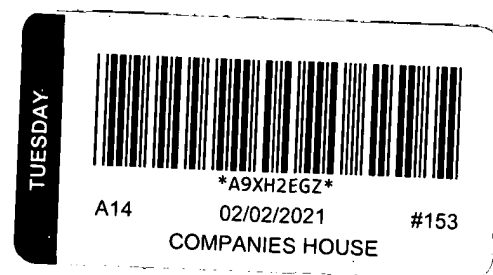


Company Registration No. 00200956 (England and Wales)

GREENWOOD & COOPE LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
30 SEPTEMBER 2020



GREENWOOD & COOPE LIMITED

COMPANY INFORMATION

| | |
|--------------------------|--|
| Directors | Mr T Eagles Mr J C Hill Mr D N Cormack Mrs H W Polito Mrs B W Cormack Mr J R Cormack Mr J Hurst Mr T Barber |
| Secretary | Mr J C Hill |
| Company number | 00200956 |
| Registered office | Brookhouse Mill Greenmount Bury BL8 4HR |
| Auditor | RSM UK Audit LLP Chartered Accountants 3 Hardman Street Manchester M3 3HF |

GREENWOOD & COOPE LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2020

The directors present the strategic report for the year ended 30 September 2020.

Review of the business

The directors are very pleased with the overall financial performance of the business in 2019/20 which presented the most challenging of trading environments seen for decades. Despite the impact of the COVID-19 pandemic resulting in a 10-week shutdown, the business saw a strong restart and unprecedented demand for our products in the final 3 months of the year leading to a year on year increase in profit and a further strengthening of the balance sheet, confirming the robustness of the business, its service and product proposition and the experience and capability of its Management Team and workforce.

Key performance indicators

The main KPIs of the business are below and are reviewed regularly by the Board:

| | 2020 | 2019 | Variance |
|------------------------------|-----------|-----------|----------|
| Turnover | £111,567k | £130,326k | -14.4% |
| Gross Profit % | 33.2% | 29.2% | +4.0ppt |
| • Underlying (*) | 33.2% | 30.6% | +2.6ppt |
| Pre-tax profit | £11,115k | £2,981k | +272.9% |
| • Underlying (*) | £9,748k | £7,153k | +36.3% |
| Pre-tax profit % | 10.0% | 2.3% | +7.7ppt |
| • Underlying (*) | 8.7% | 5.5% | +3.2ppt |
| Return on Capital Employed % | 26.2% | 8.5% | +17.7ppt |

(*) underlying reflects the adjustment of the increase in the value of investments and the prior year impact of non-recurring charges (during 2018/19 the company incurred £3.6m of additional cost as full and final settlement to close or cancel previous salary, bonus, and pension arrangements for long-standing directors).

In addition, the business monitors the key non-financial areas of Health & Safety, Culture and Environmental issues.

Financial performance

Despite the loss of sales during the shutdown, some of which was recovered in the 3 months of trading following the restart, the business delivered a strong increase in profit over 2018/19 and an improvement in both gross profit % (33.2% vs prior year 29.2%) and pre-tax profit % (10.0% vs prior year 2.3%).

Adjusting for movements in the value of investments and the prior year impact of non-recurring costs, on a like-for-like (underlying) basis, Gross Profit % improved by 2.6ppt (from 30.6% to 33.2%) and Pre-tax profit % by 3.2ppt (from 5.5% to 8.7%).

This underlying performance improved pre-tax profit by £2.6m (from £7.2m to £9.8m) as a result of the benefits of raw material procurement and wider cost control alongside significant sales levels throughout the final 3 months of the year which resulted in over-recovery of the fixed cost base and delivered a significant offset of the sales lost during lockdown.

The business has continued to invest in new capital equipment, product ranges and systems to further underpin the successful business model, continue to meet the needs of our customers and ensure the ongoing profitable growth of the business.

With the business in a strong financial position, the Board believes it is well placed to continue to take market share through new opportunities as and when they arise.

GREENWOOD & COOPE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Impact of COVID-19 pandemic

The pandemic led to the closure of all operations on 23 March 2020 for 10 weeks. The business implemented an orderly shutdown which allowed a controlled restart and fast resumption of service to all our customers across all channels of business.

The Management team reacted quickly in closing the business, reviewing the cost base, utilising Government support schemes, and ensuring access to significant liquidity in case it was required. The Board reviewed several forecasts and scenarios and were clear on the actions that would be taken under a range of scenarios allowing us to confidently manage the business through the most challenging of trading environments.

The strong management approach to the lockdown, and the detailed planning that was undertaken, allowed the business to return to trading as soon as was legally allowed and in advance of many retailers, maximising the availability of our collection centres and continuing to provide excellent service levels that many of our competitors were unable to match.

Following the restart, the business faced sustained and unprecedented levels of demand for its products due to:

- Release of pent up demand across all channels.
- Return of housebuilding and the impact of the Government support scheme for house sales up to end of March 2021 that has driven demand for, and completion of, new build homes.
- The effect of increased remote working and the emergence of the 'staycation' as consumers did not take holidays and invested in home improvements on a scale not experienced before.

The business was able to satisfy the demand placed on it and supported its customers in working through the lockdown at a time when many competitors were unable to do so. As a result the business has taken a number of strategic actions to continue to increase capacity, protect service levels and deliver further benefits to our customers at these levels of demand in future.

Throughout the period the business utilised Government support as and where available. At the year end, all amounts owed to Government had been repaid. A CLBILS RCF facility was secured with Barclays Bank. At this time, the Board does not expect to use the facility however it remains in place for prudent financial management purposes and will be reviewed once COVID-19 is under control and the market view stabilises.

This demand has continued into the 2020/21 financial year and the directors are satisfied that the business is well placed to continue to both meet demand and react in the event of any sustained further shutdown of the business due to Government requirements in response to the virus.

Current 'lockdown'

The Government imposed a further lockdown on 4 January 2021 which is expected to last until at least mid-February and as required, non-essential stores which include carpet retail, have closed. However, our retail customers continue, in the majority, to trade by taking orders and fitting carpets in consumers' homes as is currently allowed. In addition, house builders continue to operate as normal.

The Board believe that, given our previous experience, this lockdown will create a further situation of pent up demand to be satisfied after the lockdown restrictions are eased. The industry has experienced an exceptional level of demand since June 2020 and our customers have benefitted from this and many will be in a better financial position than at the start of the original lockdown.

Given our experience of trading in such an environment, the ongoing level of demand, the strength of our Management team and workforce allied to the strong financial position of the business, the Board believe the business is in a strong position to satisfy demand when the restrictions are lifted and see no material impacts on the performance of the business in the next 12 months.

GREENWOOD & COOPE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Principal risks and uncertainties

COVID-19 Pandemic

The pandemic had a significant impact on the business during the March to May shutdown and the business has experienced sustained and unprecedented levels of demand since the restart and at present these are expected to last into early 2021.

The Board has reviewed several forecasts and implemented changes resulting from learnings so far and feel that, given the strong balance sheet, high cash balance and access to significant liquidity if required, the business has the financial strength and operational capability to meet the challenges this raises.

Brexit

As the UK left the European Union with a trade deal and the fact that the business trades primarily in the UK with a smaller volume into Ireland, the main risks from Brexit are in relation to friction involved in the flow of raw materials and any impact on consumer confidence.

- At this stage, the business has taken all the necessary steps to implement the correct paperwork required by new regulations and has liaised with the relevant suppliers and other partners.
- We continue to invest in the development of new products that meet the need of our customers

Based on this and the current strong demand for our product the business is in a strong position to trade through any issues.

Foreign Exchange Risk

The business mitigates foreign exchange risk through the placing of forward currency to set against future purchase commitments contracts in line with policy agreed by Board.

Section 172 statement

The Companies Act 2006 now requires relevant Companies to report on how the Directors have promoted the success of the company for the benefit of the stakeholders in accordance with Section 172.

The Directors consider they have acted throughout the year, individually and collectively, in a way that is most likely to promote the success of the Company, giving due consideration to each of the matters below in discharging their duties under s172.

Consequences of any decision in the long term

The Directors understand the business and the evolving environment in which it operates. The strategy set by the Board is intended to strengthen our position as a leading carpet manufacturer.

The Directors have taken the decisions they believe best support the Company's strategic ambitions and stakeholder interests for the long term.

Interests of the company's employees

The Directors recognise that the strength of our business is built on the hard work, loyalty, dedication, and abilities of all of our people. The success of our business depends on attracting, retaining, and motivating employees.

Ensuring that we remain a responsible employer, from pay and benefits to our health, safety and workplace environment, the Directors factor the implications of decisions on employees and the wider workforce, where relevant and feasible.

The Directors engage with our employees day to day and through our monthly Employee Council.

GREENWOOD & COOPE LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Need to foster the company's business relationships with suppliers, customers and others

Delivering our strategy requires strong mutually beneficial relationships with suppliers, customers, and others. Greenwood & Coope seeks the promotion and application of certain general principles in such relationships. The ability to promote these principles effectively is an important factor in the decision to enter into or remain in such relationships.

The Directors also review and approve the Company's approach to suppliers which is set out in the Company's policies.

The Directors continuously assess the priorities related to customers and those with whom we do business, and the Directors engage on these topics, for example, within the context of business strategy updates and investment proposals. Moreover, the Directors receive updates on a variety of topics that indicate and inform how these stakeholders have been engaged.

Impact of the company's operations on the community and the environment

The Company is aware of its social responsibilities to the communities where it operates.

The Company recognises the importance of its environmental responsibilities and complies with all local, national, and international legislation with respect to the transportation, storage, and any use of chemicals.

Policies are implemented to reduce any environmental damage that might be caused by its activities and regularly reviews its performance. Recycling opportunities are sought to reduce the volume of waste sent to landfill.

Further information is contained within the following Simplified Energy and Carbon Report.

Desirability of the company maintaining a reputation for high standards of business conduct

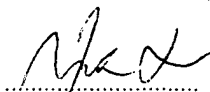
The Directors of the Company are committed to high standards of business conduct and governance.

The Board will seek advice from its advisors, as and when required, to ensure the consideration of business conduct and its reputation is maintained.

Need to act fairly as between members of the Company

The major shareholders fully participate in Board meetings and decisions made by the Directors. All other shareholders are invited to the Annual General Meeting and kept advised of the Company's major developments.

On behalf of the board



Mr J C Hill
Director

Date: 25.01.2021

GREENWOOD & COOPE LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2020

The directors present their annual report and financial statements for the year ended 30 September 2020.

Principal activities

During the year, the company continued to manufacture tufted carpet and distribute products mainly through its own fleet of vehicles.

Going concern

In light of the impact of COVID-19 experienced to date and the potential for Brexit to create challenges in the short-medium term, the directors have reviewed a number of scenarios to ascertain whether the Company has adequate resources to continue in operational existence and meet its obligations as they fall due over the next 12 months.

Given the strong balance sheet and cash position alongside the significant facility headroom and latest forecasts, the directors do not see any material uncertainties that cause concern regarding the Company's ability to trade and as such conclude that the Company is able to continue as a Going Concern.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr T Eagles

Mr J C Hill

Mr D N Cormack

Mrs H W Polito

Mrs B W Cormack

Mr J R Cormack

Mr J Hurst

(Appointed 27 January 2020)

Mr T Barber

Mrs C A Wall

(Resigned 31 May 2020)

Results and dividends

The profit for the year, after taxation, amounted to £9,652k (2019: £2,606k). Particulars of dividends paid are detailed in note 12 to the financial statements.

Research and development

The company continues to actively research and develop new ranges which are contemporary and have consumer appeal.

Disabled persons

The company will employ disabled persons when they appear to be suitable for a particular vacancy and every effort is made to ensure that they are given full and fair consideration when such vacancies arise. There is a training scheme in operation so that employees who have been injured or disabled in the course of their employment can, where possible, continue in employment with the company. The number of disabled persons employed by the company during the year was 7 (2019: 7).

GREENWOOD & COOPE LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Employee involvement

The directors work with the active participation and conviction of the company's employees. The support of the employees is to the long term benefit of everyone concerned with the business and is sincerely appreciated.

The company encourages the involvement of its employees in the business through, regular meetings of the Works Council which has responsibility for the dissemination of information of particular concern to employees and for receiving their views on important matters of policy. There are also regular meetings of employees with senior management and annual presentations to all employees by the directors.

The company seeks to work with employees, taking into account their personal circumstances, to ensure appropriate training, development and advancement opportunities are available to enable them to reach their full potential.

Auditor

In accordance with the company's articles, a resolution proposing that RSM UK Audit LLP be reappointed as auditor of the company will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Matters of strategic importance

Information is not shown within the Directors' Report as it is instead included within the Strategic Report under S414c(11).

Simplified energy and carbon reporting

In compliance with "The Companies Act 2006" (Strategic Report and Directors' Report) in particular Part 7A to Schedule 7 "Dealing with energy and carbon disclosures by large unquoted companies". Please find the disclosure of energy and CO2 information for Greenwood & Coope Limited for the year ending 30 September 2020.

The information includes the reporting of greenhouse gas emissions (scope 1 and 2), energy consumption data for fuels, electricity and transport, and also a CO2 intensity ratio. The declaration identifies some of the energy saving measures implemented by the site. The company generates 7,792 tonnes of CO2 and consumed 34,098 MWh of Energy within the 2020 financial year.

Greenhouse Gas Emissions

| Description | Scope | 2020 |
|---|---------|----------|
| | | tCO2 |
| All Direct Emissions from the activities undertaken within the control of Greenwood & Coope Limited. Including fuel combustion such as gas boilers, fleet vehicles. | Scope 1 | 6,846.70 |
| Indirect Emissions from the purchase of electricity, steam or cooling by Greenwood & Coope Limited. | Scope 2 | 950.52 |
| | Total | 7,797.22 |

Fig. 1 Identifies CO2 emissions for Greenwood & Coope Limited for the period 2020 financial year. (definition of scope can be obtained via Energy and Industrial Strategy (BEIS) "Environmental Reporting Guidelines").

GREENWOOD & COOPE LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

Simplified energy and carbon reporting (continued)

Energy consumption

| Utility | Consumption (kWh) |
|-------------|-------------------|
| Electricity | 3,718,794 |
| Gas | 14,908,569 |
| | |
| Transport | 15,471,225 |
| | |
| Total | 34,098,588 |

Fig 2 Represents the breakdown of energy consumption for Greenwood and Coope Limited for the 2020 financial year by type.

CO2 Intensity Ratio

| Description | 2020 |
|-----------------------------------|--------|
| Kg CO2 per M2 of Finished Product | 0.5592 |

Fig. 3 Identifies CO2 per M2 of finished carpet for Greenwood & Coope Limited for the 2020 financial year.

Energy Efficiency Measures

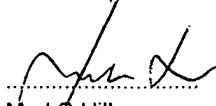
The following measures were implemented within 2020 financial year:

- Development of energy awareness at all levels of the business. (Estimated saving 74,000 kWh)
- Modernisation of the control system on the backing plant forced convection oven. (Estimated saving 100,000 kWh)

Methodology

The methodology for the reporting of SECR was taken from the Department of Business Energy and Industrial Strategy (BEIS) with specific instruction from "Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance (March 2019)". CO2 conversion factors and calorific converters were generated via "UK Government GHG Conversion Factors for Company Reporting 2019 and 2018)". All utility information (electricity and natural gas) was generated from utility invoices. The transportation consumption was taken from information generated from utility invoices, internal metering and the accounting systems operating at Greenwood & Coope Limited.

On behalf of the board


Mr J C Hill
Director

Date: 25.1.2021

GREENWOOD & COOPE LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2020

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREENWOOD & COOPE LIMITED

Opinion

We have audited the financial statements of Greenwood & Coope Limited (the 'company') for the year ended 30 September 2020 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity, the statement of cash flows 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (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 30 September 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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

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

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

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREENWOOD & COOPE LIMITED (CONTINUED)

Matters on which we are required to report by exception

In 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 and the directors' report.

We have nothing to report in respect of the following matters where 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 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

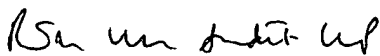
Auditor's responsibilities for the audit of the financial statements

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

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



Dale Thorpe BSc FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
3 Hardman Street
Manchester
M3 3HF
25 January 2021

GREENWOOD & COOPE LIMITED

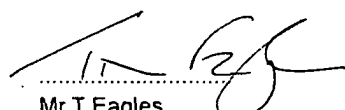
STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2020

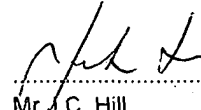
| | Notes | 2020 £000 | 2019 £000 |
|---|----------|---------------|---------------|
| Turnover | 3 | 111,567 | 130,326 |
| Cost of sales | | (74,475) | (92,278) |
| Gross profit | | 37,092 | 38,048 |
| Distribution costs | | (24,441) | (29,647) |
| Administrative expenses | | (4,557) | (5,359) |
| Other operating income | | 1,533 | - |
| Operating profit | 6 | 9,627 | 3,042 |
| Income from other fixed asset investments | 8 | 115 | 27 |
| Other interest receivable and similar income | 8 | 24 | 85 |
| Interest payable and similar expenses | 9 | (7) | (18) |
| Other gains and losses | 10 | 259 | - |
| Fair value adjustment on listed investments | 14 | 1,097 | (155) |
| Profit before taxation | | 11,115 | 2,981 |
| Tax on profit | 11 | (1,463) | (375) |
| Profit for the financial year | | 9,652 | 2,606 |
| Other comprehensive income net of taxation | | | |
| Actuarial loss on defined benefit pension schemes | | (936) | (360) |
| Tax relating to other comprehensive income | | (178) | 61 |
| Total comprehensive income for the year | | 8,538 | 2,307 |

GREENWOOD & COOPE LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 30 SEPTEMBER 2020**

| | | 2020 | | 2019 | |
|--|-------|---------------|----------------------|---------------|----------------------|
| | Notes | £000 | £000 | £000 | £000 |
| Fixed assets | | | | | |
| Tangible assets | 13 | | 12,586 | | 14,366 |
| Investments | 14 | | 2,872 | | 2,405 |
| | | | <u>15,458</u> | | <u>16,771</u> |
| Current assets | | | | | |
| Stocks | 17 | 7,062 | | 8,046 | |
| Debtors | 18 | 19,286 | | 16,420 | |
| Cash at bank and in hand | | 17,492 | | 10,070 | |
| | | <u>43,840</u> | | <u>34,536</u> | |
| Creditors: amounts falling due within one year | 19 | (16,027) | | (15,739) | |
| Net current assets | | | <u>27,813</u> | | <u>18,797</u> |
| Total assets less current liabilities | | | <u>43,271</u> | | <u>35,568</u> |
| Creditors: amounts falling due after more than one year | 20 | | (72) | | (72) |
| Provisions for liabilities | 21 | | (793) | | (687) |
| Net assets excluding pension surplus | | | <u>42,406</u> | | <u>34,809</u> |
| Defined benefit pension surplus | 23 | | 20 | | 480 |
| Net assets | | | <u><u>42,426</u></u> | | <u><u>35,289</u></u> |
| Capital and reserves | | | | | |
| Called up share capital | 24 | | 286 | | 286 |
| Share premium account | 25 | | 129 | | 129 |
| Other reserves | 25 | | 122 | | 122 |
| Profit and loss reserves | 25 | | 41,889 | | 34,752 |
| Total equity | | | <u><u>42,426</u></u> | | <u><u>35,289</u></u> |

The financial statements were approved by the board of directors and authorised for issue on 25.1.21 and are signed on its behalf by:


 Mr T Eagles
 Director


 Mr J C Hill
 Director

GREENWOOD & COOPE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2020

| | Notes | Share capital £000 | Share premium account £000 | Other reserves £000 | Profit and loss reserves £000 | Total £000 |
|---|-------|-----------------------|-------------------------------|------------------------|----------------------------------|---------------|
| Balance at 1 October 2018 | | 286 | 129 | 122 | 34,955 | 35,492 |
| Year ended 30 September 2019: | | | | | | |
| Profit for the year | | - | - | - | 2,606 | 2,606 |
| Other comprehensive income net of taxation: | | | | | | |
| Actuarial losses on defined benefit plans | | - | - | - | (360) | (360) |
| Tax relating to other comprehensive income | | - | - | - | 61 | 61 |
| Total comprehensive income for the year | | - | - | - | 2,307 | 2,307 |
| Dividends | 12 | - | - | - | (2,510) | (2,510) |
| Balance at 30 September 2019 | | 286 | 129 | 122 | 34,752 | 35,289 |
| Year ended 30 September 2020: | | | | | | |
| Profit for the year | | - | - | - | 9,652 | 9,652 |
| Other comprehensive income net of taxation: | | | | | | |
| Actuarial losses on defined benefit plans | | - | - | - | (936) | (936) |
| Tax relating to other comprehensive income | | - | - | - | (178) | (178) |
| Total comprehensive income for the year | | - | - | - | 8,538 | 8,538 |
| Dividends | 12 | - | - | - | (1,401) | (1,401) |
| Balance at 30 September 2020 | | 286 | 129 | 122 | 41,889 | 42,426 |

GREENWOOD & COOPE LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 SEPTEMBER 2020

| | | 2020 | 2019 |
|---|-------|----------------|----------------|
| | Notes | £000 | £000 |
| Cash flows from operating activities | | | |
| Cash generated from operations | 26 | 9,065 | 8,505 |
| Interest paid | | (7) | (18) |
| Income taxes paid | | (448) | (795) |
| Net cash inflow from operating activities | | 8,610 | 7,692 |
| Investing activities | | | |
| Purchase of tangible fixed assets | | (904) | (2,480) |
| Proceeds on disposal of tangible fixed assets | | 77 | 135 |
| Proceeds on disposal of fixed asset investments | | 901 | - |
| Interest received | | 24 | 85 |
| Other investment income received | | 115 | 27 |
| Net cash generated from/(used in) investing activities | | 213 | (2,233) |
| Financing activities | | | |
| Dividends paid | | (1,401) | (2,510) |
| Net cash used in financing activities | | (1,401) | (2,510) |
| Net increase in cash and cash equivalents | | 7,422 | 2,949 |
| Cash and cash equivalents at beginning of year | | 10,070 | 7,121 |
| Cash and cash equivalents at end of year | | 17,492 | 10,070 |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies

Company information

Greenwood & Coope Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Brookhouse Mill, Greenmount, Bury, Lancashire, BL8 4HR.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £1,000, except where otherwise indicated.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

Basis of consolidation

In view of the immateriality of the subsidiary undertakings, the company has taken advantage of the Companies Act 2006 exemption under which group financial statements are not prepared. Therefore, the figures are for the company only.

Going concern

In light of the impact of COVID-19 experienced to date and the potential for Brexit to create challenges in the short-medium term, the directors have reviewed a number of scenarios to ascertain whether the Company has adequate resources to continue in operational existence and meet its obligations as they fall due over the next 12 months.

Given the strong balance sheet and cash position alongside the significant facility headroom and latest forecasts, the directors do not see any material uncertainties that cause concern regarding the Company's ability to trade and as such conclude that the Company is able to continue as a Going Concern.

Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services to external customers in the ordinary nature of the business. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates. Turnover is shown net of Value Added Tax.

Turnover is recognised in relation to separately identifiable components of a single transaction when necessary to reflect the substance of the arrangement and in relation to two or more linked transactions when necessary to understand the commercial effect.

Research and development

All research expenditure and development expenditure that does not meet the relevant conditions is expensed as incurred.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies (Continued)

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses. Depreciation is provided on all tangible fixed assets, other than freehold land and investment properties, at rates calculated to write off the cost of each asset to its estimated residual value on a straight line basis over its expected useful life, as follows:

| | |
|------------------------------|------------------------|
| Freehold buildings | 2% straight line |
| Long leasehold property | 2% straight line |
| Plant, fixtures and vehicles | 10 - 25% straight line |

Residual value is calculated on prices prevailing at the reporting date, after estimated costs of disposal, for the asset as if it were at the age and in the condition expected at the end of its useful life.

Fixed asset investments

Interests in subsidiaries and associates are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Investments in listed company shares are remeasured to market value at each Statement of Financial Position date. Gain and losses are recognised in profit or loss for the period.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest company of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies (Continued)

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the weighted average cost basis and for finished goods and work in progress, includes direct labour costs and overheads appropriate to the stage of manufacture.

The valuation basis used by the company are shown in more detail below:

Raw materials - *at cost, on a first in first out basis*

Work in progress - *at cost, including appropriate labour and attributable overheads*

Finished stocks - *at cost, including appropriate labour and attributable overheads*

At each reporting date, the company assesses whether stock are impaired or if an impairment loss recognised in prior periods has reversed. Any excess of the carrying amount of stock over its estimated selling price less costs to complete and sell, is recognised as an impairment loss in profit or loss.

Reversals of impairment losses are recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial instruments are classified into specific categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies (Continued)

Other financial assets

Financial instruments classified as other financial instruments are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

Loans and receivables

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial. The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the debt instruments to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Other financial liabilities classified as fair value through profit or loss are measured at fair value.

Financial liabilities at fair value through profit or loss

Financial liabilities classified as other financial liabilities are stated at fair value with any gains or losses arising on remeasurement recognised in profit or loss.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies (Continued)

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of direct issue costs.

Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Preference shares

Dividends on preference shares classified as liabilities are presented within interest payable and similar charges.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity; when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies (Continued)

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries, associates, branches and interests in jointly controlled entities, that will be assessed to or allow for tax in a future period except where the company is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

For non-depreciable assets measured using the revaluation model and investment properties measured at fair value (except investment property with a limited useful life held by the company to consume substantially all of its economic benefit), deferred tax is measured using the tax rates and allowances that apply to the sale of the asset or property.

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

The cost of providing benefits under defined benefit plans is determined separately for each plan using the projected unit credit method, and is based on actuarial advice.

The change in the net defined benefit liability arising from employee service during the year is recognised as an employee cost. The cost of plan introductions, benefit changes, settlements and curtailments are recognised as an expense in measuring profit or loss in the period in which they arise.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

1 Accounting policies (Continued)

The net interest element is determined by multiplying the net defined benefit liability by the discount rate, taking into account any changes in the net defined benefit liability during the period as a result of contribution and benefit payments. The net interest is recognised in profit or loss as other finance revenue or cost.

Remeasurement changes comprise actuarial gains and losses, the effect of the asset ceiling and the return on the net defined benefit liability excluding amounts included in net interest. These are recognised immediately in other comprehensive income in the period in which they occur and are not reclassified to profit and loss in subsequent periods.

The net defined benefit pension asset or liability in the balance sheet comprises the total for each plan of the present value of the defined benefit obligation (using a discount rate based on high quality corporate bonds), less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information, and in the case of quoted securities is the published bid price. The value of a net pension benefit asset is limited to the amount that may be recovered either through reduced contributions or agreed refunds from the scheme.

Leases

Annual rentals and directly attributable costs under operating leases are charged to the profit or loss on a straight line basis over the terms of the lease.

Rent free periods or other incentives received for entering into an operating lease are accounted for as a reduction to the expense and are recognised, on a straight-line basis over the lease term.

Rental income from operating leases is recognised on a straight line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight line basis over the lease term.

Government grants

Coronavirus Job Retention Scheme

Government grants received in respect of the Coronavirus job retention scheme are released in the profit and loss account in the period to which they relate and are recorded within other operating income.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

Pattern books

Expenditure incurred on pattern books in respect of new ranges of carpet is amortised on a straight line basis over the two years following the initial launch of the range. Expenditure incurred on other capital ranges is written off immediately to the profit and loss account.

Expenditure which has not yet been amortised is included within debtors on the balance sheet.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Pension asset/liability

The pension asset/liability is calculated using a number of complex judgement and assumptions including the rate of retail and consumer price index, rate of increase in salaries, changes in retirement ages, mortality rates and discount rates. Further information regarding assumptions used is included in note 23.

3 Turnover and other revenue

All turnover is attributable to the principal activity of the company.

| | 2020 £000 | 2019 £000 |
|---|----------------|----------------|
| Other revenue | | |
| Interest income | 24 | 85 |
| Coronavirus job retention scheme grant | 1,451 | - |
| | <u>1,475</u> | <u>85</u> |
| | 2020 £000 | 2019 £000 |
| Turnover analysed by geographical market | | |
| United Kingdom | 107,988 | 125,921 |
| Europe | 3,487 | 4,171 |
| Rest of the world | 92 | 234 |
| | <u>111,567</u> | <u>130,326</u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

| | 2020 Number | 2019 Number |
|----------------|----------------|----------------|
| Production | 162 | 159 |
| Distribution | 88 | 90 |
| Administrative | 25 | 25 |
| | <u>275</u> | <u>274</u> |

Their aggregate remuneration comprised:

| | 2020 £000 | 2019 £000 |
|-----------------------|---------------|---------------|
| Wages and salaries | 12,964 | 16,915 |
| Social security costs | 1,450 | 1,986 |
| Pension costs | 1,255 | 1,478 |
| | <u>15,669</u> | <u>20,379</u> |

5 Directors' remuneration

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| Remuneration for qualifying services | 2,051 | 5,084 |
| Company pension contributions to defined contribution schemes | 20 | 21 |
| | <u>2,071</u> | <u>5,105</u> |

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 1 (2019: 1).

Remuneration disclosed above include the following amounts paid to the highest paid director:

| | 2020 £000 | 2019 £000 |
|--------------------------------------|--------------|--------------|
| Remuneration for qualifying services | <u>457</u> | <u>2,614</u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

| | | | |
|----------|---|-------------------|-------------------|
| 6 | Operating profit | 2020 | 2019 |
| | Operating profit for the year is stated after charging/(crediting): | £000 | £000 |
| | Exchange losses | 203 | 226 |
| | Coronavirus job retention scheme grant | (1,451) | - |
| | Depreciation of owned tangible fixed assets | 2,615 | 2,601 |
| | Profit on disposal of tangible fixed assets | (9) | (11) |
| | Operating lease charges | 994 | 994 |
| | | <u> </u> | <u> </u> |
| 7 | Auditor's remuneration | 2020 | 2019 |
| | Fees payable to the company's auditor and its associates: | £000 | £000 |
| | For audit services | | |
| | Audit of the financial statements of the company | 30 | 30 |
| | | <u> </u> | <u> </u> |
| | For other services | | |
| | Audit-related assurance services | 6 | 6 |
| | Other assurance services | 9 | 9 |
| | Taxation compliance services | 12 | 8 |
| | | <u> </u> | <u> </u> |
| | | 27 | 23 |
| | | <u> </u> | <u> </u> |
| 8 | Interest receivable and similar income | 2020 | 2019 |
| | | £000 | £000 |
| | Interest income | | |
| | Interest on bank deposits | 24 | 85 |
| | Income from fixed asset investments | | |
| | Income from other fixed asset investments | 115 | 27 |
| | | <u> </u> | <u> </u> |
| | Total income | 139 | 112 |
| | | <u> </u> | <u> </u> |
| | Disclosed on the income statement as follows: | | |
| | Income from other fixed asset investments | 115 | 27 |
| | Other interest receivable and similar income | 24 | 85 |
| | | <u> </u> | <u> </u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

| | | |
|--|----------------------|----------------------|
| 9 Interest payable and similar expenses | 2020 £000 | 2019 £000 |
| Interest on financial liabilities measured at amortised cost: | | |
| Dividends on redeemable preference shares not classified as equity | 7 | 14 |
| Other interest on financial liabilities | - | 4 |
| | <u>7</u> | <u>18</u> |
| 10 Other gains and losses fixed asset investments | 2020 £000 | 2019 £000 |
| Gain on disposal of fixed asset investments | 270 | - |
| Other gains and losses | (11) | - |
| | <u>259</u> | <u>-</u> |
| 11 Taxation | 2020 £000 | 2019 £000 |
| Current tax | | |
| UK corporation tax on profits for the current period | 1,906 | 580 |
| Adjustments in respect of prior periods | (372) | (119) |
| Total current tax | <u>1,534</u> | <u>461</u> |
| Deferred tax | | |
| Origination and reversal of timing differences | (152) | (83) |
| Changes in tax rates | 81 | - |
| Adjustment in respect of prior periods | - | (3) |
| Total deferred tax | <u>(71)</u> | <u>(86)</u> |
| Total tax charge | <u>1,463</u> | <u>375</u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

11 Taxation (Continued)

The total tax charge for the year included in the income statement can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Profit before taxation | 11,115 | 2,981 |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%) | 2,112 | 566 |
| Tax effect of expenses that are not deductible in determining taxable profit | 7 | 47 |
| Tax effect of income not taxable in determining taxable profit | (260) | - |
| Adjustments in respect of prior years | (370) | (119) |
| Permanent capital allowances in excess of depreciation | 22 | (124) |
| Other non-reversing timing differences | - | (3) |
| Other permanent differences | - | 46 |
| Deferred tax adjustments in respect of prior years | - | (3) |
| Dividend income | (22) | (5) |
| Chargeable gain effect on deferred tax | 249 | (31) |
| Adjust closing deferred tax rate | 81 | 10 |
| Pension contributions deductible for tax purposes | (178) | (70) |
| Tax credited directly to OCI | (178) | 61 |
| Taxation charge for the year | 1,463 | 375 |

In addition to the amount charged to profit or loss, the following amounts relating to tax have been recognised directly in other comprehensive income:

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Deferred tax arising on: | | |
| Actuarial differences recognised as other comprehensive income | 178 | (61) |

Factors affecting future tax charges

The main rate of corporation tax stands at 19% in 2019/20.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

12 Dividends

| | 2020 Per share £ | 2019 Per share £ | 2020 Total £000 | 2019 Total £000 |
|---|------------------------|------------------------|-----------------------|-----------------------|
| Ordinary shares | | | | |
| Paid | 4.55 | 8.06 | 1,301 | 2,307 |
| Cumulative 'A' preferred ordinary shares | | | | |
| Paid | 4.07 | 8.06 | 24 | 47 |
| Cumulative 'B' preferred ordinary shares | | | | |
| Paid | 3.92 | 8.06 | 76 | 156 |
| Total dividends | | | | |
| Paid | | | 1,401 | 2,510 |

13 Tangible fixed assets

| | Freehold buildings £000 | Long leasehold property £000 | Plant, fixtures and vehicles £000 | Total £000 |
|------------------------------------|-------------------------------|---------------------------------------|---|---------------|
| Cost | | | | |
| At 1 October 2019 | 5,492 | 65 | 33,684 | 39,241 |
| Additions | - | - | 904 | 904 |
| Disposals | - | - | (1,043) | (1,043) |
| At 30 September 2020 | 5,492 | 65 | 33,545 | 39,102 |
| Depreciation and impairment | | | | |
| At 1 October 2019 | 2,207 | 42 | 22,627 | 24,876 |
| Depreciation charged in the year | 107 | 1 | 2,507 | 2,615 |
| Eliminated in respect of disposals | - | - | (975) | (975) |
| At 30 September 2020 | 2,314 | 43 | 24,159 | 26,516 |
| Carrying amount | | | | |
| At 30 September 2020 | 3,178 | 22 | 9,386 | 12,586 |
| At 30 September 2019 | 3,285 | 24 | 11,057 | 14,366 |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

14 Fixed asset investments

| | Notes | 2020 £000 | 2019 £000 |
|---|-------|--------------|--------------|
| Investments in subsidiaries and associated undertakings | 15 | 10 | 10 |
| Listed investments | | 2,862 | 2,395 |
| | | <u>2,872</u> | <u>2,405</u> |
| Listed investments carrying amount | | <u>2,862</u> | <u>2,395</u> |

Movements in fixed asset investments

| | Shares in group undertakings £000 | Listed investments £000 | Total £000 |
|--------------------------|--|-------------------------------|---------------|
| Cost or valuation | | | |
| At 1 October 2019 | 10 | 2,395 | 2,405 |
| Valuation changes | - | 1,097 | 1,097 |
| Disposals | - | (630) | (630) |
| At 30 September 2020 | <u>10</u> | <u>2,862</u> | <u>2,872</u> |
| Carrying amount | | | |
| At 30 September 2020 | <u>10</u> | <u>2,862</u> | <u>2,872</u> |
| At 30 September 2019 | <u>10</u> | <u>2,395</u> | <u>2,405</u> |

On 20 May 2020, the company disposed of 125,000 shares for proceeds of £901k. The company has recognised a profit on disposal of £270k.

15 Subsidiaries

Details of the company's subsidiaries at 30 September 2020 are as follows:

| Name of undertaking | Registered office | Nature of business | Class of shares held | % Held Direct Indirect |
|--|--|--------------------|-------------------------|---------------------------|
| Tunstead Needlefelt Company Limited | Brookhouse Mill, Bury, Lancashire, BL8 4HR | Dormant | Ordinary | 100 |
| Cormar (Exports) Limited | Brookhouse Mill, Bury, Lancashire, BL8 4HR | Dormant | Ordinary | 100 |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

15 Subsidiaries (Continued)

The aggregate capital and reserves and the result for the year of the subsidiaries noted above was as follows:

| Name of undertaking | Profit/ (Loss) £000 | Capital and Reserves £000 |
|-------------------------------------|------------------------|------------------------------|
| Tunstead Needlefelt Company Limited | - | (749) |
| Cormar (Exports) Limited | - | 10 |

16 Associates

Details of the company's associates at 30 September 2020 are as follows:

| Name of undertaking | Registered office | Nature of business | Class of shares held | % Held Direct | Indirect |
|--------------------------------|--|--------------------|----------------------|------------------|----------|
| The Mersey Carpet Co., Limited | Brookhouse Mill, Bury, Lancashire, BL8 4HR | Carpet distributor | Ordinary | 48.00 | - |

At the year end, the associated undertaking has aggregate capital and reserves of £140k (2019: £253k) and profit for the year of £84k (2019: £59k).

17 Stocks

| | 2020 £000 | 2019 £000 |
|-------------------------------------|--------------|--------------|
| Raw materials and consumables | 1,642 | 1,589 |
| Work in progress | 3,098 | 3,764 |
| Finished goods and goods for resale | 2,322 | 2,693 |
| | <u>7,062</u> | <u>8,046</u> |

During the year, an impairment loss on stocks of £150,000 (2019: £145,000) was recognised within cost of sales. No earlier stock write downs have been reversed during the current, or proceeding, period.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

18 Debtors

| | 2020 £000 | 2019 £000 |
|--------------------------------------|---------------|---------------|
| Amounts falling due within one year: | | |
| Trade debtors | 16,141 | 13,144 |
| Amounts owed by group undertakings | 3 | 3 |
| Other debtors | 11 | 11 |
| Prepayments and accrued income | 3,131 | 3,262 |
| | <u>19,286</u> | <u>16,420</u> |

During the year, an impairment loss of £256k (2019: £113k) was recognised in respect of trade debtors.

19 Creditors: amounts falling due within one year

| | 2020 £000 | 2019 £000 |
|---|---------------|---------------|
| Trade creditors | 7,386 | 7,583 |
| Amounts owed to group undertakings | 10 | 10 |
| Amounts owed to associated undertakings | 29 | 28 |
| Corporation tax | 1,111 | 25 |
| Other taxation and social security | 2,116 | 1,787 |
| Accruals and deferred income | 5,375 | 6,306 |
| | <u>16,027</u> | <u>15,739</u> |

20 Creditors: amounts falling due after more than one year

| | 2020 £000 | 2019 £000 |
|---------------------------|--------------|--------------|
| Preferred ordinary shares | <u>72</u> | <u>72</u> |

The preferred ordinary share comprise the £25,000 (2019: £25,000) nominal value of both the 'A' and 'B' cumulative preferred ordinary shares together with the £47,000 (2019: £47,000) attributable to share premium.

21 Provisions for liabilities

| | Notes | 2020 £000 | 2019 £000 |
|--------------------------|-------|--------------|--------------|
| Deferred tax liabilities | 22 | <u>793</u> | <u>687</u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

22 Deferred taxation

The major deferred tax liabilities and assets recognised by the company are:

| | Liabilities 2020 £000 | Liabilities 2019 £000 |
|---|-----------------------------|-----------------------------|
| Balances: | | |
| Accelerated capital allowances | 833 | 648 |
| Other timing differences | (40) | 39 |
| | <u>793</u> | <u>687</u> |
| Movements in the year: | | 2020 £000 |
| Liability at 1 October 2019 | | 773 |
| Credit to profit or loss | | (72) |
| Charge to other comprehensive income | | 178 |
| Liability at 30 September 2020 | | <u>879</u> |
| 23 Retirement benefit schemes | | |
| | 2020 £000 | 2019 £000 |
| Defined contribution schemes | | |
| Charge to profit or loss in respect of defined contribution schemes | <u>1,255</u> | <u>1,478</u> |

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

23 Retirement benefit schemes (Continued)

Defined benefit schemes

The defined benefit pension scheme provides defined benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company.

The contributions to the defined benefit pension scheme have been assessed by a qualified actuary using the project unit method. The most recent full actuarial valuation was at 31 August 2019. The assumptions which had the most significant effect on the results of the valuation were those relating to the rate of investment return and the rate of increase in pay and pensions. The actuarial valuation assumed the investment return (pre retirement) was 5.00% per annum.

The most recent full actuarial valuation showed that the market value of the scheme's assets was £20.2m at 31 August 2019 and the actuarial value of those assets represented 92% of the benefits that had accrued to the members after allowing for expected future increases in earnings. To correct the past service deficit the company contributed additional sums in the year ended 30 September 2019. In addition, the actuary advised that the future level of contributions paid to the scheme by the company should remain the same as in the full actuarial valuation.

This scheme was closed to new members and further accrual effective 1 September 2005. All existing liabilities and obligations in respect of members of this scheme will continue to be funded by the company.

On 26 October 2018, the English High Court ruled that UK pension schemes with Guaranteed Minimum Pensions (GMPs) accrued from 17 May 1990 must equalise for the different effects of these GMPs between men and women. The benefit obligations at the year end have therefore been adjusted in these financial statements.

| | 2020 | 2019 |
|--|---------------|---------------|
| | % | % |
| <i>Key assumptions</i> | | |
| Discount rate | 1.61 | 1.78 |
| Expected rate of increase of pensions in payment | 3.25 | 3.37 |
| Rate of increase in deferred pensions | 2.55 | 2.47 |
| Inflation | 3.25 | 3.37 |
| | <u> </u> | <u> </u> |
| <i>Mortality assumptions</i> | 2020 | 2019 |
| Assumed life expectations on retirement at age 65: | Years | Years |
| Retiring today | | |
| - Males | 22.0 | 21.8 |
| - Females | 23.7 | 23.6 |
| | <u> </u> | <u> </u> |
| Retiring in 20 years | | |
| - Males | 23.3 | 23.1 |
| - Females | 25.2 | 25.2 |
| | <u> </u> | <u> </u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

23 Retirement benefit schemes (Continued)

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| <i>Amounts recognised in the income statement</i> | | |
| Net interest on defined benefit liability/(asset) | (24) | (69) |
| Restriction on net interest income credited to the income statement | 24 | 69 |
| Total costs | - | - |

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| <i>Amounts taken to other comprehensive income</i> | | |
| Actual return on scheme assets | (1,637) | (1,354) |
| Less: calculated interest element | 319 | 522 |
| Return on scheme assets excluding interest income | (1,318) | (832) |
| Restriction on net interest income credited to the income statement | (24) | (69) |
| Actuarial changes related to obligations | (641) | 2,667 |
| Effect of changes in the amount of surplus that is not recoverable | 2,919 | (1,406) |
| Total costs | 936 | 360 |

The amounts included in the statement of financial position arising from the company's obligations in respect of defined benefit plans are as follows:

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Present value of defined benefit obligations | 15,080 | 19,286 |
| Fair value of plan assets | (18,940) | (20,686) |
| Surplus in scheme | (3,860) | (1,400) |
| Restriction on scheme assets | 3,840 | 920 |
| Total asset recognised | (20) | (480) |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

23 Retirement benefit schemes (Continued)

| | 2020 £000 |
|--|---------------|
| <i>Movements in the present value of defined benefit obligations</i> | |
| Liabilities at 1 October 2019 | 19,286 |
| Plan introductions, changes, curtailments and settlements | (3,230) |
| Benefits paid | (630) |
| Actuarial gains and losses | (641) |
| Interest cost | 295 |
| At 30 September 2020 | <u>15,080</u> |

| | 2020 £000 |
|--|---------------|
| <i>The defined benefit obligations arise from plans funded as follows:</i> | |
| Wholly unfunded obligations | - |
| Wholly or partly funded obligations | 15,080 |
| | <u>15,080</u> |

| | 2020 £000 |
|--|---------------|
| <i>Movements in the fair value of plan assets</i> | |
| Fair value of assets at 1 October 2019 | 20,686 |
| Interest income | 319 |
| Return on plan assets (excluding amounts included in net interest) | 1,318 |
| Plan introductions, changes, curtailments and settlements | (3,241) |
| Benefits paid | (630) |
| Contributions by the employer | 488 |
| At 30 September 2020 | <u>18,940</u> |

The actual return on plan assets was £1,637k (2019: £1,354k).

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

23 Retirement benefit schemes (Continued)

| | 2020 | 2019 |
|---|---------------|---------------|
| | £000 | £000 |
| <i>The analysis of the scheme assets at the reporting date were as follows:</i> | | |
| UK Equities | 1,138 | 2,460 |
| Overseas Equities | 6,618 | 8,723 |
| Property | - | 2,952 |
| DGF & Other Growth Assets | 2,704 | 719 |
| Corporate Bond | 2,632 | 3,390 |
| Government Bonds | 1,152 | 1,231 |
| Cash and other | 604 | 731 |
| Escrow account | 20 | 480 |
| LDI | 4,072 | - |
| | <u>18,940</u> | <u>20,686</u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2020

24 Share capital

| | 2020 £000 | 2019 £000 |
|--|-------------------|-------------------|
| Ordinary share capital | | |
| Authorised | | |
| 403,000 Ordinary shares of £1 each | 403 | 403 |
| | <u> </u> | <u> </u> |
| Issued and fully paid | | |
| 286,200 Ordinary shares of £1 each | 286 | 286 |
| | <u> </u> | <u> </u> |
| | 286 | 286 |
| | <u> </u> | <u> </u> |
| Preference share capital | | |
| Authorised | | |
| 45 Cumulative 'A' preferred ordinary shares of £1 each | 45 | 45 |
| 60 Cumulative 'B' preferred ordinary shares of £1 each | 60 | 60 |
| | <u> </u> | <u> </u> |
| | 105 | 105 |
| | <u> </u> | <u> </u> |
| Issued and fully paid | | |
| 5,782 Cumulative 'A' preferred ordinary shares of £1 each | 6 | 6 |
| 19,400 Cumulative 'B' preferred ordinary shares of £1 each | 19 | 19 |
| | <u> </u> | <u> </u> |
| | 25 | 25 |
| | <u> </u> | <u> </u> |

Rights of equity shares

When the company determines the payment of a dividend, the Cumulative 'A' preferred ordinary shares and Cumulative 'B' preferred ordinary shares shall receive preferentially a dividend of 30p and 62.5p respectively per annum. Additionally a dividend of 62.5p per annum will be payable on the Ordinary shares. Finally, any dividends declared in excess of these amounts are then payable on all shares in issue in proportion to the amounts paid up on these shares.

On a return of assets on liquidation or otherwise, the surplus of the company's assets over its liabilities shall first be applied in paying to the Cumulative 'A' preferred ordinary shares and Cumulative 'B' preferred ordinary shares the sum of £3.86 and £5 respectively together with any dividend arrears calculated pari passu to the date of the return of capital and payable whether declared or earned or not. Next, payment of £5 per share will be distributed to the holders of the Ordinary shares. the balance of any remaining assets shall be distributed to all shareholders pari passu in proportion to the amounts paid up on their shares.

25 Reserves

Share premium

Consideration received for shares issued above their nominal value net of transaction costs. There was no movement on the share premium account during the financial year.

Profit and loss reserve

Cumulative profit and loss net of distributions to owners.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

25 Reserves (Continued)

Other reserves

The other reserves balance is made up of the following:

| | 2020 £000 | 2019 £000 |
|----------------------------|--------------|--------------|
| Capital redemption reserve | 77 | 77 |
| Capital reserves | 10 | 10 |
| Acquisition reserves | 35 | 35 |
| | <u>122</u> | <u>122</u> |

The capital redemption reserve arose on the redemption of A and B Preferred shares.

The acquisition reserve represents the excess in the value of the shares allotted over their nominal value, in respect of the acquisition of a subsidiary undertaking.

26 Cash generated from operations

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Profit for the year after tax | 9,652 | 2,606 |
| Adjustments for: | | |
| Taxation charged | 1,463 | 375 |
| Finance costs | 7 | 18 |
| Investment income | (139) | (112) |
| Gain on disposal of tangible fixed assets | (9) | (11) |
| Fair value adjustments on listed investments | (1,097) | 155 |
| Depreciation and impairment of tangible fixed assets | 2,615 | 2,601 |
| Gain on sale of investments | (270) | - |
| Other gains and losses | 11 | - |
| Defined benefit pension scheme contributions paid | (468) | (600) |
| Movements in working capital: | | |
| Decrease/(increase) in stocks | 984 | (203) |
| (Increase)/decrease in debtors | (2,866) | 1,013 |
| (Decrease)/increase in creditors | (797) | 2,663 |
| Cash generated from operations | <u>9,086</u> | <u>8,505</u> |

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

27 Analysis of changes in net funds

| | 1 October 2019 £000 | Cash flows 2020 £000 | 30 September 2020 £000 |
|---------------------------------|---------------------------|----------------------------|------------------------------|
| Cash at bank and in hand | 10,070 | 7,422 | 17,492 |
| Borrowings excluding overdrafts | (72) | - | (72) |
| | <u>9,998</u> | <u>7,422</u> | <u>17,420</u> |

28 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

| | 2020 £000 | 2019 £000 |
|----------------------------|---------------|---------------|
| Within one year | 1,105 | 794 |
| Between one and five years | 4,418 | 4,418 |
| In over five years | 12,774 | 13,878 |
| | <u>18,297</u> | <u>19,090</u> |

29 Related party transactions

Remuneration of key management personnel

The total remuneration of the directors and the management team, who are considered to be the key personnel of the company was £3,669k (2019: £7,643k).

Transactions with subsidiaries

The company owns 100% of the issued share capital of the subsidiary undertakings of the Tunstead Needlefelt Company Limited ("Tunstead") and Cormar (Exports) Limited ("Cormar").

Tunstead Needlefelt Company Limited

No transactions took place during the year between the company and Tunstead. At 30 September 2020, the balance sheet included a debtor balance of £3,000 (2019: £3,000) with Tunstead.

Cormar (Exports) Limited

No transactions took place during the year between the company and Cormar. At 30 September 2020, the balance sheet included a creditor balance of £10,000 (2019: £10,000) with Cormar.

Transactions with a related company

The Mersey Carpet Co., Limited

Mr T Eagles and Mr J Hill are directors of The Mersey Carpet Co., Limited ("Mersey"). In addition, Mrs B W Cormack, Mr D N Cormack, Mr J R Cormack and Mrs H W Polito are shareholders of Mersey. During the year, the company sold goods and services totalling £42,000 (2019: £55,000) to Mersey, in the ordinary course of business. At 30 September 2020, the balance sheet included a creditor balance of £29,000 (2019: £27,000) with Mersey.

GREENWOOD & COOPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2020

30 Directors' transactions

The following directors received dividend payments from the company:

| | 2020 £000 | 2019 £000 |
|-----------------|--------------|--------------|
| Mrs B W Cormack | 97 | 173 |
| D N Cormack | 347 | 622 |
| J R Cormack | 347 | 622 |
| Mrs H W Polito | 277 | 622 |
| | <hr/> | <hr/> |

31 Ultimate controlling party

The company is under the control of its directors.