Registration number: 2005619

### Menzies Distribution Services Limited

(formerly Bibby Supply Chain Services Limited)

Annual Report and Financial Statements

for the Period from 1 January 2020 to 26 December 2020

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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 Supply Chain Services Limited to Menzies Distribution Services 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)

John Harold Cresswell (ceased 11 December 2020)

Jonathan Gareth Lewis (ceased 11 December 2020)

Paul Raymond Patrick McCourt (appointed 11 December 2020)

David John Haworth (ceased 1 July 2020)

Peter James Clarkson (ceased 11 December 2020)

Gregory John Michael (appointed 11 December 2020)

#### Principal activity

The principal activity of the company is that of an intermediary holding company for Menzies Distribution Solutions Limited and Menzies Distribution Logistics Limited.

### Section 172(1) statement

These statements apply throughout the year and the processes described below apply both prior and post acquisition by Menzies Distribution Limited.

(a) The likely consequences of any decision in the long term

The board has a formal business case sign off process / policy. Any investment decision must be signed off by the executive team or board of directors and the long term future of the business is taken into account within this process. If any of the board of directors rejects the proposal, the business case will not be accepted or progressed.

There is also a monthly performance review process between the board of directors, with any significant decisions discussed, and these are formalised at the quarterly formal board meetings with all directors present and minutes taken.

### Directors' Report for the Period from 1 January 2020 to 26 December 2020 (continued)

### (b) The interests of the company's employees

The subsidiaries 1,400+ employees are at the forefront of any decisions taken by the board of directors. Given the challenging financial performance in 2018, with subsequent improvement in 2019, a number of difficult decisions still had to be made with regard to organisational rightsizing in 2020 for the long term. However, the number of employees affected was again minimised and these decisions were made to safeguard the employment of the remaining employees. The decisions have been vindicated by the significantly improved financial performance of the business in 2020.

Social media platforms have also been used to further understand any key issues experienced by the subsidiaries employees and these provide an open forum for constructive feedback.

In Q1 2020, Covid-19 pandemic preparation was undertaken with the fundamental target of protecting the 1,400 employees. Hand sanitizer was sourced with a supply guaranteed, along with face masks. The Job Retention Scheme was utilised and the extremely vulnerable employees were shielded as and when required. A basic 'litmus test' engagement survey was undertaken in the year and showed a significant improvement of 18% points up from 54% to 72%. The main areas of improvement in this survey were around trust in the leadership team and communication with employees. The participation rate also improved by 5% points from 64% to 69% of employees taking part.

### (c) The need to foster the company's business relationships with suppliers, customers and others

The subsidiaries rely heavily on the long terms relationships with suppliers and customers. The board has invested in a central procurement team to ensure all major supplier relationships are managed centrally. There are central procurement arrangements with the major cost lines within the subsidiaries and these are closely managed to ensure these relationships remain for the mutual benefit of both organisations. The board of directors has a 'customer service first' policy in operation, focussed on ensuring solid foundations for any customer relationship. Customers are now account managed with operations at the forefront, with the board of directors focussed on giving operations the best conditions to succeed. The subsidiaries have a number of extremely long term customers and hope this continues going forward.

### (d) The impact of the company's operations on the community and the environment

The board of directors have invested heavily in a dedicated SHEQ (safety, health, environmental and quality) team. The team has a significant industry experience and plays a significant part in the decisions of the business. In terms of environment, the subsidiaries have invested in new fleet and are 95+% compliant with the imminent clean air zone introductions in the UK, minimising environmental impact.

The board of directors also actively promote the 'giving something back' charitable programme, where charitable fundraising is matched up to £500 per event.

### (e) The desirability of the company maintaining a reputation for high standards of business conduct

The board of directors of the business employs suitably qualified and trained employees within each department as well as investing in the necessary IT systems. The subsidiaries have a clearly defined set of organisational values which should be adhered to by all employees with regular training and monitoring of performance by management to ensure a high standard of business conduct is achieved.

### (f) The need to act fairly as between members of the company.

The board of directors understands the need to act fairly between members of the subsidiaries. The board continues to invest in a whistleblowing hotline for any activity deemed unfair, unprofessional or illegal behaviour, with any incidents fully investigated.

There is also a formal grievance policy in operation, with any allegations again formally investigated.

### Directors' Report for the Period from 1 January 2020 to 26 December 2020 (continued)

### 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.

### Reappointment of auditors

The auditors Deloitte LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

### 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

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 Services Limited

### Report on the audit of the financial statements

### **Opinion**

In our opinion the financial statements of Menzies Distribution Services 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 7.

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 Services 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. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 Services 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.

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 Services 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

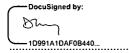
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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.



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			
Gross profit/(loss)		-	-
Administrative expenses		(5)	-
Profit on disposal of operations			900
Operating (loss)/profit		(5)	900
Amounts written off investments	4	(455)	
(Loss)/profit before tax		(460)	900
Tax on (loss)/profit			<u>-</u>
(Loss)/profit for the financial period		(460)	900

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	(460)	900
Total comprehensive (expense)/income for the period/year	(460)	900

### (Registration number: 2005619) Balance Sheet as at 26 December 2020

	Note	26 December 2020 £ 000	31 December 2019 £ 000
Fixed assets			
Investments	4	32,300	32,013
Creditors: Amounts falling due within one year	5	(21,512)	(21,521)
Net assets		10,788	10,492
Capital and reserves			
Called up share capital	6	4,302	4,288
Other reserves		742	-
Profit and loss account		5,744	6,204
Total equity		10,788	10,492

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

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Paul Raymond Patrick McCourt Director

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

At 1 January 2020	Share capital £ 000 4,288	Other reserves £ 000	Profit and loss account £ 000 6,204	Total £ 000 10,492
Loss for the period			(460)	(460)
Total comprehensive expense New share capital subscribed Share based payment transactions	- 14 -	742	(460)	(460) 14 742
At 26 December 2020	4,302	742	5,744	10,788
At 1 January 2019		Share capital £ 000 4,288	Profit and loss account £ 000 5,304	Total £ 000 9,592
Profit for the year			900	900
Total comprehensive income			900	900
At 31 December 2019		4,288	6,204	10,492

### 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 Supply Chain Services Limited.

The address of its registered office is:

Unit E

Twelvetrees Business Park

Twelvetrees Crescent

London

E3 3JG

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)

#### **Departures from Companies Act requirements**

The company is exempt by virtue of the Companies Act 2006 s.400 from the requirement to prepare group financial statements because its results are consolidated into Menzies Distribution Holdings Ltd. These financial statements present information about the company as an individual undertaking and not about its group.

#### Going concern

Whilst the directors acknowledge the net current liabilities position of £21,512k (2019 - £21,521k), 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, they continue to adopt the going concern basis in preparing these accounts.

#### Key sources of estimation uncertainty

Determining the carrying value of investments. The carrying amount is £32,300 (2019 - £32,013).

In applying the company's accounting policies, the directors are required to make judgements, estimates and assumptions in determining the carrying amounts of assets and liabilities. The directors' judgements, estimates and assumptions are based on the best and most reliable evidence available at the time when the decisions are made and are based on historical experience and other factors that are considered to be applicable. Due to the inherent subjectivity involved in making such judgements, the actual results and outcomes may differ..

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, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### Assessing indicators of impairment

In assessing whether there have been any indicators of impaired investments, the directors consider both external and internal sources of information such as market conditions, counterparty credit ratings and experience of recoverability. Where there are indicators of impairment, investments are written down to their recoverable value with any adjustments recognised in the profit and loss account.

### 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.

### Share based payments

The company's parent company issued shares to certain employees in the period and this transaction has been accounted for as a capital contribution in this company. The shares had no vesting requirements, accordingly they vested immediately. Fair value is measured by use of market data which is considered by management to be the most appropriate method of valuation.

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

### 2 Accounting policies (continued)

#### Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

#### 3 Auditors' remuneration

	26 December 2020	31 December 2019
	£ 000	£ 000
Audit of the financial statements	5	

There have been no non-audit services provided by the auditor during the period or prior year.

### 4 Investments

26 December 2020 £ 000 32,300	31 December 2019 £ 000 32,013
	£ 000
	32,013
	742
	(455)
	32,300
	32,300
	32,013
	2020 £ 000

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

### 4 Investments (continued)

### **Details of undertakings**

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Registered office	Holding	Proportion of and shares he 2020	f voting rights eld 2019
Subsidiary undertakings			2020	2017
Menzies Distribution Solutions Limited	Unit E, Twelvetrees Business Park, Twelvetrees Crescent, London, E3 3JG	Ordinary	100%	100%
	United Kingdom			
Menzies Distribution Logistics Limited	Unit E, Twelvetrees Business Park, Twelvetrees Crescent, London, E3 3JG	Ordinary	100%	100%
	United Kingdom			

### Subsidiary undertakings

Menzies Distribution Solutions Limited

The principal activity of Menzies Distribution Solutions Limited is contract distribution, warehousing and transport.

Menzies Distribution Logistics Limited

The principal activity of Menzies Distribution Logistics Limited is international distribution and freight forwarding.

### 5 Creditors

Creditors: amounts falling due within one year		
	26 December	31 December
	2020	2019
	£ 000	£ 000
Due within one year		
Amounts owed to group undertakings and undertakings in which the company has a participating interest	21,512	21,521

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

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

### 6 Share capital

### Allotted, called up and fully paid shares

	26 December 2020		31 December 2019	
	No. 000	£ 000	No. 000	£ 000
Authorised Shares of £1 each	4,288	4,288	4,288	4,288
Allotted, called up and not fully paid	shares			
	26 December 2020		31 Decembe 2019	er
	No. 000	£ 000	No. 000	£ 000
Authorised Shares of £1 (2019 - £0)				
each	14	14	<u> </u>	

### 7 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.