# REFRESH UK PLC FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2002

**Company Registration Number 3965055** 

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# FINANCIAL STATEMENTS

# YEAR ENDED 31 MAY 2002

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# OFFICERS AND PROFESSIONAL ADVISERS

The board of directors RGR Thompson

N G Bryan Dr D G Taylor R W Luscombe R R A Breare J D A Birch

Company secretary N G Bryan

Registered office 55 Stallard Street

Trowbridge Wiltshire BA14 8HH

Auditors Moore Stephens

Chartered Accountants & Registered Auditors

30 Gay Street

Bath BA1 2PA

**Bankers** HSBC

45 Milsom Street

Bath BA1 1DU

Solicitors Bond Pearce

Town Quay House 7 Town Quay House

Southampton SO14 2PT

#### THE DIRECTORS' REPORT

#### YEAR ENDED 31 MAY 2002

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 May 2002.

#### PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the year was that of selling and marketing specialist and niche brands of beer. No significant changes in the nature of these activities occurred during the period.

The net profit after providing for taxation amounted to £328,977.

The directors are satisfied with the state of the company's affairs at 31 May 2002 and the year's results. They look forward to continued growth in the ensuing year.

#### RESULTS AND DIVIDENDS

The trading results for the year, and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend.

#### THE DIRECTORS AND THEIR INTERESTS IN SHARES OF THE PARENT COMPANY

The directors who served the company during the year together with their beneficial interests in the shares of the parent company were as follows:

#### Ordinary shares of £0.01 each in the parent company

	At	At
	31 May 2002	1 June 2001
R G R Thompson	750,001	750,001
N G Bryan	112,500	112,500
Dr D G Taylor	112,500	112,500
R W Luscombe	112,500	112,500
R R A Breare	37,498	37,498
J D A Birch		· <b>-</b>

During the year the following share options were granted to the directors:

	Number of shares
N G Bryan Dr D G Taylor R Luscombe	37,500 37,500 37,500
R R A Breare	37,500

# **DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

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

select suitable accounting policies, as described on pages 9 to 10, and then apply them consistently;

make judgements and estimates that are reasonable and prudent; and

prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

#### THE DIRECTORS' REPORT (continued)

#### YEAR ENDED 31 MAY 2002

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **AUDITORS**

A resolution to re-appoint Moore Stephens as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office: 55 Stallard Street Trowbridge Wiltshire BA14 8HH Signed by order of the directors

N G BRYAN Company Secretary

Approved by the directors on 4 November 2002

#### INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

#### YEAR ENDED 31 MAY 2002

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention and the accounting policies set out on pages 9 to 10.

#### RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities on pages 2 to 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it. Our responsibilities do not extend to any other information.

#### BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### **OPINION**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 May 2002 and of the profit of the company for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

30 Gay Street Bath BA1 2PA MOORE STEPHENS Chartered Accountants & Registered Auditors

4 November 2002

# PROFIT AND LOSS ACCOUNT

# YEAR ENDED 31 MAY 2002

	Note	2002 £	2001 £
TURNOVER	2	10,315,831	10,671,122
Cost of sales		7,048,106	7,515,985
GROSS PROFIT		3,267,725	3,155,137
Distribution costs Administrative expenses Other operating income		861,729 2,114,762 (6,225)	827,883 2,165,641 (5,755)
OPERATING PROFIT	3	297,459	167,368
Profit on disposal of fixed assets	6	184,930	_
		482,389	167,368
Interest receivable Interest payable	7 <b>8</b>	6,677 (21,176)	10,124 (40,050)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		467,890	137,442
Tax on profit on ordinary activities	9	138,913	37,228
RETAINED PROFIT FOR THE FINANCIAL YEAR		328,977	100,214

The company has no recognised gains or losses other than the results for the year as set out above.

All of the activities of the company are classed as continuing.

# RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

# YEAR ENDED 31 MAY 2002

	2002 £	2001 £
Profit for the financial year	328,977	100,214
New equity share capital subscribed	<del></del>	50,002
Net addition to funds	328,977	150,216
Opening shareholders' equity funds	150,216	
Closing shareholders' equity funds	479,193	150,216

The notes on pages 9 to 17 form part of these financial statements.

# **BALANCE SHEET**

# 31 MAY 2002

		2002		2001	
	Note	£	£	£	£
FIXED ASSETS					
Intangible assets	10		235,784		327,284
Tangible assets	11		223,524		557,699
			459,308		884,983
CURRENT ASSETS					
Stocks	12	612,593		548,418	
Debtors	13	1,931,485		1,654,429	
Cash at bank and in hand		234,857		64,509	
		2,778,935		2,267,356	
CREDITORS: Amounts falling due					
within one year	14	2,715,947		2,964,895	
NET CURRENT ASSETS/(LIABIL	ITIES)		62,988		(697,539)
TOTAL ASSETS LESS CURRENT	LIABILITI	ES	522,296		187,444
PROVISIONS FOR LIABILITIES	AND CHAR	GES			
Deferred taxation	16		43,103		37,228
			479,193		150,216
			***************************************		
CAPITAL AND RESERVES					
Called-up equity share capital	20		50,002		50,002
Profit and Loss Account	21		429,191		100,214
SHAREHOLDERS' FUNDS			479,193		150,216
			***************************************		

These financial statements were approved by the directors on the 4 November 2002 and are signed on their behalf by:

P G P THOMPSON

NGRRVAN

# **CASH FLOW STATEMENT**

# YEAR ENDED 31 MAY 2002

		2002		2001	[
	Note	£	£	£	£
NET CASH INFLOW FROM					
OPERATING ACTIVITIES	22		185,511		603,847
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid		6,677 (21,176)		10,124 (40,050)	
NET CASH OUTFLOW FROM RETURN ON INVESTMENTS AND SERVICING		<u> , , , , , , , , , , , , , ,</u>	(14.400)	<u></u> -	(20.026)
FINANCE			(14,499)		(29,926)
CAPITAL EXPENDITURE  Payments to acquire intangible fixed assets  Payments to acquire tangible fixed assets  Receipts from sale of fixed assets		(1) (29,098) 475,638		(401,388) (609,429) 4,200	
NET CASH INFLOW/(OUTFLOW) FROM CAPITAL EXPENDITURE	OM		446,539		(1,006,617)
CASH INFLOW/(OUTFLOW) BEFORE FINANCING	E		617,551		(432,696)
FINANCING Issue of equity share capital New debenture loans Repayment of debenture loans Repayment of bank loans		- - - (447,203)		50,002 (545,000) 545,000 447,203	
NET CASH (OUTFLOW)/INFLOW FREFINANCING	ОМ		(447,203)	<del>_</del>	497,205
INCREASE IN CASH	23		170,348		64,509

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MAY 2002

#### 1. ACCOUNTING POLICIES

#### **Basis of accounting**

The financial statements have been prepared under the historical cost convention.

#### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

#### Goodwill

Goodwill is the difference between the amount paid on the acquisition of a business and the aggregate fair value of its separate net assets. Goodwill is amortised through the profit and loss account over the directors' estimate of its useful economic life.

#### Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill

- 20% straight line

Manufacturing know how and Trade Marks

- 20% straight line

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & Machinery

20% straight line

Fixtures & Fittings

33% straight line

Computer equipment

20% straight line

Yeasts

- 20% straight line

#### Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

### Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

#### Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### **Pension costs**

The company operates a money purchase (defined contribution) pension scheme. Contributions payable to this scheme are charged to the profit and loss account in the period to which they relate. These contributions are invested separately from the company's assets.

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MAY 2002

#### 1. ACCOUNTING POLICIES (continued)

#### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- \* provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;
- \* provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;
- \* deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

# Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### 2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	2002	2001
	£	£
United Kingdom	10,231,758	10,580,334
Europe	84,073	77,959
North America	· <del>-</del>	12,373
Rest of the world		456
	10,315,831	10,671,122

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MAY 2002

# 3. OPERATING PROFIT

Operating	profit is	stated	after	charging:
Operaning	DIOIII ID	Duncu	ши	VIIIII SIIIS.

	2002	2001
	£	£
Amortisation	72,786	74,104
Depreciation	83,794	47,530
Auditors' remuneration		
- as auditors	11,500	11,525
- for other services	9,825	6,300
Operating lease costs:		
Land and buildings	23,316	8,074
Vehicles	48,218	63,374

# 4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

	2002 No.	2001 No.
Sales	19	16
Administration	6	6
	25	22
The aggregate payroll costs of the above were:	_	
The aggregate payron costs of the above were.	2002	2001
	£	£
Wages and salaries	934,882	823,061
Social security costs	101,959	96,641
Other pension costs	30,939	28,234
	1,067,780	947,936

# 5. **DIRECTORS' EMOLUMENTS**

The directors' aggregate emoluments in respect of qualifying services were:

	2002	2001
Emoluments receivable	334,596	312,919
Value of company pension contributions to money		,
purchase schemes	13,625	13,306
	348,221	326,225
Emoluments of highest paid director:		
8	2002	2001
	£	£
Total emoluments (excluding pension contributions): Value of company pension contributions to money	100,866	93,725
purchase schemes	4,346	4,239
	105,212	97,964

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MAY 2002

# 5. DIRECTORS' EMOLUMENTS (continued)

The number of directors who are accruing benefits under company pension schemes were as follows:

	The number of directors who are accruing benefits under company pension schemes were as follows:		
		2002	2001
	Monor murchase sehamas	No.	No.
	Money purchase schemes	<u>4</u>	4
6.	PROFIT ON DISPOSAL OF FIXED ASSETS		
		2002	2001 £
	Profit on disposal of fixed assets	£ 184,930	<b></b> -
	During the year the Company disposed of casks and kegs r		
	arrangement has been entered into to lease back these item agreement.	is the substance of which i	s an operating lease
7.	INTEREST RECEIVABLE		
		2002	2001
	Don't interest receivable	£	£
	Bank interest receivable	6,677	10,124
8.	INTEREST PAYABLE		
		2002	2001
	Interport novelle on healt homorping	£ 680	£
	Interest payable on bank borrowing Other similar charges payable	20,496	20,204 19,846
	<b>F</b> J	21,176	40,050
9.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
	Taxation		
		2002 £	2001 £
	Current tax:	ž.	*
	UK Corporation tax based on the results for the year	133,038	_
	Total current tax	133,038	-
	Deferred tax:		
	Increase in deferred tax provision	5,875	37,228
	Tax on profit on ordinary activities	138,913	37,228

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MAY 2002

#### 10. INTANGIBLE FIXED ASSETS

	Manufacturing Know How and		
	Goodwill	Trade Marks	Total
	£	£	£
COST			
At 1 June 2001	31,290	370,098	401,388
Additions	1	_	1
Disposals	(18,715)		(18,715)
At 31 May 2002	12,576	370,098	382,674
AMORTISATION			
At 1 June 2001	6,258	67,846	74,104
Charge for the year	6,258	74,014	80,272
On disposals	(7,486)	<del></del>	(7,486)
At 31 May 2002	5,030	141,860	146,890
NET BOOK VALUE			
At 31 May 2002	7,546	228,238	235,784
At 31 May 2001	25,032	302,252	327,284

During the year £18,715 of deferred consideration was received by Refresh Uk Plc in relation to the original purchase of the business.

This has resulted in a reassessment of the goodwill arising on purchase and this has been treated as a disposal in this year's accounts. An adjustment has also been made in the accounts for the revised amortisation charge which has resulted in a write-back of amortisation in the Profit and Loss account totalling £7,486.

# 11. TANGIBLE FIXED ASSETS

	Plant & Machinery £	Fixtures & fittings	Computer Equipment £	Yeast £	Total £
COST	*	٠.	2	*	d-
At 1 June 2001	427,794	42,103	97,832	37,500	605,229
Additions	5,600	7,678	13,720	2,100	29,098
Disposals	(282,689)	_	<del>-</del>	<del>-</del>	(282,689)
At 31 May 2002	150,705	49,781	111,552	39,600	351,638
DEPRECIATION					
At 1 June 2001	26,956	4,265	9,434	6,875	47,530
Charge for the year	40,436	14,637	20,947	7,774	83,794
On disposals	(3,210)	<del>-</del>	_	· _	(3,210)
At 31 May 2002	64,182	18,902	30,381	14,649	128,114
NET BOOK VALUE					
At 31 May 2002	86,523	30,879	81,171	24,951	223,524
At 31 May 2001	400,838	37,838	88,398	30,625	557,699

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MAY 2002

#### 12. STOCKS

	2002	2001
	£	£
Work in progress	43,088	33,526
Finished goods	569,505	514,892
	612,593	548,418

There is no material difference between the replacement cost of stocks and their balance sheet amounts.

#### 13. DEBTORS

	2002	2001
	£	£
Trade debtors	1,800,125	1,431,331
Other debtors	118,337	213,351
Prepayments and accrued income	13,023	9,747
	1,931,485	1,654,429
	**************************************	

### 14. CREDITORS: Amounts falling due within one year

	2002	2001
	£	£
Bank loans and overdrafts	_	447,203
Trade creditors	1,052,490	1,140,759
Amounts owed to group undertakings	99,989	99,989
Other creditors including taxation and social security:		
Corporation tax	133,038	_
Other taxation and social security	207,440	63,057
Other creditors	476,557	531,521
	1,969,514	2,282,529
Accruals and deferred income	746,433	682,366
	2,715,947	2,964,895

HSBC Bank Plc hold a fixed and floating charge over the assets of the company.

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	2002	2001
	£	£
Bank loans and overdrafts	-	447,203

#### 15. PENSIONS

The company operates a money purchase (defined contribution) pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £30,939 (2001:£28,234). There are no outstanding or prepaid contributions at the year end.

#### NOTES TO THE FINANCIAL STATEMENTS

#### YEAR ENDED 31 MAY 2002

#### 16. DEFERRED TAXATION

	2002	2001
	£	£
The movement in the deferred taxation provision du	ring the year was:	
Provision brought forward	37,228	_
Profit and Loss Account movement arising during	the	
year	5,875	37,228
Provision carried forward	43,103	37,228

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2002	2001
E	ž.	t
Excess of taxation allowances over depreciation on fixed		
assets	43,103	37,228
	43,103	37,228
	10,100	37,220

#### 17. COMMITMENTS UNDER OPERATING LEASES

At 31 May 2002 the company had annual commitments under non-cancellable operating leases as set out below.

	2002		2001	
	Land & Buildings £	Other Items £	Land & Buildings £	Other Items £
Operating leases which expire:				
Within 1 year	23,500	9,191	23,500	33,044
Within 2 to 5 years	54,833	79,419	78,333	8,413
	78,333	88,610	101,833	41,457

#### 18. CONTINGENCIES

The Company is party to a cross-guarantee with HSBC Bank Plc in respect of the borrowings of other undertakings in the Refresh Group including USW Limited, Refresh Group Limited, The Far East Beer Company Limited and The Wychwood Brewery Company Limited.

#### 19. RELATED PARTY TRANSACTIONS

During the year rebates at arms length were made to the Innspired Group Ltd. JDA Birch is a director of both Refresh UK Plc and Innspired Group Ltd. The total charge in the year amounted to £967,544, of which £71,092 remains outstanding at the year end.

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MAY 2002

# 20. SHARE CAPITAL

Authorised	share	canital:
Transmotion	DILLIE C	cupitai.

	2002	2001
	£	£
1,765,000 Ordinary shares shares of £0.10 each	176,500.00	176,500.00
Allotted, called up and fully paid:	=	
· · · · · · · · · · · · · · · · · · ·	2002	2001
	£	£
Ordinary share capital	50,002.00	_
Issue of ordinary shares	<u>-</u>	50,002.00
	50,002.00	50,002.00

# 21. PROFIT AND LOSS ACCOUNT

	2002	2001
	£	£
Balance brought forward	100,214	_
Retained profit for the financial year	328,977	100,214
Balance carried forward	429,191	100,214
		<del></del>

# 22. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2002	2001
	£	£
Operating profit	297,459	167,368
Amortisation	80,272	74,104
Depreciation	83,794	47,530
Increase in stocks	(64,175)	(548,418)
Increase in debtors	(277,056)	(1,654,429)
Increase in creditors	65,217	2,517,692
Net cash inflow from operating activities	185,511	603,847

# 23. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2002		2001	
	£	£	£	£
Increase in cash in the period	170,348		64,509	
Net cash outflow from/(inflow) from bank loans	447,203		(447,203)	
		617,551		(382,694)
Change in net funds		617,551		(382,694)
Net debt at 1 June 2001		(382,694)		
Net funds at 31 May 2002		234,857		(382,694)

# NOTES TO THE FINANCIAL STATEMENTS

# YEAR ENDED 31 MAY 2002

#### 24. ANALYSIS OF CHANGES IN NET FUNDS

	At		At	
	1 Jun 2001 £	Cash flows	31 May 2002 £	
Net cash: Cash in hand and at bank	64,509	170,348	234,857	
Debt: Debt due within 1 year	(447,203)	447,203	_	
Net funds	(382,694)	617,551	234,857	

#### 25. POST BALANCE SHEET EVENTS

After the year end, the parent company of Refresh UK PLC, Refresh Group Ltd, entered into an agreement to acquire 100% of the share capital of The Wychwood Brewery Company Limited. The directors do not believe it is practicable to make an estimate of the financial effect of this transaction.

#### 26. ULTIMATE PARENT COMPANY

The Company's immediate and ultimate parent undertaking and the only company to prepare consolidated financial statements including the company's results is Refresh Group Limited, a company incorporated in the United Kingdom.