable to the scheme in respect of the accounting period.

3. Turnover

The Company's turnover and results were derived wholly from the Company's principal activity which is based solely in the United Kingdom. An analysis of turnover by classification is as follows:

	2022	2021
	£000	£000
Sale of goods	140,516	120,788
Turnover by geographical area:		
United Kingdom	139,181	118,133
Rest of Europe	1,335	2,655
	140,516	120,788

Notes to the financial statements

at 31 December 2022

4. Operating profit

This is stated after charging/(crediting):

	2022	2021
	£000	£000
Net foreign currency exchange differences	(752)	(310)
Depreciation of tangible fixed assets	577	549
Depreciation of intangible assets	1	3
Depreciation of investment property	4	4
Depreciation of leased assets	314	316
Loss on disposal of property, plant and equipment	(7)	(16)
Cost of stocks recognised as an expense (included in cost of sales)	108,148	97,612
Including:		
- Reversals of impairments in stocks	-	-

5. Auditor's remuneration

The Company paid the following amounts to its auditors in respect of the audit of the financial statements and, for other services provided to the Company.

	2022	2021
	£000	£000
Audit of the financial statements	70	70

6. Staff costs and directors' remuneration

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

	2022	2021
	£000	£000
Wages and salaries	5,558	5,158
Social security costs	673	593
Other pension costs	517	486
	6,748	6,237

'Other pension costs' includes only those items included within operating costs. Items reported elsewhere have been excluded.

The average monthly number of employees (including directors) during the year was made up as follows:

	2022	2021
	No.	No.
Sales	12	11
Administration	29	30
Production	71	68
	112	109

Notes to the financial statements

at 31 December 2022

6. Staff costs and directors' remuneration (continued)

	2022	2021
	£000	£000
Directors' remuneration		
Emoluments	345	442
Contributions in defined contribution pension scheme	55	55
	<u>400</u>	<u>497</u>

During the year no directors (2021 – none) participated in the defined benefit pension scheme and 1 director (2021 – 2) participated in the defined contribution scheme.

The amounts set out above include remuneration in respect of the highest paid director as follows:

	2022	2021
	£000	£000
Emoluments	345	343
Contributions in defined contribution pension scheme	55	55
	<u>400</u>	<u>398</u>

7. Interest receivable and similar income

	2022	2021
	£000	£000
Interest receivable	10	-
Net exchange profit on retranslation of foreign currency balances	752	310
	<u>762</u>	<u>310</u>

8. Interest payable and similar charges

	2022	2021
	£000	£000
Bank loans and overdrafts	1,102	418
Interest on IFRS 16	18	15
Net exchange loss on retranslation of foreign currency balances	-	-
Net finance charge in respect of defined benefit pension scheme	72	90
	<u>1,192</u>	<u>523</u>

Notes to the financial statements

at 31 December 2022

9. Taxation

(a) Tax charged in the income statement

	2022 £000	2021 £000
Current income tax:		
UK corporation tax	1,735	945
Adjustment in respect of prior years	(9)	(216)
Total current income tax	1,726	729
Deferred tax:		
Origination and reversal of temporary differences	405	591
	(6)	
Adjustment in respect of prior years		
Effect of change in tax rate	-	(320)
Adjustment in respect of defined benefit scheme	-	-
Total deferred tax	399	271
Tax expense in the income statement	2,125	1,000

(b) Tax relating to items charged or credited to other comprehensive income

	2022 £000	2021 £000
Current income tax:		
UK corporation tax	-	-
Total current income tax	-	-
Deferred tax:		
Adjustment in respect of defined benefit scheme	291	306
Effect of change in tax rate	-	-
Total deferred tax	291	306
Tax expense in the statement of other comprehensive income	291	306

(c) Reconciliation of the total tax charge

The tax expense in the income statement for the year is higher than the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022 £000	2021 £000
Profit on ordinary activities before tax	11,024	5,456
Tax calculated at UK standard rate of corporation tax of 19% (2021: 19%)	2,095	1,037
Effects of:		
Fixed asset differences	(53)	34
Expenses not deductible for tax purposes	1	1
Rate change	97	(104)
Adjustment in respect of prior year	(15)	-
Other	-	32
Total tax expense reported in the income statement	2,125	1,000

Notes to the financial statements

at 31 December 2022

9. Taxation (continued)

(d) Change in Corporation Tax rate

In the current year, the main rate of UK corporation tax was 19% (2021: 19%). Deferred tax temporary differences have been measured using the enacted tax rates that are expected to apply when the liability is settled, or the asset realised. The Finance Act 2021 received Royal Assent on 24 May 2021, enacting the increase of the statutory rate of UK corporation tax to 25% from 1 April 2023. The rate of 25% has therefore been used to calculate the deferred tax arising from temporary differences.

(e) Deferred tax

The net deferred tax included in the balance sheet is as follows:

	2022	2021
	£000	£000
Deferred tax asset		
Defined benefit pension deficit	833	1,170
Other timing differences	-	-
	<u>833</u>	<u>1,170</u>
Deferred tax liability		
Accelerated capital allowances	(1,088)	(736)
Other timing differences	-	-
	<u>(1,088)</u>	<u>(736)</u>
Net deferred tax asset/(liability)	<u>(255)</u>	<u>434</u>

The deferred tax in the income statement is as follows:

	2022	2021
	£000	£000
Deferred tax in the income statement		
Short-term temporary difference	357	471
Accelerated capital allowances	48	120
Adjustment in respect of prior year	(6)	-
Change in tax law and rates	-	(320)
Deferred tax expense	<u>399</u>	<u>271</u>

Notes to the financial statements

at 31 December 2022

10. Intangible assets

	Computer Software £000	Goodwill £000	Trademarks £000	Total £000
Cost:				
At 1 January 2022	769	7,023	412	8,204
Additions	251	-	-	251
At 31 December 2022	1,020	7,023	412	8,455
Depreciation:				
At 1 January 2021	766	1,844	-	2,610
Charge for the year	1	-	-	1
At 31 December 2022	767	1,844	-	2,611
Net book value				
At 31 December 2022	253	5,179	412	5,844
At 31 December 2021	3	5,179	412	5,594

The goodwill arose following the hive-up of Vogan & Co Limited and Joseph Heap & Sons Limited, and on the acquisition of the trade and assets of Moorhead & McGavin and relates to one cash generated unit (CGU). The recoverable amount of CGU is determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five year period.

Notes to the financial statements

at 31 December 2022

11. Tangible assets

	<i>Freehold land and buildings</i>	<i>Plant and machinery</i>	<i>Motor Vehicles</i>	<i>Computer Equipment</i>	<i>Office Equipment</i>	<i>IFRS 16 Leases</i>	<i>Total</i>
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Cost							
At 1 January 2022	4,664	8,210	71	412	318	1,486	15,161
Additions	159	1,307	16	32	5	682	2,201
Disposals	-	(120)	(22)	-	-	-	(142)
At 31 December 2022	4,823	9,397	65	444	323	2,168	17,220
Accumulated depreciation							
At 1 January 2022	2,147	5,091	7	373	275	831	8,724
Charged in the year	135	394	17	18	13	314	891
Disposals	-	(120)	(22)	-	-	-	(142)
At 31 December 2022	2,282	5,365	2	391	288	1,145	9,473
Net book value							
At 31 December 2022	2,541	4,032	63	53	35	1,023	7,747
At 31 December 2021	2,517	3,119	64	39	43	655	6,437

12. Investment Property

	<i>Freehold, buildings</i>
	£'000
Cost	
At 1 January 2022	185
Additions	-
Disposals	-
At 31 December 2022	185
Accumulated depreciation	
At 1 January 2022	67
Charged in the year	4
Disposals	-
At 31 December 2022	71
Net book value	
At 31 December 2022	114
At 31 December 2021	118

Notes to the financial statements

at 31 December 2022

13. Investments

	<i>Subsidiary undertakings</i>	<i>Other investments</i>	<i>Total</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>
Cost or valuation:			
At 1 January 2022	120	-	120
Impairment:			
At 31 December 2022	-	-	-
Net book value			
At 31 December 2022	120	-	120
At 31 December 2021	-	-	-

Details of the investments in which the Company holds 20% or more of the nominal value of any class of share capital at 31 December 2022 or 31 December 2021, are as follows:

<i>Name</i>	<i>Country of incorporation</i>	<i>Holding</i>	<i>Nature of business</i>
Joseph Heap & Sons Limited	England	100%	dormant
Vogan & Company Limited	England	100%	dormant
Riviana Foods Limited	England	99.9%	dormant
EBRO U.K. Limited—incorporated in September 2022	England	33.33%	Provision of services

None of these companies traded in the year ended 31 December 2022.

14. Stocks

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Raw materials	38,444	34,345
Work in progress	1,021	715
Finished goods	15,933	10,566
	<u>55,398</u>	<u>45,626</u>

Notes to the financial statements

at 31 December 2022

15. Trade and other receivables

	2022	2021
	£000	£000
Trade debtors	28,131	28,358
VAT	450	437
Other debtors	1,053	1,210
Prepayments	275	263
Income tax receivable	80	107
	<u>29,989</u>	<u>30,375</u>

An impairment analysis for trade and other receivables was performed at the reporting date in accordance with the simplified approach set out in accounting policy (Note 2.6) based on lifetime expected credit losses. As a result of calculations, loss allowance as at 31 December 2022 was £435k (2021: £435k).

16. Trade and other creditors

Trade creditors are non-interest bearing and are normally settled on 40-day terms.

Other creditors are non-interest-bearing and have an average term of 1 month.

17. Financial assets and liabilities

Forward currency exchange contracts fair value was determined using quoted forward exchange rates matching the maturities of the contracts. The fair values of these derivatives held at the balance sheet date are as follows:

	2022	2021
	£000	£000
Forward foreign currency contracts – financial asset	76	176
Forward foreign currency contracts – financial liability	<u>95</u>	<u>489</u>

18. Authorised and issued share capital

	2022	2021
	£	£
Allotted, called up and fully paid		
40,808 Ordinary shares of £0.01 each	<u>408</u>	<u>408</u>

Notes to the financial statements

at 31 December 2022

19. Reserves

Share premium

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Capital reserve

This reserve arose from the Company's purchase of its own shares.

20. Letters of credit and guarantees

In the normal course of business the company issues duty deferment guarantees to HM Revenue & Customs, and guarantees to indemnify ship owners for incomplete documentation. The value of the guarantees at the year end was £2,343,750 (2021: £2,343,750).

21. Financial commitments

The Company has lease contracts for office rent, warehouse rent, forklift trucks and cars. The lease terms vary between 4 and 10 years. Those assets were recorded as right of use assets.

The Company also has certain leases of office equipment with low value. The Company applies the "short term lease" and "lease of low value" recognition exemptions for these leases.

The carrying amounts of right of use assets recognised and movements during the year are set out below:

	2022 £000	2021 £000
1 January	655	837
Additions	682	134
Depreciation	(314)	(316)
31 December	<u>1,023</u>	<u>655</u>

The carrying amount of lease liabilities and movements during the year are set out below:

	2022 £000	2021 £000
1 January	664	838
Additions	682	134
Interest expense	18	15
Payments	(330)	(323)
31 December	<u>1,034</u>	<u>664</u>

Notes to the financial statements

at 31 December 2022

21. Financial commitments (continued)

	2022	2021
	£000	£000
Current lease liability	307	232
Non-current lease liability	727	432
	<u>1,034</u>	<u>664</u>

The following amounts are those recognised in profit or loss:

	2022	2021
	£000	£000
Depreciation	312	308
Interest expense	18	15
	<u>330</u>	<u>323</u>

22. Pensions

Defined benefit pension scheme

The valuation used for the FRS 101 disclosures has been based on the most recent actuarial valuation at 31 December 2022 by a qualified independent actuary. Scheme assets are stated at their market values at the respective balance sheet dates. There were no outstanding contributions at either year end.

Main assumptions	2022	2021
	%	%
Rate of salary increases	2.7	3.0
Rate of increase in pension in payment	3.0	3.1
Discount rate	4.9	1.9
Inflation assumption	3.1	3.2

	SINXA using CMI 2021 with a long-term rate of improvement of 1.25% per annum	SINXA using CMI 2020 with a long-term rate of improvement of 1.25% per annum
Mortality assumption		

Notes to the financial statements

at 31 December 2022

22. Pensions (continued)

The assets and liabilities of the scheme and the expected rate of return at the balance sheet date were:

	31 December 2022	31 December 2021
	Value	Value
	£000	£000
Equities	3,686	8,268
Gilts	1,928	1,662
Bonds	229	1,601
Cash	52	59
Total market value of assets	5,895	11,590
Present value of scheme liabilities	(8,385)	(15,500)
Defined benefit pension plan deficit	(2,490)	(3,910)

The amounts recognised in the Income Statement and in the Statement of Comprehensive Income for the year are analysed as follows:

	2022	2021
	£000	£000
<i>Recognised in the Income Statement</i>		
Current service cost	-	-
Recognised in arriving at operating profit	-	-
Expected return on pension assets	(214)	(136)
Interest on pension scheme liabilities	286	226
Past service costs	-	-
Total other finance expense	72	90
<i>Recognised in the Statement of Comprehensive Income</i>		
Actual return less expected return on pension scheme assets	(4,866)	983
Loss arising from changes in assumptions underlying the present value of scheme liabilities	6,160	1,767
Experience losses on defined benefit obligation	(118)	-
Losses from changes to demographic assumptions	(14)	173
Past service cost	-	-
Total	1,162	2,923

Notes to the financial statements

at 31 December 2022

22. Pensions (continued)

Changes in the present value of the defined benefit pension obligation are analysed as follows:

	2022	2021
	£000	£000
Defined benefit obligation at 1 January	15,500	17,554
Current service cost	-	-
Past Service Cost	-	-
Interest cost	286	226
Benefits paid	(1,373)	(340)
Experience loss on defined benefit obligations	118	-
Changes to demographic assumptions	14	(173)
Actuarial loss on liabilities	(6,160)	(1,767)
Member contributions	-	-
Defined benefit obligation at 31 December	8,385	15,500

Changes in the fair value of plan assets are analysed as follows:

	2022	2021
	£000	£000
Fair value of plan assets at 1 January	11,590	10,481
Expected gain on scheme assets	214	136
Actuarial gain on assets	(4,866)	983
Benefits paid	(1,373)	(340)
Employer contribution	330	330
Member contributions	-	-
Fair value of plan assets at 31 December	5,895	11,590

The expected Employer contribution for the next financial year 2023 is to remain at £330,000.

Analysis of movement in the scheme deficit during the year:

	2022	2021
	£000	£000
Scheme deficit at 1 January	(3,910)	(7,073)
Current service cost	-	-
Past service cost	-	-
Actuarial loss	1,162	2,923
Contributions paid	330	330
Other finance charge	(72)	(90)
Scheme deficit at 31 December	(2,490)	(3,910)

Defined contribution scheme

Pension contributions in respect of the defined contribution scheme to which S&B Herba Foods Limited is the principal employer totalled £562,611 (2021: 528,788).

Notes to the financial statements

at 31 December 2022

23. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

The company purchased and sold goods with Boost Nutrition C.V., a company based in Belgium in which the company's ultimate parent company has a 49% stake. Goods purchased during the year under this arrangement amounted to £1,426,053 (2021: £70,493) and the balance due to Boost Nutrition C.V. at the financial period end was £927,878 (2021: £3,638). Goods sold during the year under this arrangement amounted to £125,052 (2021: £73,297) and the balance due from Boost Nutrition C.V. at the financial period end was £nil (2021: £68,274).

24. Ultimate parent undertaking and controlling party

The ultimate parent company and controlling party is Ebro Foods S.A., which is incorporated in Spain.

The financial statements of Ebro Foods S.A., which represents the smallest and largest group in which the company is consolidated, are available from Ebro Foods S.A., Paseo de Castellana, 20, 28046 Madrid, Spain.