Registered number: 09485868

## TYSON FOODS UK HOLDING LIMITED

# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022



#### **COMPANY INFORMATION**

**Directors** 

C Calaway G H McGrath

Company secretary

Clyde Secretaries Limited

Registered number

09485868

Registered office

130 Eureka Park Upper Pemberton Kennington Ashford TN25 4AZ

Independent auditor

Crowe U.K. LLP Riverside House 40 - 46 High Street Maidstone

Maidstone Kent ME14 1JH

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#### GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

#### Introduction

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

#### **Business review**

Tyson Foods UK Limited is a Limited Liability Company and an indirectly and wholly owned subsidiary of Tyson Foods Inc. The principal activity of the group is the sale of chilled and frozen meat and processed meat products to the markets of the United Kingdom, Ireland, Sweden, France, Finland, and Denmark.

Tyson Foods, Inc. (NYSE: TSN) is one of the world's largest food companies and a recognized leader in protein. Founded in 1935 by John W. Tyson and grown under three generations of family leadership, the company has a broad portfolio of products and brands and innovates continually to make protein more sustainable, tailor food for everywhere it's available and raise the world's expectations for how much good food can do. Headquartered in Springdale, Arkansas, the company had around 137,000 team members. Through its Core Values, Tyson Foods strives to operate with integrity, create value for its shareholders, customers, communities and team members and serve as a steward of the animals, land and environment entrusted to it.

European brands include Tyson®, Tyson C'Rock Music®, Tyson Hot'n'Kickin®, Universal Meats®, Grab it®, Raised & Rooted®, Speedy Pollo® and Tyson Fresh Meats®.

The group's turnover increased from £97,901k to £187,726k, with a loss of £643k compared to a loss of £5,437k in 2021

#### Principal risks and uncertainties

As a global company, Tyson Foods is exposed to several risks that are beyond its control, such as natural, geopolitical, social or economic risks and unfavorable developments in laws, trade policies, regulations and standards. The main products sold were procured outside of the European Union, requiring certain product quality standards and access to quota licenses. Losing import volume or reduced volume could have a significant financial impact.

Our business operations give rise to certain market risk exposures mostly due to changes in commodity prices, foreign currency exchange rates and interest rates.

#### Liquidity Risk

Finance, Treasury and Cash Management are conducted aiming to maximize income and minimise interest & bank charges expenses, whilst ensuring the company has sufficient liquidity to meet its operating needs.

#### Credit Risk

The group operates a credit policy where all customers who wish to trade on credit terms are subjected to in house and third-party credit checks.

In response to Brexit, the group has assessed the potential impact and implemented strategic plans to mitigate any significant impact resulting from this event.

## GROUP STRATECIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### **Future outlook**

The Group has a long-term strategic goal to become a leader in Sustainability and Worker Welfare. With a good foundation, the Group expects to continue to invest in sustainability projects to meet customer and consumer expectations. Worker health and safety, as well as cultural values and personal development are critical goals to improve workers' and in turn customer satisfaction. The Group expects to continue to invest in initiatives with capital projects and training and education.

The Group has strategic initiatives in place to grow its revenue and profitability through leveraging the Tyson Foods Group's customer and vendor relationships, brands, innovation and production capabilities, as well as continue shifting the portfolio from commodity to value added products.

#### Section 172(1) statement

The directors act in good faith to make decisions, the outcome of which, they consider will be most likely to promote the success of the company for the benefit of its members as a whole both in current periods and in the long term. In discharging their duties above, the directors carefully consider amongst other matters, the impact on and interests of other stakeholders in the company and factor these into their decision-making process.

#### €mployees

Directors receive information on various staff metrics and are committed to promoting a healthy workforce comprising both physical and mental wellbeing. The directors keep staff informed of key issues through structured communication channels, promote inclusion in the workplace and provide training and development opportunities where they are considered of benefit to the company and employees. The Group seek has recruitment and development strategies in place, to attract and retain talented staff. Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned.

#### Customers

The directors commit considerable time, effort and resources into understanding and responding to the needs of our customers with a view to fostering long term mutually beneficial partnerships. We act to service our customer's needs to the highest standards and work quickly to resolve any isolated disagreements that may arise from time to time.

#### Suppliers

The directors have established Group procedures to ensure that external suppliers are individually verified to ensure they meet with the health and safety, regulatory and financial security standards required by the group. The Group seeks to pay all suppliers any undisputed amounts due and that conform with the Group's billing requirements within agreed terms. The Group has established procedures for dispute resolution in a timely and fair manner.

#### Community and the environment

The Group takes its role within the community very seriously and promotes and encourages community and charitable contribution. The Group also recognises the importance of its environmental responsibilities and seeks to implement policies aimed at reducing any potential detrimental environmental impact of its activities.

## Standards and conduct

The group, of which the company is a member, and the Group have a series of defined codes of practice regarding ethical standards and the conduct of business. These are clearly communicated to every staff member and adherence to which is expected and enforced.

## GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

## Streamlined Energy and Carbon Reporting Summary

Streamlined Energy and Carbon Reporting (SECR) is the UK Government's name for energy and carbon reporting and taxation. SECR came into force on 1 April 2019.

Emissions breakdown by scope	2022 UK Emissions tC02e	2021 UK Emissions tC02e	% Change
Scope 1	-	4.33	-100%
Scope 2	19.00	19.25	-1%
Scope 3	2.80	2.58	9%
Total Gross Scope 1 & 2 (tCO2e)	19.00	23.58	-19%
Total Scope 1, 2 & 3 (tCO2e) (Scope 3 = Greyfleet & Electricity Transmission & Distribution	21.80	26.16	-17%
Total kgC02e	21,800.00	26,160.88	-17%
Intensity Metric (Gross Scope 1 & 2): tC02e/£m turnover	0.1200000	0.1828260	-34%
Scope 1 & 2 UK Energy Consumption (kWh)	98,238.00	108,133.06	-9%
Scope 3 (Greyfleet, T&D) Energy Consumption (kWh)	4,312.59	3,534.60	22%
Total UK Energy Consumption (kWh)	102,550.59	111,667.67	-8%

## Energy Efficiency actions undertaken during reporting year:

We have made great strides into Energy saving by moving all staff into 130 Eureka Park with a hot desk system where we do not have to come into the office everyday and we book our desk for the days we need to be in the office we have then closed off 140 Eureka Park. Also the air-conditioning is turned off at the end of the day and the lights are on sensors.

Reporting Year: 01/01/2022 to 31/12/2022 Base Year: 01/01/2022 to 31/12/2022 Methodology: GHG Protocol

# GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

This report was approved by the board and signed on its behalf.

C Calaway Director

Date: 18 December 2023

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

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

#### Directors' responsibilities statement

The directors are responsible for preparing the group strategic report, the directors' report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the Group and of the profit or loss of the Group for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Group's financial statements 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 Group 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 the Group and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Results and dividends

The loss for the year, after taxation, amounted to £643 thousand (2021 - loss £5,437 thousand).

#### Directors

The directors who served during the year were:

C Calaway

B V D Bovenkamp (resigned 12 October 2022)

M B Elser (resigned 11 September 2023)

H V Tongeren (appointed 26 October 2022, resigned 8 February 2023)

G H McGrath was appointed post-year end (11 September 2023)

## Future developments

Future developments are discussed in the strategic report.

## DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

#### Going concern

The directors have prepared the accounts on a going concern basis taking into account the expected results of the business during the going concern assessment period and the funding that is expected to be available to the Group.

Having regard to the above, the directors believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

#### Qualifying third party indemnity provisions

During the year the group had in force a qualifying indemnity provision in favour of its directors in respect of the proceedings brought by third parties subject to the conditions set out in the Companies Act 2006.

#### Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company and the Group's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any
  relevant audit information and to establish that the company and the Group's auditor is aware of that
  information.

### Post balance sheet events

There are no post balance sheet events.

#### **Auditor**

The auditor, Crowe U.K. LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

C Calaway Director

Date: 18 December 2023

#### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF TYSON FOODS UK HOLDING LIMITED

#### Opinion

We have audited the financial statements of Tyson Foods UK Holding Limited (the 'parent company') and its subsidiaries (the 'Group') for the year ended 31 December 2022, which comprise the consolidated statement of comprehensive income, the Consolidated balance sheet, the Company balance sheet, the Company statement of changes in equity, the Company statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 Group's and of the parent company's affairs as at 31 December 2022 and of the Group's loss 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 Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 Group's or the parent company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF TYSON FOODS UK HOLDING LIMITED (CONTINUED)

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

We have nothing to report in this regard.

#### Opinion 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 group 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 group strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit
  have not been received from branches not visited by us; or
- the parent company 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.

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF TYSON FOODS UK HOLDING LIMITED (CONTINUED)

#### Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, 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 Group's and the parent 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 Group or the parent 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 Group financial statements.

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

We obtained an understanding of the legal and regulatory frameworks within which the company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 and taxation legislation.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be the override of controls by management. Our audit procedures to respond to these risks included:

- enquiry of management about the company's policies, procedures and related controls regarding compliance with laws and regulations and if there are any known instances of non-compliance;
- examining supporting documents for all material balances, transactions and disclosures;
- review of the board meeting minutes;
- enquiry of management and review and inspection of relevant correspondence;
- evaluation of the selection and application of accounting policies related to subjective measurements and complex transactions;
- analytical procedures to identify any unusual or unexpected relationships;
- testing the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements; and
- review of accounting estimates for biases.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

## INDEPENDENT AUDITOR'S REPORT TO THE SHARFHOLDER OF TYSON FOODS UK HOLDING LIMITED (CONTINUED)

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Use of our report

This report is made solely to the company's member 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 member 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 member for our audit work, for this report, or for the opinions we have formed.

Ian Weekes (senior statutory auditor)

for and on behalf of Crowe U.K. LLP

**Statutory Auditor** 

Riverside House 40 - 46 High Street Maidstone Kent

Kent ME14 1JH

Date: 19 December 2023

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Turnover	4	187,715	97,901
Cost of sales		(170,053)	(85,552)
Gross profit	•	17,662	12,349
Distribution costs		(3,954)	(3,140)
Administrative expenses		(14,001)	(16,212)
Exceptional administrative expenses		-	(288)
Operating loss	5	(293)	(7,291)
Interest receivable and similar income	9	-	184
Interest payable and similar expenses	10	(123)	(229)
Loss before taxation		(416)	(7,336)
Tax on loss	11	(227)	1,899
Loss for the financial year		(643)	(5,437)
Total comprehensive income for the year		(643)	(5,437)

The notes on pages 18 to 36 form part of these financial statements.

# TYSON FOODS UK HOLDING LIMITED REGISTERED NUMBER: 09485868

# CONSOLIDATED BALANCE SHEET AS AT 31 DECEMBER 2022

	Note		2022 £000		2021 £000
Fixed assets					
Intangible assets	13		7,449		10,297
Tangible assets	14		736		779
		•	8,185	~	11,076
Current assets					
Stocks	15	70,786		45,177	
Debtors: amounts falling due within one year	16	16,541		13,356	
Cash at bank and in hand	17	3,731		3,071	
	•	91,058	-	61,604	
Creditors: amounts falling due within one year	18	(53,364)		(25,467)	
Net current assets	-		37,694		<b>3</b> 6,137
Total assets less current liabilities Provisions for liabilities			45,879	-	47,213
Deferred taxation	20	(1,416)		(2, 107)	
	-		(1,416)	<u></u>	(2,107,
Net assets		-	44,463	_	45,106
Capital and reserves		•		_	
Called up share capital	21		159,634		159,634
Profit and loss account	22		(115,171)		(114,528,
		-	44,463	-	45,106

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 18 December 2023

C Calaway Director

The notes on pages 16 - 40 form part of these financial statements.

# TYSON FOODS UK HOLDING LIMITED REGISTERED NUMBER: 09485868

# COMPANY BALANCE SHEET

	Note		2022 £000		2021 £000
Fixed assets					
Fixed asset investments	28		42,173		69,276
		•	42,173	-	69,276
Current assets					
Debtors: amounts falling due within one year	16	2,425		23,027	
	-	2,425	-	23,027	
Creditors: amounts falling due within one year	18	(136)		(20,285)	
Net current assets	-	<del></del>	2,289	<del></del>	2,742
Total assets less current liabilities		-	44,462	-	72,018
Net assets		-	44,462	_	72,018
Capital and reserves		=		-	<del></del>
Called up share capital	21		159,634		159,634
Profit and loss account brought forward		(87,616)		(110,244)	
Loss/(profit) for the year Profit and loss account carried forward	22	(27,556)	(115,172)	22,628	(87,616)
		_	44,462		72,018

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

C Calaway

Director

The notes on pages 18 to 36 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Profit and loss account	Total equity
	£000	£000	£000
At 1 January 2021	139,800	(109,091)	30,709
Comprehensive income for the year			
Loss for the year	-	(5,437)	(5,437)
Total comprehensive income for the year	-	(5,437)	(5,437)
Contributions by and distributions to owners			
Shares issued during the year	19,834	-	19,834
Total transactions with owners	19,834		19,834
At 1 January 2022	159,634	(114,528)	45,106
Comprehensive income for the year			
Loss for the year	-	(643)	(643)
Total comprehensive income for the year	-	(643)	(643)
At 31 December 2022	159,634	(115,171)	44,463

The notes on pages 16 - 40 form part of these financial statements.

# COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

		•	
	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2021	139,800	(110,244)	29,556
Comprehensive income for the year			
Profit for the year	-	22,628	22,628
Total comprehensive income for the year		22,628	22,628
Contributions by and distributions to owners			
Shares issued during the year	19,834	•	19,834
Total transactions with owners	19,834	-	19,834
At 1 January 2022	159,634	(87,616)	72,018
Comprehensive income for the year			
Loss for the year	-	(27,556)	(27,556)
Total comprehensive income for the year	•	(27,556)	(27,556)
At 31 December 2022	159,634	(115,172)	44,462

The notes on pages 16 - 40 form part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2022

	_	
	2022 £000	2021 £000
Cash flows from operating activities	2000	£000
Loss for the financial year	(643)	(5,437)
Adjustments for:		, , ,
Amortisation of intangible assets	2,848	5,727
Depreciation of tangible assets	53	25
Loss on disposal of tangible assets	-	2,454
Interest paid	123	229
Interest received	-	(184)
Taxation charge	227	(1,899)
(Increase) in stocks	(32,173)	(45,177)
(Increase)/decrease in debtors	(3,185)	4,850
Decrease in amounts owed by/to groups	36,275	5,019
(Decrease)/increase in creditors	(2,513)	15,247
Corporation tax (paid)	(272)	(588)
Net cash generated from operating activities	740	(19,734)
Cash flows from investing activities		
Purchase of tangible fixed assets	(9)	(28)
Interest received	-	184
Net cash from investing activities	(9)	156

## CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

	2022	2021
	£000	£000
Cash flows from financing activities		
Issue of ordinary shares	-	19,834
Interest paid	(123)	(229)
Net cash used in financing activities	(123)	19,605
Net increase in cash and cash equivalents	608	27
Cash and cash equivalents at beginning of year	3,071	3,044
Cash and cash equivalents at the end of year	3,679	3,071
Cash and cash equivalents at the end of year comprise:	<del></del>	
Cash at bank and in hand	3,731	3,071
Bank overdrafts	(52)	-
	3,679	3,071

The notes on pages 18 to 36 form part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 1. General information

The principal activity of the group during the year was the sale of chilled and frozen meat and processed meat products within the United Kingdom.

The company is a private limited by shares company, which is incorporated and registered in England and Wales (09485868).

The address of the registered office is: 130 Eureka Park, Upper Pemberton, Ashford, Kent, TN25 4AZ.

#### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006. The financial statements are presented in Sterling, rounded to the nearest thousand (£'000) unless otherwise stated.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires group management to exercise judgement in applying the group's accounting policies (see note 3).

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements.

#### 2.2 Going concern basis of preparation

The directors have prepared the accounts on a going concern basis taking into account the expected results of the business and because Tyson Foods Inc, a member of the same group providing treasury support and finance to all companies in the group, has confirmed its intent to provide all necessary financial support for 12 months from the date of approval of these accounts.

Having regard to the above, the directors believe it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

#### 2.3 Basis of consolidation

The consolidated financial statements present the results of the company and its subsidiaries ("the group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

The consolidated financial statements incorporate the financial statements of the company and entities (including special purpose entities) controlled by the group (its subsidiaries). Control is achieved where the group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 2. Accounting policies (continued)

#### 2.4 Revenue

Turnover in the group comprises of two classes of business:

#### 1) Sale of products

Turnover comprises net revenues recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Revenue is recognised when goods are dispatched and services rendered.

#### 2) Commission revenue

The group has limited responsibility in arranging or mediating the provision of goods or services for another party. Given the nature of this relationship the group is considered an agent. The revenue the group recognises as commissions earned on transactions are on an agency basis.

#### 2.5 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The useful life of the intangbiles are as follows:

Customer Relationships - 7 to 11 years straight line.

Amortisation charged on intangible assets is charged to the statement of comprehensive income within cost of sales and distribution costs.

#### Goodwill

Goodwill is recognised separately as intangible assets and carried at cost less accumulated impairment losses. Goodwill is amortised over the useful economic life which is considered to be 10 years. Amortisation of goodwill is charged to administrative expenses.

#### 2.6 Foreign currency translation

### Functional and presentation currency

The company's functional and presentational currency is GBP.

## Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 2. Accounting policies (continued)

#### 2.7 Operating leases

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

#### 2.8 Interest income

Interest income is recognised in profit or loss using the effective interest method.

#### 2.9 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

#### 2.10 Pensions

### Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### Accounting policies (continued)

#### 2.11 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### 2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Plant and machinery Fixtures and fittings

- 10%-20% straight line per annum

- 20% straight line per annum

Freehold property

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### Accounting policies (continued)

#### 2.13 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

#### 2.14 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### 2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

### 2.16 Impairment of non-financial assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the company makes an estimate of the assets recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on continuing operations are recognised in the statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

For assets 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, not to be exceed the carrying amount that would have been determined, net of depreciation, had no impairment loses been recognised for the asset or cash generating unit in prior years. A reversal of impairment loss is recognised immediately in the statement of comprehensive income, unless the asset is carried at a revalued amount when it is treated as a revaluation increase.

### 2.17 Financial instruments

The group only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

#### 2. Accounting policies (continued)

discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of income and retained earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the group would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an 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.

## 2.18 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

#### 2.19 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

## 3. Judgements in applying accounting policies and key sources of estimation uncertainty

The group may be required to make estimates and assumptions concerning the future. These estimates and judgements are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition seldom equal the related actual results. The principal areas where judgement was exercised are as follows:

#### Key judgements

## Impairment of investments

The company reviews its investments for impairment on an annual basis or whenever there are indicators

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 3. Judgments in applying accounting policies (continued)

of impairment.

Other judgements include bad debt provision and stock provision which the Directors do not consider to be key due to its immateriality.

#### Key estimates

## Intangible assets

Intangible assets are amortised over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on the number of factors.

Other estimates include depreciation on tangible fixed assets which the Directors do not consider to be key due to its immateriality.

## 4. Turnover

An analysis of turnover by class of business is as follows:

	2022 £000	2021 £000
Sales of products	187,715	97,746
Commission revenue	-	155
	187,715	97,901
Analysis of turnover by country of destination:		
	2022 £000	2021 £000
United Kingdom	187,715	97,901

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

5.	Operating loss		
	The operating loss is stated after charging:		
		2022 £000	2021 £000
	Depreciation of tangible fixed assets	53	25
	Amortisation of intangible assets	2,848	5,727
	Other operating lease rentals	78	77

## 6. Auditor's remuneration

During the year, the Group obtained the following services from the company's auditor and its associates:

	£000	£000
Fees payable to the Group's auditor for the audit of the Group's annual financial statements	39	35
Fees payable to the company's auditor and its associates in respect of:		
Taxation compliance services	20	15
Preparation of statutory accounts	33	35

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 7. Employees

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

Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
4,015	3,460	-	•
583	452	-	-
203	186	-	-
4,801	4,098	-	•
	2022 £000 4,015 583 203	2022 2021 £000 £000 4,015 3,460 583 452 203 186	2022 2021 2022 £000 £000 £000 4,015 3,460 - 583 452 - 203 186 -

The average monthly number of employees, including the directors, during the year was as follows:

	2022 No.	2021 No.
Admin	30	28
Sales and marketing	9	10
	39	38
		<del></del>

The key management personnel are the directors of the company and their remuneration is disclosed in note 8.

## 8. Directors' remuneration

The highest paid director received remuneration of £NIL (2021 - £833 thousand).

The value of the Group's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NiL (2021 - £NIL).

#### 9, Interest receivable

	2022 £000	2021 £000
Other interest receivable	-	184

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

10.	Interest payable and similar expenses		
		2022 £000	2021 £000
	Other loan interest payable	123	229
11.	Taxation		
		2022 £000	2021 £000
	Corporation tax		
	Current tax on profits for the year	859	68
	Adjustments in respect of previous periods	28	(1)
		887	67
	Total current tax	887	67
	Deferred tax		
	Origination and reversal of timing differences	(702)	(603)
	Changes to tax rates	42	(1,363)
	Total deferred tax	(660)	(1,966)
	Taxation on profit/(loss) on ordinary activities	227	(1,899)

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 11. Taxation (continued)

## Factors affecting tax charge for the year

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

		2022 £000	2021 £000
	Loss on ordinary activities before tax	(416)	(7,336)
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)  Effects of:	(79)	(1,394)
	Non-tax deductible amortisation of goodwill and impairment	5	(147)
	Capital aflowances for year in excess of depreciation	-	(3,271)
	Expenses not deductible for tax purposes	121	3,056
	Adjustments to tax charge in respect of prior periods	70	(1,364)
	Unprovided deferred tax not recognised	1	40
	Dividend income	-	723
	Remeasurement of deferred tax for changes in tax rates	(164)	458
	Group relief	273	-
	Total tax charge for the year	227	(1,899)
12.	Exceptional items		
		2022	2021
		£000	£000
	Impairment of assets	-	288

The exceptional items represented the loss on disposal and impairment of certain intangible and tangible fixed assets during the prior year.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 13. Intangible assets

Group

	Customer Relationships £000	lmport Quotas £000	Goodwill £000	Total £000
Cost				
At 1 January 2022	38,797	22,952	4,100	65,849
At 31 December 2022	38,797	22,952	4,100	65,849
Amortisation				
At 1 January 2022	30,578	22,952	2,022	55,552
Charge for the year	2,438		410	2,848
At 31 December 2022	33,016	22,952	2,432	58,400
Net book value				
At 31 December 2022	5,781	•	1,668	7,449
At 31 December 2021	8,219	-	2,078	10,297

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 14. Tangible fixed assets

## Group

Freehold property improvements £000	Plant and machinery £000	⊦ixtures and fittings £000	Total £000
784	216	56	1,056
-	9	-	9
-	-	(22)	(22)
784	225	34	1,043
82	154	40	276
29	20	4	53
-	-	(22)	(22)
111	174	22	307
673	51	12	736
702	61	16	779
	### Property improvements ### ### ### ### ### ### ### ### ### #	### Plant and machinery £000      784	Plant and machinery £000   Fixtures and fittings £000

## 15. Stocks

	Group	Group
	2022	2021
	£000	£000
Finished goods and goods for resale	70,786	45,177
	<del>=======</del>	

The difference between purchase price or production cost of stocks and their replacement cost is not material.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

	Debtors				
		Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
	Trade debtors	15,847	12,691	-	-
	Amounts owed by group undertakings	-	-	2,422	22,993
	Other debtors	674	578	-	-
	Prepayments and accrued income	20	87	3	34
		16,541	13,356	2,425	23,027
17.	Cash and cash equivalents				
		Group	Group	Company	Company
		2022	2021	2022	2021
		£000	£000	£000	£000
	Cash at bank and in hand	3,731	3,071	*	-
	Less; bank overdrafts	(52)	_	(9)	
		3,679	3,071	(9)	
18.	Creditors: Amounts falling due within one	year			
		Group	Group	Company	Company
		2022	2021	2022	2021
	Bank overdrafts	£000 52	£000	£000 9	£000
	Bank overdrans	52 6,768	- 6.400	9	•
	Trada araditars		6,180	-	-
	Trade creditors	•	6 200		20.205
	Amounts owed to group undertakings	42,564	6,289 205	•	20,285
	Amounts owed to group undertakings Corporation tax	42,564 851	205	- - 127	20,285
	Amounts owed to group undertakings Corporation tax Other taxation and social security	42,564 851 286	205 587	- 127 -	20,285 - - -
	Amounts owed to group undertakings Corporation tax	42,564 851	205		20,285 - - - -

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

19.

Financial instruments				
	Group 2022 £000	Group 2021 £000	Company 2022 £000	Company 2021 £000
Financial assets				
Financial assets measured at fair value through profit or loss	3,731	3,072	-	-
Financial assets measured at amortised cost	16,521	12,691	2,422	22, <b>99</b> 3
	20,252	15,763	2,422	22,993
Financial liabilities				
Financial liabilities measured at amortised cost	(58,739)	(24,675)	(9)	(20,085)

Financial assets measured at fair value through profit or loss comprise cash and cash equivalents.

Financial assets measured at amortised cost comprise trade debtors, amounts owed by group undertakings and other debtors.

Financial liabilities measured at amortised cost comprise trade creditors, amounts owed to group undertakings, other creditors and accruals.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

20.	Deferred taxation		
	Group		
		2022 £000	2021 £000
	At beginning of year	(2,107)	(4,073)
	Charged to profit or loss	691	1,966
	At end of year	(1,416)	(2,107)
	The provision for deferred taxation is made up as follows:		
		Group 2022 £000	Group 2021 £000
	Accelerated capital allowances	27	29
	Short term temporary timing differences	2	11
	Deferred tax on consolidated intangibles	(1,445)	(2.147)
		(1,416)	(2,107)
21.	Share capital		
		2022 £000	2021 £000
	Allotted, called up and fully paid 159,634,000 (2021 - 159,634,000) Ordinary shares of £1.00 each	159,634	159,634

## 22. Reserves

## Share premium account

This represents the total paid in excess of the par value of the issued shares.

## Profit and loss account

This represents the accumulated losses to date.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

### 23. Contingent liabilities

Contingent Liabilities and S379A Companies Act 2006 exemption

The Company has provided a guarantee in respect of the outstanding liabilities of the subsidiary companies listed in note 28 in accordance with sections 479A - 479C of the Companies Act 2006, as these UK subsidiary companies of the Group are exempt from the requirements of the Companies Act 2006 relating to the audit of the accounts by virtue of Section 479A of this Act.

#### 24. Pension commitments

The group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost charge represents contributions payable by the group to fund the scheme and amounted to £203k (2021: £186k).

Contributions totalling £30k (2021: £25k) were payable to the fund at the balance sheet date.

#### 25. Commitments under operating leases

At 31 December 2022 the Group and the company had future minimum lease payments due under noncancellable operating leases for each of the following periods:

	Group 2022 £000	Group 2021 £000
Not later than 1 year	78	79
Later than 1 year and not later than 5 years	284	310
Later than 5 years	-	52
	362	441

#### 26. Related party transactions

The company has taken advantage of the exemptions available not to disclose transactions with other group companies.

## 27. Controlling party and ultimate controlling party

The immediate parent company is Tyson Foods UK Holding Limited, a company registered in England and Wales. The ultimate parent company is Tyson Foods Inc, a company registered in the United States of America. The smallest group in which the results of the company are consolidated is that headed by Tyson Food UK Holding Limited. The consolidated accounts of this group are available from Companies House. The largest group in which the results of the company are consolidated is Tyson Foods Inc and are available from www.tysonfoods.com.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 28. Fixed asset investments

#### Company

	Investments in subsidiary companies £000
Cost	
At 1 January 2022	69,276
At 31 December 2022	69,276
Impairment	
Charge for the period	27,103
At 31 December 2022	
	27,103

## Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
Tyson Foods Group Limited	130 Eureka Park Upper Pemberton, Kennington, Ashford, United Kingdom, TN25 4AZ	Ordinary	100%
Tyson Foods Products Limited	As above	Ordinary	100%
Invicta Foods Limited	As above	Ordinary	100%
Tyson Foods UK Limited	As above	Ordinary	100%
Tyson Foods Restaurant Solutions Limited	As above	Ordinary	100%
Tyson Foods Product Solutions Limited	As above	Ordinary	100%
Tyson Foods Wrexham Limited	As above	Ordinary	100%

All subsidiaries have claimed exemption from audit under section 479a of the Companies Act 2006.

# NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

## 28. Fixed asset investments (continued)

## Subsidiary undertakings (continued)

The aggregate of the share capital and reserves as at 31 December 2022 and the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate	
	of share	
,	capital and	
Name		Profit/(Loss)
	£000	£000
Tyson Foods Group Limited	11,833	9
Tyson Foods Products Limited	24,577	823
Invicta Foods Limited	1,529	(3)
Tyson Foods UK Limited	(2,839)	(1,237)
Tyson Foods Restaurant Solutions Limited	3,349	4,002
Tyson Foods Product Solutions Limited	(1,905)	(1,665)
Tyson Foods Wrexham Limited	1,753	18