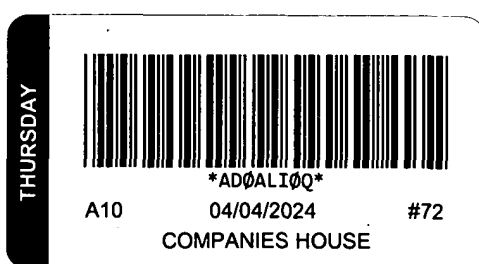


Company registration number 00740635 (England and Wales)

STONEGATE FARMERS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023



 **mha**
MOORE & SMALLEY

STONEGATE FARMERS LIMITED

COMPANY INFORMATION

Director	Mr A D Gott
Secretary	Mr S G Morse
Company number	00740635
Registered office	Lacock Green Corsham Road Lacock Chippenham SN15 2LZ
Auditor	MHA Moore and Smalley Richard House 9 Winckley Square Preston PR1 3HP

STONEGATE FARMERS LIMITED

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STONEGATE FARMERS LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The director presents the strategic report for the year ended 30 September 2023.

Principal activity

The principal activity of the company is the packing and marketing of free range & organic eggs and egg products. The company contracts with a substantial number of Group and independent farmers to collect and process eggs produced on their farms. The egg is processed and packed by the company and supplied to retail and trade customers.

Review of the business

The company experienced turnover growth of 26% in the period to £151.0m (2022: £120.2m). Operating profit was £2.6m (2022: £0.8m), profitability improved as commodity inflation pressures eased combined with lower availability of eggs in the UK. The director considers the company to be in a strong financial position given net assets of £15.8m as of 30 September 2023 (2022: £15.1m).

The company will continue to strengthen the business through the development and evolution of high-quality core products focused on our customers' needs. Investment will continue in equipment and technology at the primary packing site.

During the year, the company has continued to invest in its grading capabilities. The company has also continued to invest in its new egg processing facility to provide customers and consumers with a wider range of products to meet their requirements.

The company continues to support and invest in its supply chain focusing on providing a competitive, sustainable model for the long term. Within the competitive marketplace in which we operate, we face the constant challenge of being both adaptive and reactive to market price changes such as feed prices.

Throughout the year, the company has continued to invest in staff at all levels, which we believe to be important, not least for the productivity gains that result:

STONEGATE FARMERS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

Principal risks and uncertainties

We have a long and strong relationship with our customers, working together to ensure the end consumer demands, both now and in the future, can be met and often exceeded. We continue to monitor market trends across egg types and sizes to ensure we have the right mix to meet customer demand.

Raw Material & Commodity Risk

The volatility of commodity prices, particularly wheat, is a constant challenge for the company. In addition to reviewing the market trends we work with both our suppliers and customers to minimise the impact to any one party.

Supply Risk

The risk to supply of egg has continued in the year with the impact of the Russia-Ukraine war on costs, and the increasing impact of Avian Influenza on the UK laying flock. Producers have felt cost increases in all aspects of their business, encompassing feed, energy, labour, transportation and in respect of new investment cost of materials and cost to raise finance. These have all compounded to impact the willingness of producers to invest in new infrastructure to house new free range or organic flocks, and with the impending move away from caged egg by retailers this is putting pressure on the supply of egg.

The company works closely with its producer base and is proactive in passing through price increases in partnership with our strategic retailers to ensure our supply base has a viable business to continue as long-term partners to us and our retailers.

The company holds our own farms and those of our producers to the highest standards of biosecurity to mitigate the risk of Avian Influenza. The company has insurance in place specifically against the risk of our own farms being directly impacted by Avian Influenza.

Health & Safety Risk

Employee safety remains paramount in our day-to-day activities. The company ensures that regular, thorough reviews of the workplace are carried out with any relevant actions taken to provide a safe working environment for all our employees. In addition to our own reviews the company engages with third parties to provide an independent review.

Cash Flow Risk

The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and related finance costs. The company does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is applied.

Given the size of the company, the director has not delegated the responsibility of monitoring financial risk management to a sub-committee of the Senior management team. The policies set by the Senior management team are implemented by the company's finance department.

The director will revisit the appropriateness of this policy should the company's operations change in size or nature.

STONEGATE FARMERS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

Principal risks and uncertainties (continued)

Credit Risk

The company's principal financial assets are bank balances and cash, trade and other receivables, and investments.

The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

Trade debtors are managed in respect of credit and cash flow by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Liquidity Risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company uses a mixture of longer-term asset finance and short-term debt finance.

Market Risk

The company recognises the risk of competition in a highly active market. Through investment in our products, genetics, facilities, and people we aim to meet or exceed the demands of our customers and the consumer. Being a 100% free range and organic operation, and so having long removed ourselves from caged and barn egg production, the business is less at risk from consumer and retail pressure against intensive egg production associated with lower welfare standards.

Key performance indicators

Given the straightforward nature of the company's operations, the director is of the opinion that analysis using KPIs other than the financial results, is not necessary for an understanding of the development, performance or position of the business.

STONEGATE FARMERS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

Health, safety and environment

The key focus of the business continues to be health, safety, quality, and the environment.

Our policies aim to provide and support a culture where health, safety, quality, and the environment are consistently on our agenda. This has been achieved by ensuring that our team receive adequate training and feel empowered to raise any concerns that they may have.

From the Food Quality Management System perspective, we are accredited against the British Retail Consortium (Global Food Safety Initiative) rather than following ISO9001. Our current BRC grade is AA* for shell egg and AA+ for the convenience foods sites. The scope of these accreditations is as follows:

Shell Egg

Grading and packing, of hen, goose, ostrich, pheasant, quail, duck, emu, turkey, rhea, and guinea fowl eggs. Packing into pulp or plastic cartons. Separation of shell from eggs and harvesting the liquid for filtering and chilling <4% for further processing.

Convenience Foods

The cooking (boiling) cooling, shelling of hen and quail's eggs, the blending of sandwich fillings, assembly of hen and quail eggs with and without value-added components or brine into MAP, Non-MAP, bulk buckets and bags. The poaching, pasteurisation of egg products packed into plastic film lidded trays. The breaking, pasteurisation of liquid egg with and without additions pre and post pasteurisation, packed into bags, retail cartons and pouches. The filling of Raw egg whites into bags.

Both Sites are also accredited against the BEIC (British Egg Industry Council) Lion Code, RSPCA (Royal Society for The Prevention of Cruelty to Animals) and Organic Food Standards with both Organic Farmers and Growers and Soil Association.

Stonegate Farmers are also member of Campden BRI Food Research Organisation and the Chilled Foods Association.

S172 statement

This statement by the director describes how the responsibilities under s172 (1) (a) to (f) of the Companies Act 2006 have been approached.

The director:

- considers having acted in good faith to promote the success of the company on behalf of the employees, clients and suppliers of the business in relation to matters set out in s172.
- monitors and reviews strategic objectives against growth plans, and regular reviews at departmental and senior management team level are held across the business in the key areas being H&S, Financial performance, Operations, Human Resources and Risks and Opportunities.
- considers H&S fundamental to the management of the business. Safe working practices that minimise environmental impact are key to the success of the business and vitally important for our stakeholders, the communities, and the environments we work in.
- recognises and understands that it is important to keep employees informed of all matters concerning them and does this in several ways including site notices, meetings, verbal and written communications. The views and interests of employees are considered in consultation with them through working groups or forums, which evolve over time to meet the needs of all parties. The policy of the company is to consult and discuss with employees any issues that arise in accordance with relevant procedures or legislation.

STONEGATE FARMERS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The fundamental principle in the governance of Stonegate Farmers is the clear, fair and trusting approach to all interactions with employees, clients and suppliers; this is reflected in the length of service of employees and management teams and the longevity of the relationships with our clients and suppliers.

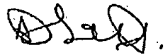
The company's employees, clients and suppliers are critical to the success of the business and so it is recognised that engagement is an important aspect in those relationships.

The company has an equal opportunities policy and is committed to the principles within the policy in respect of all stakeholders.

The company has built, and continues to grow, the business on a reputation for delivering excellent customer service. The company, through the senior management team and employees, strives continuously to improve in every aspect of the products and services it provides, for the mutual benefit of all stakeholders.

The director, supported by the senior management team, has overall responsibility for delivering the company's strategy and values and for ensuring high standards of governance. The primary aim of the director is to promote the long-term sustainable success of the company to generate benefit for the stakeholders.

On behalf of the board



Mr A D Gott
Director

28/3/2024

STONEGATE FARMERS LIMITED

DIRECTOR'S REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The director presents his annual report and financial statements for the year ended 30 September 2023.

Principal activities

The principal activity of the company is the packing and marketing of free range & organic eggs and egg products. The company contracts with a substantial number of Group and independent farmers to collect and process eggs produced on their farms. The egg is processed and packed by the company and supplied to retail and trade customers.

Results and dividends

The results for the year are set out on page 12.

Ordinary dividends were paid amounting to £152,400. The director does not recommend payment of a further dividend.

Director

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

Mr A D Gott

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 members of staff becoming disabled, every effort is made to ensure that their employment within the company continues and that the 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.

Employee involvement

The director recognises that the future success of the business is highly dependent upon the loyalty, skills and motivation of company's employees and, therefore, encourages the supply of information on the progress of their business unit and the company as a whole. Employee participation in improving the efficiency of the business is actively sought at all levels through regular meetings. The company's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests.

Information about matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the company's performance.

Future developments

The company will continue to strengthen the business through development and evolution of high-quality core products focussed on our customers' needs. Investment will continue in equipment and technology at the primary packing site and new egg processing facility.

Auditor

The auditor, MHA Moore and Smalley, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

STONEGATE FARMERS LIMITED

DIRECTOR'S REPORT (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

Energy and carbon report

The company is not required to report its carbon emissions and energy use data because this information is disclosed, on a consolidated basis, in the financial statements of Stonegate Food Group Limited. Copies of these financial statements can be obtained from its registered office, Lacock Green, Corsham Road, Lacock, Chippenham, Wiltshire, SN15 2LZ.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of financial risk management objectives and policies.

Statement of disclosure to auditor

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

On behalf of the board



Mr A D Gott
Director

28/3/2024

STONEGATE FARMERS LIMITED

DIRECTOR'S RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

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

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

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. He is 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.

STONEGATE FARMERS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF STONEGATE FARMERS LIMITED

Opinion

We have audited the financial statements of Stonegate Farmers Limited (the 'company') for the year ended 30 September 2023 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and notes to the financial statements, including 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 company's affairs as at 30 September 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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

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 director is 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.

STONEGATE FARMERS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF STONEGATE FARMERS LIMITED

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of director

As explained more fully in the director's responsibilities statement, the director is 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 director determines 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 director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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 specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud, are detailed below:

- Enquiries with management about any known or suspected instances of non-compliance with laws and regulations;
- Enquires with management about any known or suspected instances of fraud;
- Review of minutes of meetings of management;
- Examination of journal entries and other adjustments to test for appropriateness and identify any instances of management override of controls;
- Review of legal and professional expenditure to identify any evidence of ongoing litigation or enquiries;
- Auditing the risk of fraud in revenue, including through the testing of income cut off at the period end and through sales transaction testing to provide comfort that revenue is completely stated in the financial statements.

STONEGATE FARMERS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF STONEGATE FARMERS LIMITED

We identified the following areas as those most likely to have a material impact on the financial statements: employment law, health and safety legislation, food hygiene and safety regulations, and compliance with the UK Companies Act.

Owing to the inherent limitations of an audit, there is an unavoidable risk that some material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK). For instance, the further removed non-compliance is from the events and transactions reflected in the financial statements, the less likely the auditor is to become aware of it or to recognize the non-compliance.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Joe Sullivan
Senior Statutory Auditor
For and on behalf of MHA Moore and Smalley
Chartered Accountants
Statutory Auditor

Richard House
9 Winckley Square
Preston
PR1 3HP

28/3/2024

STONEGATE FARMERS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2023

		52 weeks ended 30 September 2023	53 weeks ended 1 October 2022 as restated
	Notes	£	£
Turnover	4	150,977,768	120,219,511
Cost of sales		(140,938,231)	(114,571,852)
Gross profit		10,039,537	5,647,659
Administrative expenses		(24,016,409)	(20,711,515)
Other operating income		16,545,102	15,835,972
Operating profit	5	2,568,230	772,116
Interest receivable and similar income	8	55,561	967
Interest payable and similar expenses	9	(432,987)	(393,764)
Profit before taxation		2,190,804	379,319
Tax on profit	10	(1,064,468)	(37,017)
Profit for the financial year		1,126,336	342,302
Other comprehensive income			
Actuarial (loss)/gain on defined benefit pension schemes		(272,000)	945,000
Tax relating to other comprehensive income		59,840	(179,550)
Total comprehensive income for the year		914,176	1,107,752

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.


STONEGATE FARMERS LIMITED

BALANCE SHEET

AS AT 30 SEPTEMBER 2023

		30 September 2023		1 October 2022	
	Notes	£	£	£	£
Fixed assets					
Intangible assets	12		44,691		79,975
Tangible assets	13		12,945,004		11,687,610
Investments	14		-		6,069
			<u>12,989,695</u>		<u>11,773,654</u>
Current assets					
Stocks	16	1,545,359		1,583,951	
Debtors	17	35,121,164		33,026,553	
Cash at bank and in hand		312,539		230,969	
		<u>36,979,062</u>		<u>34,841,473</u>	
Creditors: amounts falling due within one year	18	(28,355,575)		(27,483,284)	
Net current assets			<u>8,623,487</u>		<u>7,358,189</u>
Total assets less current liabilities			<u>21,613,182</u>		<u>19,131,843</u>
Creditors: amounts falling due after more than one year	19		(3,749,339)		(3,035,560)
Provisions for liabilities					
Deferred tax liability	23	2,034,245		1,028,461	
		<u>(2,034,245)</u>		<u>(1,028,461)</u>	
Net assets excluding pension liability			<u>15,829,598</u>		<u>15,067,822</u>
Defined benefit pension liability	25		-		-
Net assets			<u><u>15,829,598</u></u>		<u><u>15,067,822</u></u>
Capital and reserves					
Called up share capital	24		1,000		1,000
Profit and loss reserves			15,828,598		15,066,822
Total equity			<u><u>15,829,598</u></u>		<u><u>15,067,822</u></u>

The financial statements were approved and signed by the director and authorised for issue on

28/3/2024


Mr A D Gott
 Director

Company Registration No. 00740635

STONEGATE FARMERS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 3 October 2021		1,000	14,111,470	14,112,470
Year ended 1 October 2022:				
Profit for the year		-	342,302	342,302
Other comprehensive income:				
Actuarial gains on defined benefit plans		-	945,000	945,000
Tax relating to other comprehensive income		-	(179,550)	(179,550)
Total comprehensive income for the year		-	1,107,752	1,107,752
Dividends	11	-	(152,400)	(152,400)
Balance at 1 October 2022		1,000	15,066,822	15,067,822
Year ended 30 September 2023:				
Profit for the year		-	1,126,336	1,126,336
Other comprehensive income:				
Actuarial gains on defined benefit plans		-	(272,000)	(272,000)
Tax relating to other comprehensive income		-	59,840	59,840
Total comprehensive income for the year		-	914,176	914,176
Dividends	11	-	(152,400)	(152,400)
Balance at 30 September 2023		1,000	15,828,598	15,829,598

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

Company information

Stonegate Farmers Limited is a private company limited by shares incorporated in England and Wales. The registered office is Lacock Green, Corsham Road, Lacock, Chippenham, SN15 2LZ.

1.1 Accounting convention

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

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts, as it is included in the consolidated accounts of a larger group. The financial statements present information about the company as an individual entity and not about its group. The results of the company are included in the consolidated financial statements of Stonegate Food Group Limited, registered office Lacock Green, Corsham Road, Lacock, Chippenham, Wiltshire, SN15 2LZ.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

1.2 Going concern

Inflationary pressures from the impact of political instability and regional conflicts had a significant impact on many businesses in 2022-23 with food producers no less severely impacted than other sectors. The director believes that the company is well placed to minimise any impact.

Management are continuously assessing the impact of inflationary pressures on customers and the supply chain with regular contact taking place throughout the supply chain to minimise any disruption. Where forward positions have been taken the company is protected from that cover in the short to medium term. Costs that are exposed to the current market volatility are being managed pro-actively through sympathetic engagement with our strategic suppliers and customers. The company remains confident of its ability to appropriately manage the short to medium term volatility being generated by these risks. Actions have also been taken in the past to enable the business to establish a strong financial platform, and this together with the current balance sheet strength positions the company well. Cash flow projections have been prepared for the company to cover at least twelve months following the approval of the financial statements, which indicate that the company will generate sufficient resources to meet their obligations as they fall due.

After considering the impact of the above, at the time of approving the financial statements, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director continues to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for the sale of goods provided in the normal course of business, and is shown net of VAT. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.4 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Software	20% to 33% per annum
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1.5 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Once assets are brought into use, depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Freehold land and buildings	Land not depreciated, buildings 2% per annum
Plant and machinery	10% to 33% per annum
Motor vehicles	17% to 25% per annum

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.6 Fixed asset investments

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

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

1.7 Impairment of fixed assets

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

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

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

1.8 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.9 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

1.10 Financial instruments

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

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

All of the company's assets are basic financial assets.

Impairment of financial assets

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

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

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

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, and loans from fellow group that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

All of the company's liabilities are basic financial liabilities.

Derecognition of financial liabilities

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

1.11 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

(Continued)

1.13 Employee benefits

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

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

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

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.15 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the balance sheet as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to profit or loss so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.16 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Change in accounting policy

The director has reviewed the categorisation of expenditure, and has decided to reclassify certain amounts to better reflect the activities of the company. The comparative figures have been restated to reflect this reclassification of costs, resulting in an increase in cost of sales of £6,589,858, and a reduction in administrative expenses of £6,589,858. There is no other effect on the figures previously reported.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

3 Judgements and key sources of estimation uncertainty

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

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

Critical judgements

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

Impairment of trade debtors

At each balance sheet date, management undertake an assessment of the recoverability of trade debtors based upon their knowledge of the customers, ageing of the balances outstanding and previous write off history. Where necessary, an impairment is recorded as a doubtful debt.

The actual level of debt collected may differ from the estimated level of recovery.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Accruals and provisions

At each balance sheet date, management undertake an assessment of the costs which have not yet been invoiced based upon their contractual arrangements and include appropriate provisions for these costs.

Pension and other post-employment benefits

The company has an obligation to pay pension benefits to certain employees. The cost of these benefits and the present value of the obligation depend upon a number of factors, including; Life expectancy, salary increases, asset valuations and inflation.

The director estimates these factors in determining the pension obligation at the balance sheet date. The assumptions reflect historic experience and current trends. Refer to the notes to the accounts for disclosures relating to the defined benefit pension schemes.

In order to assist in adhering to the criteria of FRS102, Section 28 'Employee benefits', the director uses the services of an independent external Actuary, who possess all relevant professional qualifications to deliver the calculations of the defined benefit schemes' balance as at the reporting date.

The director believes that this approach minimises any estimation uncertainty to an acceptable level.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

4 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2023 £	2022 £
Turnover analysed by class of business		
Attributable to the principal activity	150,977,768	120,219,511

	2023 £	2022 £
Turnover analysed by geographical market		
United Kingdom	150,977,768	120,219,511

	2023 £	2022 £
Other revenue		
Interest income	55,561	967

5 Operating profit

	2023 £	2022 £
Operating profit for the year is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets	895,919	448,682
Depreciation of tangible fixed assets held under finance leases	1,035,440	820,256
Profit on disposal of tangible fixed assets	(500)	(8,000)
Amortisation of intangible assets	35,284	35,284
Operating lease charges	1,419,407	1,580,762

6 Auditor's remuneration

	2023 £	2022 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	29,200	25,500
For other services		
Taxation compliance services	10,300	9,550
Other taxation services	16,890	7,850
All other non-audit services	4,475	4,150
	31,665	21,550

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

7 Employees

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

	2023 Number	2022 Number
Production	282	223
Sales and distribution	144	106
Administration	77	73
Total	503	402

Their aggregate remuneration comprised:

	2023 £	2022 £
Wages and salaries	19,831,481	15,764,988
Social security costs	1,586,156	1,328,402
Pension costs	381,518	334,364
Total	21,799,155	17,427,754

8 Interest receivable and similar income

	2023 £	2022 £
Interest income		
Interest on the net defined benefit asset	55,000	-
Other interest income	561	967
Total income	55,561	967

9 Interest payable and similar expenses

	2023 £	2022 £
Interest on bank overdrafts and loans	48,819	61,776
Other interest on financial liabilities	218,547	173,607
Interest on finance leases and hire purchase contracts	165,621	133,381
Net interest on the net defined benefit balance	-	25,000
Total	432,987	393,764

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

10 Taxation

	2023 £	2022 £
Current tax		
Adjustments in respect of prior periods	(1,156)	-
Deferred tax		
Origination and reversal of timing differences	1,041,773	62,053
Changes in tax rates	142,728	19,596
Adjustment in respect of prior periods	(118,877)	(44,632)
Total deferred tax	1,065,624	37,017
Total tax charge	1,064,468	37,017

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the standard rate of tax as follows:

	2023 £	2022 £
Profit before taxation	2,190,804	379,319
Expected tax charge based on the standard rate of corporation tax in the UK of 22.00% (2022: 19.00%)	481,977	72,071
Tax effect of expenses that are not deductible in determining taxable profit	39,804	18,633
Adjustments in respect of prior years	(1,156)	-
Effect of change in corporation tax rate	142,728	19,596
Group relief	547,049	45,246
Other permanent differences	(27,057)	(73,897)
Deferred tax adjustments in respect of prior years	(118,877)	(44,632)
Taxation charge for the year	1,064,468	37,017

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

	2023 £	2022 £
Deferred tax arising on:		
Actuarial differences recognised as other comprehensive income	(59,840)	179,550

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

10 Taxation

(Continued)

Factors affecting future tax and charges

In March 2021 the Chancellor confirmed, in the budget, an increase in the corporation tax rate from 19% to 25%. The Finance Bill 2021 had its third reading on 24 May 2021 and became substantively enacted. There were announcements to the contrary in the mini-budget of October 2022, but these announcements have since been reversed and so the new rate of 25% remains substantively enacted. Therefore, the timing differences expected to reverse on or after 1 April 2023 have been accounted for at 25% and therefore deferred tax has been provided for at 25% (2022: 25%).

11 Dividends

	2023 £	2022 £
Final paid	152,400	152,400

12 Intangible fixed assets

	Software £
Cost	
At 2 October 2022 and 30 September 2023	190,013
Amortisation and impairment	
At 2 October 2022	110,038
Amortisation charged for the year	35,284
At 30 September 2023	145,322
Carrying amount	
At 30 September 2023	44,691
At 1 October 2022	79,975

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

13 Tangible fixed assets

	Freehold land and buildings £	Plant and machinery £	Motor vehicles £	Total £
Cost				
At 2 October 2022	904,446	16,659,396	280,857	17,844,699
Additions	-	1,007,689	2,181,064	3,188,753
Disposals	-	-	(19,714)	(19,714)
At 30 September 2023	904,446	17,667,085	2,442,207	21,013,738
Depreciation and impairment				
At 2 October 2022	904,446	5,008,687	243,956	6,157,089
Depreciation charged in the year	-	1,685,234	246,125	1,931,359
Eliminated in respect of disposals	-	-	(19,714)	(19,714)
At 30 September 2023	904,446	6,693,921	470,367	8,068,734
Carrying amount				
At 30 September 2023	-	10,973,164	1,971,840	12,945,004
At 1 October 2022	-	11,650,709	36,901	11,687,610

The net carrying value of tangible fixed assets includes the following in respect of assets held under finance leases or hire purchase contracts.

	2023 £	2022 £
Plant and machinery	4,795,000	5,598,448
Motor vehicles	1,960,908	11,835
	<u>6,755,908</u>	<u>5,610,283</u>

14 Fixed asset investments

	2023 £	2022 £
Unlisted investments	-	6,069

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

14 Fixed asset investments

(Continued)

Movements in fixed asset investments

	Investments other than loans £
Cost	
At 2 October 2022	6,069
Disposals	(6,069)
	<hr/>
At 30 September 2023	-
	<hr/>
Carrying amount	
At 30 September 2023	-
	<hr/>
At 1 October 2022	6,069
	<hr/>

15 Subsidiaries

These financial statements are separate company financial statements for Stonegate Farmers Limited.

Details of the company's significant subsidiaries at 30 September 2023 are as follows:

Name of undertaking	Address	Class of shares held	% Held	
			Direct	Indirect
Stonegate Agriculture Limited	1	Ordinary	100.00	-
Thames Valley Eggs (Production) Limited	1	Ordinary	-	100.00

Registered office addresses (all UK unless otherwise indicated):

1 Lacock Green, Corsham Road, Lacock, Chippenham, Wiltshire, SN15 2LZ

16 Stocks

	2023 £	2022 £
Eggs, egg products and packaging	<u>1,545,359</u>	<u>1,583,951</u>

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

17 Debtors

	2023 £	2022 £
Amounts falling due within one year:		
Trade debtors	14,795,345	13,971,554
Amounts owed by group undertakings	13,728,359	14,732,938
Other debtors	1,860,917	1,173,819
Prepayments and accrued income	4,736,543	1,646,801
	<u>35,121,164</u>	<u>31,525,112</u>
Amounts falling due after more than one year:		
Prepayments and accrued income	-	1,501,441
	<u>-</u>	<u>1,501,441</u>
Total debtors	<u>35,121,164</u>	<u>33,026,553</u>

18 Creditors: amounts falling due within one year

	Notes	2023 £	2022 £
Obligations under finance leases	21	1,333,690	1,181,542
Other loans	20	3,824,120	8,973,421
Trade creditors		9,491,709	8,691,611
Amounts due to group undertakings		5,324,046	3,924,208
Other taxation and social security		448,003	380,562
Other creditors		251,552	136,182
Accruals and deferred income		7,682,455	4,195,758
		<u>28,355,575</u>	<u>27,483,284</u>

19 Creditors: amounts falling due after more than one year

	Notes	2023 £	2022 £
Obligations under finance leases	21	<u>3,749,339</u>	<u>3,035,560</u>

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

20 Loans and overdrafts

	2023 £	2022 £
Other loans	3,824,120	8,973,421
Payable within one year	3,824,120	8,973,421

The company meets its day-to-day working capital requirements through an invoice discounting facility (shown as other loans above), which is secured by a debenture over the assets of the company. The invoice discounting facility is repayable on demand.

21 Finance lease obligations

	2023 £	2022 £
Future minimum lease payments due under finance leases:		
Within one year	1,336,690	1,181,542
In two to five years	3,746,339	3,028,727
In over five years	-	6,833
	5,083,029	4,217,102

Finance lease payments represent rentals payable by the company for certain items of plant and machinery held under hire purchase. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 5 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The creditor is secured on the assets to which it relates.

22 Provisions for liabilities

	Notes	2023 £	2022 £
Deferred tax liabilities	23	2,034,245	1,028,461

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

23 Deferred taxation

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	Liabilities 2023 £	Liabilities 2022 £
Balances:		
Accelerated capital allowances	2,047,710	1,555,597
Tax losses	-	(521,076)
Short-term timing differences	(13,465)	(6,060)
	<u>2,034,245</u>	<u>1,028,461</u>
Movements in the year:		2023 £
Liability at 2 October 2022		1,028,461
Charge to profit or loss		1,065,624
Credit to other comprehensive income		(59,840)
Liability at 30 September 2023		<u>2,034,245</u>

As at the signing date of these financial statements, the company has not finalised its capital expenditure programme for the forthcoming year, and therefore an assessment as to the likely movement of the related timing differences cannot be made.

24 Share capital

	2023 Number	2022 Number	2023 £	2022 £
Ordinary share capital				
Issued and fully paid				
Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

25 Retirement benefit schemes

Defined contribution schemes

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

The charge to profit or loss in respect of defined contribution schemes was £381,518 (2022: £334,364).

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

25 Retirement benefit schemes

(Continued)

Defined benefit schemes

The company operates pension arrangements providing benefits based on final pensionable salary for its employees. The assets in each of the schemes are held separately from those of the companies being invested by professional investment managers. There are two partly funded defined benefit schemes for which the company is responsible: the Stonegate Farmers Limited Scheme and the Thames Valley Eggs Limited Scheme.

The total net pension liability recognised at the year end is £nil (2022: £nil). This comprises a net liability of £nil (2022: £nil) for the Stonegate Farmers Limited Scheme, and a net liability of £nil (2022: £nil) for the Thames Valley Eggs Limited Scheme.

The company has not recognised a pension scheme asset at the balance sheet date as it cannot demonstrate that it would likely benefit from either qualifying criteria as stated in FRS102 section 28.22, namely that it cannot recover the surplus either through reduced future contributions or through refunds from the defined pension plan. As a consequence a restriction on the scheme surplus of £410,000 has been recognised for the Stonegate Farmers Limited Scheme, and a restriction on the scheme surplus of £833,000 has been recognised for the Thames Valley Eggs Limited Scheme, such that each scheme surplus is recognised at a balance of £Nil within the balance sheet at 30 September 2023.

Further analysis for each scheme is provided below.

Stonegate Farmers Limited Scheme

The Stonegate Farmers Limited Scheme was paid up with no further accrual of future benefits with effect from 30 September 2001.

An actuarial valuation of Stonegate Farmers Limited Scheme as at 1 October 2019 showed a funding shortfall of £472,000. To eliminate the shortfall the Trustees and the Employer agreed:

Annual contributions of £222,000 per annum from 1 October 2019 to 30 September 2020;
Annual contributions of £55,000 per annum from 1 October 2020 to 31 March 2024.

The last actuarial valuation of the Stonegate Farmers Limited Scheme was as at 1 October 2022. The report has been updated to take accounts of the requirements of FRS 102 in order to assess the scheme deficit at 30 September 2023.

Thames Valley Eggs Limited Scheme

The Thames Valley Eggs Limited Scheme was paid up with no further accrual of future benefits with effect from 1 October 2008.

An actuarial valuation of the Thames Valley Eggs Limited Scheme as at 1 October 2019 showed a funding shortfall of £1.008 million. To eliminate the shortfall the Trustees and the Employer agreed:

Annual contributions of £225,000 per annum from 1 October 2019 to 30 September 2020;
Annual contributions of £162,000 per annum from 1 October 2020 to 31 March 2025.

The last actuarial valuation of the Thames Valley Eggs Limited Scheme was as at 1 October 2022. The report has been updated to take accounts of the requirements of FRS 102 in order to assess the scheme deficit at 30 September 2023.

In respect of the Stonegate Farmers Limited Scheme the major assumptions used by the actuary for FRS 102 purposes were:

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

25 Retirement benefit schemes

(Continued)

	2023	2022
<i>Key assumptions</i>	%	%
Discount rate	5.40	5.70
Expected rate of increase of pensions in payment	5.00	5.00
CPI inflation	3.20	3.50
Expected return on plan assets	5.70	2.20

	2023	2022
<i>Mortality assumptions</i>	Years	Years
Assumed life expectations on retirement at age 65:		
Retiring today		
- Males	21.6	21.6
- Females	23.7	23.7

	2023	2022
<i>Amounts recognised in the profit and loss account</i>	£	£
Net interest on defined benefit liability/(asset)	(20,000)	21,000

	2023	2022
<i>Amounts taken to other comprehensive income</i>	£	£
Return on scheme assets excluding interest income	(116,000)	416,000
Actuarial changes related to obligations	132,000	(1,681,000)
Effect of changes in the amount of surplus that is not recoverable	59,000	351,000
Total costs/(income)	75,000	(914,000)

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

	2023	2022
	£	£
Present value of defined benefit obligations	3,151,000	2,987,000
Fair value of plan assets	(3,561,000)	(3,338,000)
Surplus in scheme	(410,000)	(351,000)
Restriction on scheme assets	410,000	351,000
Total liability recognised	-	-

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

25 Retirement benefit schemes

(Continued)

	2023 £
<i>Movements in the present value of defined benefit obligations</i>	
Liabilities at 2 October 2022	2,987,000
Benefits paid	(136,000)
Actuarial gains and losses	132,000
Interest cost	168,000
At 30 September 2023	<u>3,151,000</u>

The defined benefit obligations arise from plans which are wholly or partly funded.

	2023 £
<i>Movements in the fair value of plan assets</i>	
Fair value of assets at 2 October 2022	3,338,000
Interest income	188,000
Return on plan assets (excluding amounts included in net interest)	116,000
Benefits paid	(136,000)
Contributions by the employer	55,000
At 30 September 2023	<u>3,561,000</u>

	2023 £	2022 £
<i>Fair value of plan assets at the reporting period end</i>		
Equities	2,136,600	2,002,800
Diversified Growth Funds	569,760	567,460
Fixed interest	605,370	467,320
Property	142,440	166,900
Cash	106,830	133,520
	<u>3,561,000</u>	<u>3,338,000</u>

The pension plan assets do not include ordinary shares issued by the sponsoring employer nor do they include property occupied by the sponsoring employer.

26 Retirement benefit schemes

In respect of the Thames Valley Eggs Limited Scheme the major assumptions used by the actuary for FRS 102 purposes were:

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

26 Retirement benefit schemes

(Continued)

	2023	2022
	%	%
<i>Key assumptions</i>		
Discount rate	5.40	5.40
Expected rate of increase of pensions in payment	3.00/3.20	3.00/3.50
CPI inflation	3.20	3.50
Expected return on plan assets	5.40	2.20
<i>Mortality assumptions</i>	2023	2022
Assumed life expectations on retirement at age 65:	Years	Years
Retiring today		
- Males	21.6	21.6
- Females	23.7	23.7
	2023	2022
	£	£
<i>Amounts recognised in the profit and loss account</i>		
Net interest on defined benefit liability/(asset)	(35,000)	4,000
	2023	2022
	£	£
<i>Amounts taken to other comprehensive income</i>		
Return on scheme assets excluding interest income	(13,000)	572,000
Actuarial changes related to obligations	21,000	(1,247,000)
Effect of changes in the amount of surplus that is not recoverable	189,000	644,000
Total costs/(income)	197,000	(31,000)
The amounts included in the balance sheet arising from the company's obligations in respect of defined benefit plans are as follows:		
	2023	2022
	£	£
Present value of defined benefit obligations	3,938,000	4,038,000
Fair value of plan assets	(4,771,000)	(4,682,000)
Surplus in scheme	(833,000)	(644,000)
Restriction on scheme assets	833,000	644,000
Total liability recognised	-	-

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2023

26 Retirement benefit schemes

(Continued)

	2023 £
<i>Movements in the present value of defined benefit obligations:</i>	
Liabilities at 2 October 2022	4,038,000
Benefits paid	(339,000)
Actuarial gains and losses	21,000
Interest cost	218,000
At 30 September 2023	<u>3,938,000</u>

The defined benefit obligations arise from plans which are wholly or partly funded.

	2023 £
<i>Movements in the fair value of plan assets</i>	
Fair value of assets at 2 October 2022	4,682,000
Interest income	253,000
Return on plan assets (excluding amounts included in net interest)	13,000
Benefits paid	(339,000)
Contributions by the employer	162,000
At 30 September 2023	<u>4,771,000</u>

	2023 £	2022 £
<i>Fair value of plan assets at the reporting period end</i>		
Equities	2,385,500	2,247,360
Diversified Growth Funds	811,070	795,940
Fixed interest	906,490	842,760
Property	524,810	608,660
Cash	143,130	187,280
	<u>4,771,000</u>	<u>4,682,000</u>

The pension plan assets do not include ordinary shares issued by the sponsoring employer nor do they include property occupied by the sponsoring employer.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

27 Financial commitments, guarantees and contingent liabilities

The company is party to a cross guarantee in favour of HSBC UK Bank plc. As part of the cross composite guarantee between the companies under common control, a mortgage debenture exists which provides HSBC UK Bank plc with charges over all company assets, as security against its exposure to debt. The total liability under this guarantee across these companies at 2 October 2021 was £8,151,926. On 12 October 2021 the total liability under this guarantee across these companies was limited to £1,400,000.

The company is party to a cross guarantee in favour of HSBC UK Bank plc. As part of the cross composite guarantee between the group companies, an unlimited multilateral guarantee exists which provides HSBC UK Bank plc with charges over all company assets, as security against its exposure to debt. The total liability under this guarantee across these companies is £2,417,200 (2022: £2,769,879).

The company is party to a cross guarantee in favour of HSBC Equipment Finance (UK) Limited in relation to the financing arrangements for various assets in group companies. The total liability under this guarantee across these companies is £675,627 (2022: £820,655).

28 Operating lease commitments

Lessee

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

	2023 £	2022 £
Within one year	1,361,962	1,419,407
Between two and five years	4,780,882	4,264,280
In over five years	5,318,560	6,341,360
	<u>11,461,404</u>	<u>12,025,047</u>

29 Capital commitments

Amounts contracted for but not provided in the financial statements:

	2023 £	2022 £
Acquisition of tangible fixed assets	<u>36,837</u>	<u>322,345</u>

30 Related party transactions

During the year the company made purchases of £1,350,028 (2022: £1,182,624) from the director and companies with a common director, and received management charge income of £100,000 (2022: £299,719) from companies with a common director.

At the year end a total of £777,581 (2022: £647,534) was due from companies with a common director, and a total of £nil (2022: £333,604) was due to companies with a common director.

In accordance with FRS102, Section 33 'Related Party Transactions', transactions with other group undertakings owned 100% within the group have not been disclosed in these financial statements.

STONEGATE FARMERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 SEPTEMBER 2023

31 Directors' transactions

At 1 October 2022 £10,771 was due to the director. During the year the company advanced £153,774 to the director. The director repaid £152,400, and interest of £561 was charged on the overdrawn balance at the official HMRC rate. At 30 September 2023 £8,836 was due to the director. The maximum amount owed to the company during the year was £78,593.

32 Ultimate controlling party

The immediate parent company is Stonegate Food Group Limited.

The largest and smallest group in which the results of the company are consolidated is that headed by Stonegate Food Group Limited, registered office: Lacock Green, Corsham Road, Lacock, Chippenham, Wiltshire, SN15 2LZ. The consolidated financial statements of this group are available to the public and may be obtained from Companies House, Cardiff.