

Merrychef Limited

Report and Financial Statements

Year ended

31 December 2022

Company Number 2739846



Merrychef Limited
Report and financial statements
for the year ended 31 December 2022

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Directors

M Anastasia
C Driffield

Secretary and registered office

c/o Womble Bond Dickinson LLP, The Spark, Drayman's Way, Newcastle Helix, Newcastle upon Tyne, NE4 5DE

Company number

2739846

Merrychef Limited

Strategic report for the year ended 31 December 2022

The directors present their strategic report together with the financial statements for the year ended 31 December 2022. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

Business review and principal activities

The Company principally acts as an intermediate investment holding company and it is intended that this should continue.

The Company has been dormant within the meaning of Section 1169 of the Companies Act 2006 throughout the current and prior year. The Company did not trade during the period.

No Statement of Comprehensive Income is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any gains or losses during either the year under review or the preceding financial year. No Directors received any remuneration from the Company (2021: £nil) and the Company has no employees other than the Directors (2021: none).

On 28 July 2022 Ali Holding S.r.L ("Ali Group") completed its acquisition of Welbilt, Inc and became the new ultimate parent company.

The directors do not recommend payment of a dividend (2021: £nil).

Section 172 statement

The directors of the Company consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 December 2022.

As an intermediate holding company our purpose is the maintenance of the value of our investments. As such, the directors recognize that:

- Employees in our directly and indirectly owned trading entities are fundamental and core to our business, and the delivery of the Company's and the Ali Group's strategic ambitions. The success of our business depends on attracting, retaining and motivating employees. We aim to be a responsible employer in our approach to remuneration, benefits and the health, safety and wellbeing of our employees.
- A strong mutually beneficial relationship with suppliers, customers, related parties and other stakeholders is also key to our success. Amongst our main stakeholders are our directly and indirectly owned trading entities and the directors engage with the leadership of those businesses in order to assess the priorities.
- All Ali Group companies are monitored on their compliance with relevant laws and corporate governance standards set by Welbilt Inc through various formal channels such as on-line training and external advisor input, with the goal being to promote high standards of business conduct across the business.

Where possible, the directors aim to act fairly with all stakeholders. However, there may be occasions when certain stakeholder interests may not be fully aligned with the Company's interests.

Principal risks and uncertainties

Throughout the year, the Company identifies and reviews potential risk and uncertainties that could have a material impact on performance and has put in place internal processes and controls designed to mitigate these risks. Detailed planning processes and contingency plans are in place for adverse change to macro-economic conditions. Appropriate review and development processes are followed for all employees including for succession. The principal risks the Company is exposed to are as follows:

Merrychef Limited

Strategic report (continued) for the year ended 31 December 2022

Liquidity and interest rate risk

The Company is a participant in the group treasury function which has the objective of maintaining a balance between continuity of funding and appropriately investing in the money markets. All cash management is performed centrally and the Company's cash position is monitored weekly. The Company's policy is also to maintain access to a mixture of long term and short term debt finance from group companies and to regularly review interest rates.

Going Concern

The company has net assets of £8,728k as at the year end. It also has no liabilities nor is expected to incur any liabilities in the next twelve months.

After careful consideration the directors have concluded that, as of the date of approval of these financial statements, it is reasonable to assess that the Company will be able to continue as a going concern. The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial wellbeing and support of Ali Holding S.r.l.

Approval

This strategic report was approved on behalf of the Board on 14 September 2023.



Christian Driffield

Director

Merrychef Limited

Report of the directors for the year ended 31 December 2022

The directors present their report together with the financial statements for the year ended 31 December 2022.

Directors

The directors who held office during the year and to date were as follows:

M Anastasia (appointed 23 September 2022)
C Driffield (appointed 08 February 2023)
A D Gray (resigned 31 August 2023)
E John-Featherby (resigned 23 September 2022)

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and exist at the date of this report.

Directors' responsibilities

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial 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 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 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.

On behalf of the Board



Christian Driffield

Director

Date: 14 September 2023

Merrychef Limited

Balance Sheet at 31 December 2022

Company number: 2739846	Note	2022 £'000	2021 £'000
Fixed assets			
Investments	3	8,728	8,728
Total assets less current liabilities		8,728	8,728
Net assets		8,728	8,728
Capital and reserves			
Called up share capital	4	-	-
Profit and loss account		8,728	8,728
		8,728	8,728

For the financial year ended 31 December 2022 the Company was entitled to exemption from audit under section 480 Companies Act 2006 and no notice has been deposited under section 476. The directors acknowledge their responsibilities for ensuring that the Company keeps accounting records which comply with section 386 and for preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year and which otherwise comply with the requirements of the Companies Act 2006 in so far as they are applicable to the Company.

The financial statements were approved by the Board of Directors and authorised for issue on 14 September 2023.



Christian Driffield

Director

The notes on pages 5 to 7 form part of these financial statements.

Merrychef Limited

Notes forming part of the financial statements for the year ended 31 December 2022

1 Accounting policies

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

The following principal accounting policies have been applied:

Consolidated Financial Statements

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the publicly available consolidated financial statements of Ali Holding S.r.L. These financial statements present information about the Company as an individual undertaking and not about its group.

Going concern

The company has net assets of £8,728k as at the year end. It also has no liabilities nor is expected to incur any liabilities in the next twelve months.

After careful consideration the directors have concluded that, as of the date of approval of these financial statements, it is reasonable to assess that the Company will be able to continue as a going concern. The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial wellbeing and support of Ali Holding S.r.L.

Cash Flow

The Company has taken advantage of the exemption in FRS102 under paragraph 1.12 which allows exemption from the requirements of Section 7 Statement of cash flows and Section 3 Financial Statement Presentation paragraph 3.17(d) in relation to cash flows. The Company is included in the consolidated financial statements of Ali Holding S.r.L. Refer to Note 7 for more information on where to obtain a copy of the consolidated financial statements.

Investments

Investments are held at cost less permanent diminution in value.

Financial assets

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

Merrychef Limited

Notes forming part of the financial statements for the year ended 31 December 2022 (continued)

1 Accounting policies (continued)

Reserves

The Company's reserves include:

- Called up share capital reserve represents the nominal value of the shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Current and deferred taxation

The tax expense for the period comprises current and 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 or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

Investments are held at cost less permanent diminution in value. Judgement has been applied by the directors in estimating the recoverability of loans and investments.

Merrychef Limited

Notes forming part of the financial statements
for the year ended 31 December 2022 (*continued*)

3 Investments

	2022 £'000	2021 £'000
Cost:		
At the beginning of the year	8,728	8,728
Acquired during the year	-	-
At the end of the year	<u>8,728</u>	<u>8,728</u>

The subsidiaries (both direct and indirect) of the Company at the end of the year are:

Company	Country of Incorporation	Proportion of voting rights and ordinary share capital held 2022/2021
<i>Direct</i>		
Welbilt (Halesowen) Limited	UK	100%
<i>Indirect</i>		
Welbilt UK Limited	UK	100%

The registered office address for both Welbilt (Halesowen) Limited and Welbilt UK Limited is c/o Womble Bond Dickinson LLP, The Spark, Drayman's Way, Newcastle Helix, Newcastle upon Tyne, NE4 5DE.

4 Share capital

	2022 £'000	2021 £'000
<i>Allotted, called up and fully paid</i>		
2 (2021: 2) ordinary shares of £1 each	-	-
	<u>-</u>	<u>-</u>
	-	-
	<u>-</u>	<u>-</u>

5 Related party disclosures

The Company is a wholly owned subsidiary of Ali Holding S.r.L and has taken advantage of the exemption conferred under FRS 102 not to disclose transactions with Ali Holding S.r.L or other wholly owned subsidiaries within the group.

6 Subsequent events

There are no events subsequent to the reporting date.

7 Ultimate parent company

The Company's immediate parent is Enodis Group Limited, a company incorporated in England and Wales. At the reporting date the Directors regard Ali Holding S.r.L, a company incorporated in Italy, as the ultimate parent company and controlling entity. At the reporting date Ali Holding S.r.L was the smallest and largest group which prepares consolidated results and of which the Company forms a part. Copies of the financial statements of Ali Holding S.r.L may be request from via Gobetti 2a – Villa Fiorita, 20063 Cernusco sul Naviglio (Milano), Italy.