Registration number: 1175491

Menzies Distribution Logistics Limited (formerly Bibby International Logistics Limited)

Annual Report and Financial Statements

for the Period from 1 January 2020 to 26 December 2020

28/06/2021 COMPANIES HOUSE

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Company Information

Directors

Paul Raymond Patrick McCourt

Gregory John Michael

Registered office

Unit E

Twelvetrees Business Park Twelvetrees Crescent

London

E3 3JG

Auditors

Deloitte LLP Statutory Auditor Manchester

Directors' Report for the Period from 1 January 2020 to 26 December 2020

The directors present their report and the financial statements for the period from 1 January 2020 to 26 December 2020.

Change of company name

The company changed its name from Bibby International Logistics Limited to Menzies Distribution Logistics Limited effective from 11 January 2021.

Directors of the company

The directors who held office during the period were as follows:

Richard James Morson (ceased 11 December 2020)

Peter James Clarkson (ceased 11 December 2020)

Paul Raymond Patrick McCourt (appointed 11 December 2020)

Gregory John Michael (appointed 11 December 2020)

Principal activity

The principal activity of the company is international distribution, transport, customs clearance documentation and freight forwarding services, specialising in the food ingredients, chemical, energy, and engineering sectors. The services offer a full range of ocean, air and European road-freight services.

Additional income was received from the Government job retention scheme from April 2020 with the company ceasing all claims with effect from March 2021.

Going concern

After making enquiries and considering forecasts no less than 12 months from the date of signing, including the availability of Menzies Distribution Group Limited to provide financial support should this be necessary, the directors have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in note 2.

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved by the Board on 24 June 2021 and signed on its behalf by:

DocuSigned by:

Paul McCourt ----1045E1FCA27JA7F.....

Paul Raymond Patrick McCourt

Director

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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

- · select suitable accounting policies and apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Independent Auditor's Report to the Members of Menzies Distribution Logistics Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Menzies Distribution Logistics Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 26 December 2020 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 10.

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).

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 original financial statements were authorised for issue.

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

Independent Auditor's Report to the Members of Menzies Distribution Logistics Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

Independent Auditor's Report to the Members of Menzies Distribution Logistics Limited (continued)

Extent to which the audit was considered capable of detecting irregularities, including fraud

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

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory frameworks that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act, tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement team regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud and identified the greatest potential for fraud within revenue recognition due to possible pressures to meet stakeholder expectations could provide incentives to record revenues where risk and reward have not passed. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

In addition to the above, our procedures to respond to the risks identified included the following:

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance.

Independent Auditor's Report to the Members of Menzies Distribution Logistics Limited (continued)

Report on other legal and regulatory requirements

Opinion on other matter prescribed by the Companies Act 2006

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

- the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies
 regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from
 the requirement to prepare a Strategic Report.

We have nothing to report in respect of these matters.

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.

— DocuSigned by:

Douglas King (Senior Statutory Auditor)

For and on behalf of Deloitte LLP, Statutory Auditor

Manchester

24 June 2021

Profit and Loss Account for the Period from 1 January 2020 to 26 December 2020

	Note	26 December 2020 £ 000	31 December 2019 £ 000
Turnover		2,833	3,254
Cost of sales		(2,122)	(2,402)
Gross profit		711	852
Administrative expenses		(752)	(832)
Furlough income		15	
Operating (loss)/profit		(26)	20
(Loss)/profit before tax	5	(26)	20
Tax on (loss)/profit		(1)	5
(Loss)/profit for the financial period		(27)	25

The above results were derived from continuing operations.

The company has no recognised gains or losses for the period other than the results above.

Statement of Comprehensive Income for the Period from 1 January 2020 to 26 December 2020

	26 December 2020 £ 000	31 December 2019 £ 000
(Loss)/profit for the period/year	(27)	25
Total comprehensive (expense)/income for the period/year	(27)	25

(Registration number: 1175491) Balance Sheet as at 26 December 2020

		26 December	31 December
	Note	2020 £ 000	2019 £ 000
Fixed assets			
Tangible assets	6	-	2
Current assets			
Debtors	7	564	433
Cash at bank and in hand		108	127
		672	560
Creditors: Amounts falling due within one year	8	(1,400)	(1,263)
Net current liabilities		(728)	(703)
Net liabilities		(728)	(701)
Capital and reserves	•		
Called up share capital	9	50	50
Profit and loss account		(778)	(751)
Total equity		(728)	(701)

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved and authorised by the Board on 24 June 2021 and signed on its behalf by:

Paul McCourt

Paul Raymond Patrick McCourt

Director

Statement of Changes in Equity for the Period from 1 January 2020 to 26 December 2020

		Profit and loss	
	Share capital £ 000	account £ 000	Total £ 000
At 1 January 2020	50	(751)	(701)
Loss for the period		(27)	(27)
Total comprehensive expense		(27)	(27)
At 26 December 2020	50	(778)	(728)
		Profit and loss	
	Share capital	account	Total
A4 1 January 2010	£ 000	£ 000	£ 000
At 1 January 2019	50	(776)	(726)
Profit for the year		25	25
Total comprehensive income		25	25
At 31 December 2019	50	(751)	(701)

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020

1 General information

The company is a private company limited by share capital, incorporated in United Kingdom.

The company was formerly known as Bibby International Logistics Limited.

The address of its registered office is:

Unit E

Twelvetrees Business Park

Twelvetrees Crescent

London

E3 3JG

United Kingdom

These financial statements were authorised for issue by the Board on 24 June 2021.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements are prepared in pound sterling which is the functional currency of the company and rounded to the nearest thousand.

Name of parent of group

These financial statements are consolidated in the financial statements of Menzies Distribution Group Limited.

The financial statements of Menzies Distribution Group Limited may be obtained from Companies House.

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

2 Accounting policies (continued)

Going concern

The directors believe the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The company meets its day to day working capital requirements by managing its debtors and creditors. The directors have considered the company's forecasts, taking into account reasonably possible changes in its trading performance and any uncertainties. These show that the company should be able to operate within its current facilities.

Whilst the directors acknowledge the net current liabilities position of £728k (2019 - £701k), after making enquiries and considering forecasts no less than 12 months from the date of signing the financial statements the directors have reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Additionally the company has sought assurance of financial support from Menzies Distribution Group Limited should this be necessary. Accordingly, the directors continue to adopt the going concern basis in preparing these accounts.

Judgements

In the application of the company's accounting policies, which are described in note 2, the directors are required to make judgements, estimates and assumptions about the carrying amounts 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 directors deem that the main area of judgement for the company is that of revenue recognition. In making its judgement, management considered the detailed criteria for the recognition of revenue from the provision of services set out in FRS 102 Section 23 Revenue and, in particular, whether the company has transferred to the customer the significant risks and rewards of the service undertaken. The directors are satisfied that the significant risks and rewards have been transferred at the time that revenue is recorded in these financial statements and that recognition of the revenue in the current year is appropriate.

Key sources of estimation uncertainty

The directors have considered the company's accounting policies as well as the transactions that have occurred in the period and believe that these are no areas of key estimation uncertainties that are relevant for disclosure in these financial statements.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the provision of services in the ordinary course of the company's activities excluding value added tax. Turnover is recognised at the time the relevant services are provided by the business to its customer. All turnover relates to continuing operations.

Government grants

Government grants are recognised based on the accrual model and are measured at the fair value of the asset received or receivable. Grants are classified as relating either to revenue or to assets. Grants relating to revenue are recognised in income over the period in which the related costs are recognised. Grants relating to assets are recognised over the expected useful life of the asset. Where part of a grant relating to an asset is deferred, it is recognised as deferred income. Income received in relation to the Coronavirus Job Retention Scheme is recognised separately in the financial statements.

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

2 Accounting policies (continued)

Tax

The tax expense for the period comprises deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class

Furniture, fittings and equipment

Depreciation method and rate

Varying rates from 5% to 33%

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

2 Accounting policies (continued)

Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

3 Staff numbers

The average number of persons employed by the company (including directors) during the period, was 15 (2019 - 15).

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

4 Auditors' remuneration		
	26 December 2020 £ 000	31 December 2019 £ 000
Audit of the financial statements	10	-
There have been no non-audit services provided by the auditor during	the period or prior year.	
5 Loss/profit before tax		
Arrived at after charging/(crediting)		
	26 December 2020 £ 000	31 December 2019 £ 000
Depreciation expense	2	2

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

6 Tangible assets

		Furniture, fittings and equipment £ 000
Cost or valuation At 1 January 2020		18_
At 26 December 2020		18
Depreciation At 1 January 2020 Charge for the period		16
At 26 December 2020		18
Carrying amount		
At 26 December 2020		
At 31 December 2019		2
7 Debtors		
	26 December 2020 £ 000	31 December 2019 £ 000
Trade receivables	408	288
Prepayments	123	112
Other debtors	33	33
	564	433

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

8 Creditors

Creditors: amounts falling due within one year

e v	26 December 2020 £ 000	31 December 2019 £ 000
Due within one year		
Trade payables	395	317
Amounts due to group undertakings	502	529
Taxation and social security	209	176
Accruals and deferred income	294	241
	1,400	1,263

Amounts owed to group undertaking are not subject to interest and are repayable on demand.

9 Share capital

Allotted, called up and fully paid shares

	26 December 2020			
	No. 000	£ 000	No. 000	£ 000
Ordinary Shares of £1 each	50	50	50	50

Notes to the Financial Statements for the Period from 1 January 2020 to 26 December 2020 (continued)

10 Parent and ultimate parent undertaking

The company's immediate parent is Menzies Distribution Holdings Ltd, incorporated in United Kingdom.

The ultimate parent is Endless IV (GP) LP, incorporated in United Kingdom.

The most senior parent entity producing publicly available financial statements is Endless IV (GP) LP.

The ultimate controlling party is Endless IV (GP) LP.

The parent of the largest group in which these financial statements are consolidated is Endless IV (GP) LP.

The address of Endless IV (GP) LP is:

50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ

Further information can be obtained from Companies House.

The parent of the smallest group in which these financial statements are consolidated is Menzies Distribution Holdings Ltd (Previously Endless Newco 2 Limited).

The address of Menzies Distribution Holdings Ltd (Previously Endless Newco 2 Limited) is:

Unit E Twelvetrees Business Park, Twelvetrees Crescent, London, E3 3JG

Further information can be obtained from Companies House.