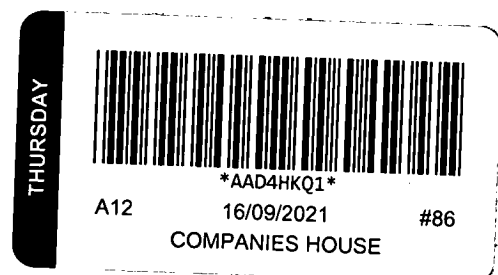


Fresh-Pak Chilled Foods Limited

**Directors' report and financial
statements**

Registered number 01616444

For the period ended 2 January 2021



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Company information

Directors

S J Evans
LP Besa
JC L'Estrange
DA Green
N Concannon

Secretary

LP Besa

Registered office

Waterside Park
Valley Way
Wombwell
Barnsley
South Yorkshire
S73 0BB

Auditor

KPMG LLP
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

Directors' report

The directors present their report and the financial statements for the period ended 2 January 2021.

The company has chosen in accordance with Companies Act 2006, s.414C(11) to set out the company's strategic information required by Large and Medium sized Companies and Group (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the director's report, such as development and performance.

Results and dividends

The profit for the period after taxation is £783,000 (2019: £2,733,000). No dividends were declared and paid during the period (2019: none).

Political contributions

The company made no political donations or incurred any political expenditure during the period (2019: £nil).

Directors

The directors who held office during the period and up to the date of signing this report were as follows:

RMA Patrick (resigned 31 October 2020)
S J Holding (resigned 4 September 2020)
S J Evans (appointed 1 September 2020)
PJ Macnish (resigned 11 January 2021)
JC L'Estrange
DA Green (appointed 6 April 2020)
LP Besa (appointed 1 November 2020)
N Concannon (appointed 16 January 2021)

The company has taken out insurance to indemnify the directors of the company, against third party proceedings whilst serving on the board of the company and of any subsidiary, associate or joint venture. These indemnity policies existed throughout the period and remain in place at the date of this report.

None of the directors had an interest in the share capital of the company as at 2 January 2021 (2019: £nil).

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of staff becoming disabled, every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Engagement with employees

The company places considerable value on the involvement of its employees and has continued its practice of keeping them informed of matters affecting them as employees and on the various factors affecting the performance of the company. This is achieved through formal and informal meetings as well as the distribution of a newsletter. Employees are consulted regularly on a wide range of matters affecting their current and future interests.

Engagement with the community and environment

Environmental sustainability is a key issue for the company and significant time and resources have been invested in building a more robust awareness culture and improving sustainability.

Directors' report *(continued)*

Engagement with suppliers

Suppliers are critical to providing high-quality ingredients and materials used in the manufacturing process of the products the company sells to customers. The company aims to treat its suppliers fairly and pay them within agreed timescales, maintaining high standards of business conduct. Suppliers must accept a Code of Conduct which includes adherence to GDPR requirements.

Engagement with customers

The company aims to serve as a supply chain partner to its customers. Its customer base includes foodservice and retail businesses ranging from take-away coffee shops to large supermarket chains.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

This report was approved by the board on 26 April 2021 and signed on its behalf by:



LP Besa
Director

Waterside Park
Valley Way
Wombwell
Barnsley
S73 0BB

Strategic report

Principal activities

These financial statements cover the period ended 2 January 2021.

Business model

The company creates, prepares, and sells chilled food products to major retailers and the food service industry in the United Kingdom and Europe. The company employs skilled and enthusiastic people to create and prepare, from high quality ingredients, food products that are convenient to use, wholesome, and great to eat. We aim to delight our consumers by providing high quality, innovative convenience food products that are "as good as homemade" and offer good value for money.

Development and Performance during the period

The company's key financial indicators for the period were as follows:

	53 Weeks 2020 £'000	52 weeks 2019 £'000
Turnover	80,556	85,792
EBITDA (before exceptional costs)	3,675	5,529
Net funds	(2,905)	(1,977)

Position at period end and prospects

The substantial investment in an efficient manufacturing base together with the quality of its people has placed the company in a strong position.

The company has retained its focus on product quality, development, and food provenance in what continues to be a very competitive and exceptionally price sensitive market. The company remains confident that in spite of the continuing pressure on industry margins, its strategy of strong and uncompromised technical standards combined with competitive manufacturing costs will place it in a favourable position in the year ahead.

Principal risks and uncertainties

Economic and market risk

In common with the food industry generally, the company's costs and revenues are subject to the effect of fluctuations in input prices, changes in consumer trends and the competitive environment. Exposure to raw material price fluctuations is managed by a central procurement function, agreeing forward prices where appropriate. Commodity prices could continue to rise and the company would seek to pass on costs, where possible, to its customers through price rises. However, constraints in achieving this could affect the company's results. The company seeks to manage changes in consumer trends through portfolio changes and new product innovation.

Operational continuity risk

A major incident, for example a fire, could present significant operational difficulties. The company has plans to manage the impact of such an event and has insurance programmes to mitigate the financial consequences.

Food safety risk

The quality and safety of our products is of the utmost importance. There is an associated risk if they are below standard. The company has strict controls in place and regularly reviews health and safety policies.

Strategic report (*continued*)

Principal risks and uncertainties (*continued*)

Credit risk

The company provides goods and services to well-established customers and consequently credit risk is intrinsically low, as is reflected in a generally low incidence of bad debt write-offs. The company manages this risk by normal credit control processes but to further reduce this risk the company has, during the period, maintained credit insurance on certain key customers.

The credit risk associated with trade creditors is managed by maintaining a list of alternative suppliers to ensure that the risk of interrupted supply is minimised.

Financing and liquidity risk

The company aims to mitigate liquidity risk by managing cash generation and utilisation by its operations, ensuring that adequate headroom is in place.

Foreign exchange risk

The company's policy is to reduce exposure to movements in foreign exchange rates on external cash flows. Forward foreign contracts are taken out to provide partial protection against future movement in foreign exchange rates where there is a forward commitment to purchase goods denominated in a currency other than Sterling.

Covid-19

COVID-19 which is a respiratory illness caused by a new virus, was declared a world-wide pandemic by the World Health Organisation in March 2020. Throughout 2020 the company has needed to respond to the implications and uncertainties that have arisen because of COVID-19 which have had a significant global impact. The company has not been subject to a material impact with respect to COVID-19 with the company's employees designated as key workers and working through the crisis to support customers that continue to be critical to feeding the nation. The company continues to support its customers by sourcing ingredients and manufacturing food products for sale and distribution in the UK and Northern Ireland.

The health and safety of the company's colleagues and visitors to the site has been at the forefront of the actions that have been taken within the business during the period prior to and during the lockdown. Non-financial risks emerging from the global pandemic and remote working by some of the company's employees, counterparties, customers, and suppliers, have been identified, assessed, managed, and governed through timely application of the company's risk management framework. The company has modified its procedures to safeguard its employees and visitor's health, and strictly follows the guidelines for essential services published by the government. At the time of approval of these financial statements, the company continues to monitor the impact of COVID-19 on the company.

Environmental impact and carbon use disclosures

The company identifies sustainability as fundamental to each aspect of its strategy and the long-term success of the Group. Throughout the period ended 2 January 2021 the company has continued to strive toward creating a more socially, environmentally, and economically sustainable business. The company regularly reviews its sustainability strategy as a responsible food manufacturer.

In accordance with the Companies Act 2006 (Strategic report and Director's Report) Regulations 2013, the company reports on its greenhouse gas (GHG) emissions. The methodology used to calculate the emissions is based on the UK Governments Environmental Reporting Guidelines (2013) and emission factors from the 2017 Government (GHG) Conversion Factors for Company Reporting.

Strategic report *(continued)*

Environmental impact and carbon use disclosures *(continued)*

The reported emission sources include those which the company is responsible for, as required under the Companies Act 2006 (Strategic report and Director's Report) Regulations 2013.

As a responsible business the company is mindful of the community in which it operates and the wider environment. Within the offices, factory and surrounding grounds, along with safety and efficiency, attention is paid to the use of natural resources and reducing the carbon footprint of the company. The company is committed to reducing non-recyclable waste and increasing the use of recyclable packaging in the manufacturing process.

	Period ended 2 January 2020	Period ended 28 December 2019
Total production (tonnes)	25,960	28,376
Total primary energy (kWhp)	25,331,525	26,243,025
Performance (kWhp/tonne)	975,791	924,832
Carbon emissions (kg Ce)	1,348,732	1,430,480
CO ₂ emissions	4,945	5,245
Climate Change Levy Discount (£)	75,653	72,626
Ratio (kgCO ₂ e/£1 sales revenue (%))	6.1	6.1
Ratio (kgCO ₂ e/ number of employees (number))	9.0	10.5

S172 Companies Act 2006

The Directors of the company consider that they have acted in a way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in S172 (a-f) of the Companies Act 2006) in the decisions taken during the period ended 2 January 2021.

The Board ensure that the requirements of S172 of the Companies Act 2006 are met and the interests of its stakeholder groups are considered through a combination of the following:

- Standard agenda points and presentations at each Board meeting;
- Regularly scheduled Board presentations and reports, including monthly leadership team meetings with updates on financial, commercial, and operational matters, including Health & Safety updates;
- Regular updates with the stakeholders, including but not limited to, suppliers, customers and employees;
- Consideration of the sustainability of Group operations, the impact of operations on the community and environment, and how this can continue to be improved; and
- A detailed annual budget-setting process covering the following three years, which considers the company strategy and long-term goals of the business.

Strategic report (*continued*)

Going concern

The company manages the treasury functions for the group referred to in note 19 ("the group"). The director of the group has prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements, which include giving due consideration to reasonably plausible downside scenarios. In all scenarios the director believes that the group will have adequate cash resources to continue to settle liabilities as they fall due and therefore will be able to continue as a going concern as detailed in note 1.

This report was approved by the board on 26 April 2021 and signed on its behalf by:


LP Besa
Director

Waterside Park
Valley Way
Wombwell
Barnsley
S73 0BB

Statement of Directors' Responsibilities in Respect of the Strategic Report, the Directors' Report and the Financial Statements

The directors are responsible for preparing the Strategic Report, 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 period. Under that law they have elected to prepare the company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing the company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the Members Of Fresh-Pak Chilled Foods Limited

Opinion

We have audited the financial statements of Fresh-Pak Chilled Foods Limited ("the Company") for the period ended 2 January 2021 which comprise the profit and loss account, balance sheet, statement of changes in equity, the cash flow statement and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 2 January 2021 and of its profit for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease their operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud.

Our risk assessment procedures included:

- Enquiring of the directors and inspection of policy documentation as to the company's policies and procedures to prevent and detect fraud that apply to this company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud;
- Reading board minutes;
- Considering remuneration incentive schemes and performance targets; and
- Using analytical procedures to identify unusual or unexpected relationships.

Independent Auditor's Report to the Members Of Fresh-Pak Chilled Foods Limited (continued)

As required by auditing standards, and taking into account possible pressures to meet profit targets, we perform procedures to address the risk of management override of controls and the risk of fraudulent revenue recognition, including: the risk that revenue is recorded in the wrong period and the risk that management may be in a position to make inappropriate accounting entries.

We did not identify any additional fraud risks.

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit. In determining the audit procedures we have taken into account the results of our evaluation and we performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included entries posted to unusual accounts involving revenue and cash.
- For a sample of revenue transactions around the period end, vouching to supporting external documentation to corroborate whether those items were recorded in the correct accounting period.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards) and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

Firstly, the company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, employment law, and certain aspects of company legislation, recognising the nature of the company's activities. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and inspection of regulatory and legal correspondence, if any. Therefore, if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

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. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Independent Auditor's Report to the Members Of Fresh-Pak Chilled Foods Limited *(continued)*

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial period is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities


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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Independent Auditor's Report to the Members Of Fresh-Pak Chilled Foods Limited *(continued)*

The purpose of our audit work and to whom we owe our responsibilities

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.

 Date: 2021.04.27
06:24:13 +01'00'

Phillipa Symington (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

April 2021

Profit and loss account

For the period ended 2 January 2021

	Note	For the period ended 2 January 2021			For the period ended 28 December 2019
		Before Exceptional items	Exceptional Items	After Exceptional items	
		£000	£000 Note 4	£'000	£000
Turnover	1,2	80,556	-	80,556	85,792
Cost of sales		(70,384)	-	(70,384)	(73,959)
Gross profit		10,172	-	10,172	11,833
Selling and distribution costs		(4,693)	-	(4,693)	(4,975)
Administrative expenses		(3,082)	(1,258)	(4,340)	(3,256)
Operating profit	3	2,397	(1,258)	1,139	3,602
Interest receivable and similar income	2	2	-	2	1
Interest payable and similar charges	7	(250)	-	(250)	(203)
Profit/(loss) on ordinary activities before taxation		2,149	(1,258)	891	3,400
Tax on profit/(loss) on ordinary activities	8	(571)	239	(332)	(667)
Profit/(loss) on ordinary activities after taxation		1,578	(1,019)	559	2,733

All amounts relate to continuing operations.

There was no other comprehensive income for 2020 or 2019 other than that included in the profit and loss account.

The notes on pages 17 to 27 form part of these financial statements.

Balance sheet

At 2 January 2021

	Note	As at 2 January 2021		As at 28 December 2019	
		£000	£000	£000	£000
Fixed assets					
Tangible fixed assets	9		10,102		10,046
Fixed asset investments	10		270		270
			<u>10,372</u>		<u>10,316</u>
Current assets					
Stocks	11	1,677		2,151	
Debtors	12	31,321		29,057	
Cash at bank	13	132		90	
		<u>33,130</u>		<u>31,298</u>	
Creditors: amounts falling due within one year	14	<u>(15,939)</u>		<u>(14,593)</u>	
Net current assets			<u>17,191</u>		<u>16,705</u>
Total assets less current liabilities			<u>27,563</u>		<u>27,021</u>
Provision for liabilities	15		<u>(1,206)</u>		<u>(1,223)</u>
Net assets			<u>26,357</u>		<u>25,798</u>
Capital and reserves					
Called up share capital	16		2,864		2,864
Share premium account			131		131
Other reserve			35		35
Profit and loss account			<u>23,327</u>		<u>22,768</u>
Shareholders' funds			<u>26,357</u>		<u>25,798</u>

These financial statements were approved by the board of directors on 26 April 2021 and were signed on its behalf by:

Lloyd Besa
LP Besa
Director

The notes on pages 17 to 27 form part of these financial statements.

Statement of changes in equity
For the period ended 2 January 2021

	Called-up Share Capital	Share premium account	Other reserves	Profit and loss account	Total Capital and Reserves
	£000	£000	£000	£000	£000
At 30 December 2018	2,864	131	35	20,035	23,065
Profit for the period	-	-	-	2,733	2,733
At 28 December 2019	2,864	131	35	22,768	25,798
	Called-up Share Capital	Share premium account	Other reserves	Profit and loss account	Total Capital and Reserves
	£000	£000	£000	£000	£000
At 29 December 2019	2,864	131	35	22,768	25,798
Profit for the period	-	-	-	559	559
At 2 January 2021	2,864	131	35	23,327	26,357

The notes on pages 17 to 27 form part of these financial statements.

Cash flow statement

At 2 January 2021

	Period ended 2 January 2021 £000	Period ended 28 December 2019 £000
Cash flows from operating activities		
Profit for the period	559	2,733
<i>Adjustments for:</i>		
Depreciation, amortisation and impairment	1,278	823
Interest receivable and similar income	(2)	(1)
Interest payable and similar expenses	250	203
Taxation	332	474
Decrease/(increase) in trade and other debtors	1,608	(105)
Decrease in stocks	474	3
Decrease in amounts owed by group undertakings	(3,414)	(3,608)
Decrease in trade and other creditors	(207)	(483)
(Decrease)/increase in provisions	(17)	193
Tax paid	(139)	(532)
Net cash from operating activities	<u>722</u>	<u>(300)</u>
Cash flows from investing activities		
Interest received	2	1
Acquisition of tangible fixed assets	(1,398)	(1,988)
Net cash from investing activities	<u>(1,396)</u>	<u>(1,987)</u>
Cash flows from financing activities		
Interest paid	(255)	(203)
Net cash from financing activities	<u>(255)</u>	<u>(203)</u>
Net decrease in cash and cash equivalents	(929)	(2,490)
Cash and cash equivalents at start of period	(1,977)	513
Cash and cash equivalents at 2 January 2021	<u>(2,906)</u>	<u>(1,977)</u>

The notes on pages 17 to 27 form part of these financial statements.

Notes to the financial statements

(Forming part of the financial statements)

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements present information about the company as an individual undertaking and not about its group. Information in respect of Deli Fresh Chilled Foods Limited, the company's subsidiary undertaking, is included in Note 10 to the accounts.

These financial statements were prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006. The presentation currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements.

The accounting policies below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements

Going concern

The financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have performed a going concern assessment for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides and the anticipated impact of COVID-19 on the operations and its financial resources, the company will have sufficient funds to meet its liabilities as they fall due for that period.

The reasonable plausible downside scenarios modelled included the presumption of a further lock-down following an outbreak of COVID-19 whereby turnover may reduce at short notice for up to two months in quarter 4 due to the impact on certain of the company's customers.

Even in the downside scenario, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost.

Notes (continued)

2 Accounting policies (continued)

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold land & buildings	-	over 10 to 25 years
Plant and machinery	-	over 5 to 11 years
Motor vehicles (included within plant & machinery)		25% reducing balance

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand. Liquid resources are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market.

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Stocks

Stocks are valued at a lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rate of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

Taxation

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers.

Notes (continued)

1 Accounting policies (continued)

Grant income

Government grants are recognised at the fair value of the asset received or receivable when there is a reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

Grants receivable in respect of the Coronavirus Job Retention Scheme are recognised as deferred income and released over the life of grant income, which is over the employment period that the grant relates to and in line with the recognition of the employee costs for the period.

2 Turnover

Turnover is attributable to one continuing activity, the manufacture of convenience chilled food products.

An analysis of turnover by geographical market is as follows:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
United Kingdom	80,408	85,587
Europe	148	205
	<u>80,556</u>	<u>85,792</u>

3 Operating profit

The operating profit is stated after charging:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Depreciation of tangible fixed assets - owned by the company	1,278	823
Auditor remuneration		
- Audit of these financial statements	35	26
- Taxation compliance services	9	6
Grant income – Coronavirus Job Retention Scheme	67	-
Operating lease rentals – land and buildings	596	587
Operating lease rentals – plant and machinery	507	435
	<u>2,482</u>	<u>1,857</u>

4 Exceptional costs

The operating profit is stated after charging an exceptional item of £1,258,000 (2019: £1,104,000). The exceptional item relates to costs incurred in increasing the operational capacity of the business. The costs include those related to developing the manufacturing process for new product groups.

Notes (continued)

5 Staff costs

Staff costs were as follows:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Wages and salaries	12,972	11,506
Social security costs	1,135	1,015
Other pension costs	266	254
	<u>14,373</u>	<u>12,775</u>

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

	For the period ended 2 January 2021 No of employees	For the period ended 28 December 2019 No of employees
Production staff	423	374
Sales and distribution staff	5	6
Administration staff	121	118
	<u>549</u>	<u>498</u>

Pensions contributions outstanding at the period end amount to £39,176 (2019: £49,736).

Notes *(continued)*

6 Directors' remuneration

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Emoluments	1,053	824
	<u> </u>	<u> </u>
Company pension contributions to money purchase pension schemes	33	36
	<u> </u>	<u> </u>

During the period retirement benefits were accruing to 3 directors (2019: 3) in respect of money purchase pension schemes.

The amounts in respect of the highest paid director were as follows:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Emoluments	234	290
	<u> </u>	<u> </u>
Pension contributions	17	14
	<u> </u>	<u> </u>

7 Interest payable and similar charges

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Bank loans and overdrafts	250	203
	<u> </u>	<u> </u>

Notes (continued)

8 Tax on profit on ordinary activities

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
<i>UK corporation tax</i>		
Current tax on profit for the period	173	327
Net payment for group relief	104	140
Adjustments in respect of prior periods	72	7
	<hr/>	<hr/>
Total current tax	349	474
<i>Deferred tax</i>		
Origination and reversal of timing differences		
- current period	49	192
- previous period	(66)	1
	<hr/>	<hr/>
Total tax on profit on ordinary activities	332	667
	<hr/> <hr/>	<hr/> <hr/>

Factors affecting the tax charge for the current period

The current tax charge for the period is at the standard rate of corporation tax in the UK 19% (2019: 19%). The differences are explained below:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Profit on ordinary activities before tax	891	3,400
	<hr/>	<hr/>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19 % (2019: 19%)	169	646
<i>Effects of:</i>		
Expenses not deductible for tax purposes	15	17
Capital allowances	53	19
Effect of change of tax rate	89	(23)
Adjustment to tax in respect of prior periods	72	7
Adjustment to tax in respect of prior periods deferred tax	(66)	1
	<hr/>	<hr/>
Total tax charge for the period (see note above)	332	667
	<hr/> <hr/>	<hr/> <hr/>

Notes (continued)

8 Taxation (continued)

Deferred taxation

Deferred tax provided is as follows:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Liability at start of the period	823	630
Current period	(17)	193
	<hr/>	<hr/>
Liability at end of the period	806	823
	<hr/> <hr/>	<hr/> <hr/>

The deferred tax liability comprises:

	For the period ended 2 January 2021 £000	For the period ended 28 December 2019 £000
Accelerated capital allowances	806	823
	<hr/>	<hr/>
Total (note 15)	806	823
	<hr/> <hr/>	<hr/> <hr/>

Factors affecting the tax charge for future periods

A UK corporation rate of 19% (effective 1 April 2020) was substantively enacted on 17 March 2020, reversing the previously enacted reduction in the rate from 19% to 17%. Deferred tax has therefore been calculated at 19% for the period ended 2 January 2021.

The opening amounts, which were previously calculated at 17%, have been adjusted and separate disclosures have been included to reflect this in the workings.

The UK Budget on 3 March 2021 included an announcement that the corporation tax rate will increase to 25% from 1 April 2023 for certain companies. This increase has not yet been substantively enacted. Under IAS 12 and FRS 102, deferred tax is required to be calculated using rates that have been substantively enacted at the balance sheet date. Consequently, deferred tax should continue to be calculated at 19% until the 25% tax rate has been substantively enacted, which is expected to occur during Summer of 2021. In the meantime, the 25% tax rate announcement is a non-adjusting post balance sheet event.

Notes (continued)

9 Tangible fixed assets

	Leasehold land and buildings £000	Plant and Machinery £000	Total £000
Cost			
At 28 December 2019	4,982	21,017	25,999
Additions	-	1,334	1,334
Transfers between categories	856	(856)	-
	<hr/>	<hr/>	<hr/>
At 2 January 2021	5,838	21,495	27,333
	<hr/>	<hr/>	<hr/>
Depreciation			
At 28 December 2019	3,106	12,847	15,953
Charge for the period	250	1,028	1,278
	<hr/>	<hr/>	<hr/>
At 2 January 2021	3,356	13,875	17,231
	<hr/>	<hr/>	<hr/>
Net book value			
At 2 January 2021	2,482	7,620	10,102
	<hr/>	<hr/>	<hr/>
At 28 December 2019	1,876	8,170	10,046
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

10 Fixed asset investments

	Shares in group companies £000
Cost	
As at 28 December 2019 and 2 January 2021	550
	<hr/>
Amount provided	
As at 28 December 2019 and 2 January 2021	280
	<hr/>
Carrying value	
As at 28 December 2019 and 2 January 2021	270
	<hr/> <hr/>

Under the provisions of section 400 of the Companies Act 2006 the company is exempt from preparing consolidated accounts. Therefore the accounts show information about the company as an individual entity.

The company holds 100% of the issued ordinary share capital of Deli Fresh Chilled Foods Limited, which is incorporated in England, and does not currently trade. The registered address of Deli Fresh Chilled Foods is Waterside Park, Valley Way, Wombwell, Barnsley, S73 0BB.

Notes (continued)

11 Stocks

	As at 2 January 2021	As at 28 December 2019
	£000	£000
Raw material	1,387	1,836
Finished goods and goods for resale	290	315
	<u>1,677</u>	<u>2,151</u>

Raw materials consumed and changes in finished goods recognised as cost of sales in the year amounted to £45,776,000 (2019: £50,638,000). The write down of stocks to net realisable value amounted to £nil (2019: £56,000). The write down is included in cost of sales if applicable.

12 Debtors

	As at 2 January 2021	As at 28 December 2019
	£000	£000
Trade debtors	9,009	10,414
Amounts owed by group undertakings	21,621	17,749
Other debtors	370	631
Prepayments and accrued income	321	263
	<u>31,321</u>	<u>29,057</u>

The company has formal documented intercompany loan agreements. Under the terms of these agreements no interest is charged. The loans are unsecured and repayable on demand.

13 Cash and cash equivalents

	As at 2 January 2021	As at 28 December 2019
	£000	£000
Cash at bank	132	90
Invoice discounting facility (see note 14)	(3,038)	(2,067)
	<u>(2,906)</u>	<u>(1,977)</u>
Cash and cash equivalents per cash flow statement		

Notes (continued),

14 Creditors: amounts falling due within one year

	As at 2 January 2021 £000	As at 28 December 2019 £000
Bank Loan	3,038	2,067
Trade creditors	7,328	8,103
Amounts owed to group undertakings	912	350
Corporation Tax	173	67
Social security and other taxes	411	284
Other creditors	199	170
Accruals and deferred income	3,878	3,552
	<u>15,939</u>	<u>14,593</u>

The above includes a specific accrual, amounting to £650,000, for estimated penalties and associated costs relating to an ongoing investigation and claim by the relevant government authority for the alleged unlawful discharge of trade effluent. An investment in an onsite effluent treatment plant, to be constructed within the next twelve months, is awaiting planning permission. No costs are committed at the period end but the investment is estimated to be £1 million.

The company has formal documented intercompany loan agreements. Under the terms of these agreements no interest is charged. The loans are unsecured and repayable on demand.

The company's borrowings, excluding share capital, at the balance sheet date together with their principal terms were as follows:

	Invested capital outstanding at period end £'000	Repayment terms	Interest
Invoice discounting facility	3,038	£7.5m facility to 30 June 2022	3 Month LIBOR +2.50%

15 Provisions

	Property provisions £000	Deferred Tax £000	Total £000
At 28 December 2019	400	823	1,223
Charged during the period	-	(17)	(17)
At 2 January 2021	<u>400</u>	<u>806</u>	<u>1,206</u>

Property provisions comprise net future rents payable on onerous property leases and provision for terminal dilapidations. The majority of the provision is expected to be utilised over the remaining 21 years of the main lease provided for.

Notes (continued)

16 Called up equity share capital

	As at 2 January 2021 £000	As at 28 December 2019 £000
<i>Allotted, called up and fully paid</i>		
2,864,473 Ordinary shares of £1 each	2,864	2,864

17 Commitments

a) Capital commitments at the end of the financial period for which no provision has been made, are as follows:

	As at 2 January 2021 £000	As at 28 December 2019 £000
Contracted	143	267

b) Non-cancellable operating lease rentals are payable as follows:

	As at 2 January 2021 £000	As at 28 December 2019 £000
Less than one year	774	829
In the second to fifth years inclusive	1,225	1,885
Over five years	860	910
	2,859	3,624

18 Related party transactions

The company has taken advantage of the exemption from disclosing transactions with related parties that are part of the Upsilon Topco Limited group of companies.

During the period the company traded with the Coveris group of companies, which are under common ownership. The amount traded with the group during the period was £1,598,412 (2019: £1,364,022) and the amount outstanding at the period end was £293,302 (2019: £223,672).

The only other related party transactions are payments to directors under their service contracts. They are disclosed in the director's emoluments (see note 6).

19 Ultimate parent undertaking and controlling party

The immediate parent undertaking is Chilled Foods (UK) Ltd and the company's ultimate parent undertaking and controlling entity is a private equity investment fund advised by an affiliate of Sun Capital Partners, Inc.

Upsilon Topco Limited is the smallest and largest company for which consolidated accounts including Fresh-Pak Chilled Foods Limited are prepared. The consolidated accounts of Upsilon Topco Limited are available from Companies House.