
BHOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 26 MARCH 2022

BHOLDINGS LIMITED

COMPANY INFORMATION

Directors	Lady Bamford Lord Bamford Ruth Kennedy
Company secretary	Steven Ovens
Registered number	03064811
Registered office	19 Mossop Street London SW3 2LY
Independent auditor	CLA Evelyn Partners Limited Statutory Auditor & Chartered Accountants 45 Gresham Street London EC2V 7BG

BHOLDINGS LIMITED

CONTENTS

	Page
Group Strategic Report	1 - 5
Directors' Report	6 - 8
Directors' Responsibilities Statement	9
Independent Auditors' Report	10 - 13
Consolidated Statement of Comprehensive Income	14
Consolidated Statement of Financial Position	15
Company Statement of Financial Position	16
Consolidated Statement of Changes in Equity	17
Company Statement of Changes in Equity	18
Consolidated Statement of Cash Flows	19
Notes to the Financial Statements	20 - 42

BHOLDINGS LIMITED

GROUP STRATEGIC REPORT FOR THE PERIOD ENDED 26 MARCH 2022

Introduction

The directors present the Group Strategic Report and the consolidated financial statements for BHoldings Limited (the "Company") and its subsidiaries (together, the "Group") for the period ended 26 March 2022.

Principal activities

The principal activities of the Group and Company continue to be the sale of retail goods, including womenswear clothing, bath and beauty products and organic foods, as well as the provision of leisure services such as spa treatments. The Group also licenced the JCB brand and earned royalty income from these licence agreements, although ceased this activity in the year with the sale of JCB Consumer Products Limited (as explained further below).

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 26 MARCH 2022

Business review and key financial and non-financial performance indicators (KPIs)

Company

The Company's profit for the year was £49,840,941 (2021: £3,844,055 loss) which was driven by a £54,899,000 profit on disposal of the Company's subsidiary JCB Consumer Products Limited.

Group

The Group's turnover from continuing operations in the period increased by 22.1% from £48,916,557 to £59,748,128 whilst gross profit from continuing operations increased by £6,320,228 to £21,846,815 leading to a gross profit margin of 36.6% (2021: 31.7%).

The revenue growth was driven by increased trade through strong performance from new and existing wholesale customers, and investment in digital marketing drove demand through online channels. In addition, the recovery in trading levels at the Group's clothing stores and cafes due to an easing of COVID-19 restrictions combined with successful infrastructure projects at the Cotswolds flagship site have driven substantial increases in footfall, aided by the new Daylesford Organic Home & Garden space and the extended Bamford Wellness Spa.

In addition to turnover and gross profit from continuing operations, the Group also measures its performance with reference to EBITDA. Improvements in turnover and gross margins from continuing operations were offset by an increase of administration expenses (from continuing operations) of 12.4% to £30,060,195. The Group's EBITDA from continuing operations for the period was a £4,972,559 loss (2021: £6,808,356 loss).

The Group's net liability position reduced from £55,564,759 to £30,250,862 due to profit generated on the sale of JCB Consumer Products of £31,641,500, offset by the operating loss for the year.

Based on this, and with the Group retaining the operational and financial support of its ultimate majority shareholder (as explained further in note 2.3), the directors are confident that the trading results will continue to improve.

The directors also use non-financial key performance indicators which they consider to be effective in measuring the delivery of the strategy of the business. The non-financial KPIs are:

Staff turnover

Staff turnover for the period increased from 25.6% in 2021 to 50.5% in 2022 as staff movements returned to pre-COVID levels.

Employee satisfaction

The directors monitor the satisfaction of the Group's employees through the completion of Pulse surveys. The average satisfaction score of the Group's employees was 7.1/10 (2021: 7.8/10). The directors continue to implement best working practices for the employees and initiatives include a new senior appointment to lead HR across the business and a newly formed committee focused on driving engagement amongst employees.

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 26 MARCH 2022

Principal risks and uncertainties, including financial risk management

The Group anticipates UK-wide economic challenges having an impact on trading in the coming year. The directors remain focused on the objective to advance the Group towards profitability and continue to invest in the Group's operations to achieve this.

The Group's operations expose it to a variety of financial and non-financial risks including credit risk, liquidity risk, foreign currency exchange rate risk and market risk. The policies set by the board of directors in respect of financial risks are implemented by the Group's finance department.

Credit risk

The Group's credit risk is primarily attributable to its trade debtors. The Group has implemented policies that require appropriate credit checks on potential customers before significant contracts are entered into. Additionally, as payment is required for the sale of goods at the point of purchase, and in advance for services provided to customers, the Group's exposure to credit risk is vastly reduced, but not fully eliminated and some credit risk therefore remains.

The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

The Group continues to invest in its operations and therefore has to closely monitor its liquidity in order to ensure working capital requirements are met in addition to the cost of the investments made. Cash forecasts are maintained which include a range of possible outcomes and scenarios, with the outputs discussed at operational and board levels such that any operational or financing requirements are agreed in advance of any large spend.

The Group monitors its levels of working capital to ensure that it can meet its liabilities and obligations as they fall due and to provide further comfort of this, Lady Bamford has confirmed continuing financial support to the Company and Group, should it be required, for the foreseeable future, being a period of no less than 12 months from the date of the authorisation of the financial statements.

Interest rate risk

The Group has both interest-bearing assets and interest-bearing liabilities. Interest bearing assets comprise only cash at bank and in hand which earn interest at a variable rate. The Group has a policy of maintaining debt at fixed rates to ensure certainty of future interest cash flows. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature.

Foreign currency exchange rate risk

The Group is exposed to foreign currency exchange rate risk as a result of trade debtors and trade creditors which are received and settled in foreign currencies. The Group has no material financial exposure to foreign exchange gains and losses on financial assets or liabilities at the year end and does not hedge any of its trading activities.

Market risk

Continued challenging economic conditions in the UK retail market pose a challenge to the Group's growth strategy and desired level of profitability. The Group will continue to take into consideration market trends and consumer research when developing its growth strategy and will continue to invest in channels with the greatest potential for growth, from building on existing eCommerce channels to creating new revenue streams through The Club by Bamford, which will operate on a membership basis.

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 26 MARCH 2022

Stakeholder engagement - Section 172(1) Statement

Each individual director must act in the way they consider, in good faith, would be the most likely to promote the success of the Group and Company for the benefit of its members as a whole, and in doing so, the directors have had regard to the matters set out in Section 172(1) of the Companies Act when performing their duty under this section of the act. The matters set out are:

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

As we grow, our business and our risk environment also become more complex so we continue to evolve our approach to risk management. We regularly meet with all senior managers to effectively identify, evaluate, manage and mitigate the risks we face such that these can inform any decisions we make in the long-term.

In the 52-week period ended 26 March 2022, the appointment of new Managing Directors for Daylesford Organic and Bamford were approved, continued investment was made into the Group's flagship site in the Cotswolds and in the Group's eCommerce operations.

b) The interests of the Company's employees

Our employees are fundamental to our business and we aim to be a responsible employer in our approach to the pay and benefits our employees receive. The health, safety and well-being of our employees is one of our primary considerations and protecting our teams during the COVID-19 pandemic has been a priority of the directors. We encourage employee engagement through newsletters, surveys, team events and career development opportunities.

c) The need to foster the Company's business relationship with suppliers, customers and others

Our strategy prioritises organic growth, through the development and maintenance of strong client relationships. We value all of our suppliers and have built multi-year relationships with our key suppliers which we foster by meeting with them regularly to discuss our partnership in detail.

d) The impact of the Company's operations in the community and environment

As directors, we consider it fundamental to the Group and Company's purpose that we promote sustainability and being environmentally friendly across all of our operations. Our approach is to create positive change for the people and communities with which we interact and to act as a responsible company and neighbour in the local communities in which we operate.

e) The desirability of the Company maintaining a reputation for high standards of business conduct

As the Board of Directors, our intention is to behave responsibly and fairly to ensure that management operate the business in this manner, operating within the high standards of business conduct and good governance expected for a business such as ours and thus nurturing our reputation. We monitor the conduct of senior management by meeting with them regularly to receive updates across all of the business' operations.

f) The need to act fairly as between members of the Company

The directors take active engagement in ensuring that its communications are transparent and are in accordance with the objective of promoting the long-term success of the Group and Company.

Business relationships statement

In the 52-week period ended 26 March 2022, the appointment of new Managing Directors for Daylesford Organic and Bamford were approved, continued investment was made into the Group's flagship site in the Cotswolds and the Group's eCommerce operations. The directors are conscious that the Group and Company's operations affect a range of stakeholders, and they take care to consider and engage, to the greatest extent possible, all affected stakeholders in their decision making.

BHOLDINGS LIMITED

GROUP STRATEGIC REPORT (CONTINUED)
FOR THE PERIOD ENDED 26 MARCH 2022

This report was approved by the board and signed on its behalf.

Lady Bamford
Director

Date: 22 December 2022

**DIRECTORS' REPORT
FOR THE PERIOD ENDED 26 MARCH 2022**

The directors present their report and the financial statements for the period ended 26 March 2022.

Results and dividends

The profit for the period, after taxation, amounted to £25,313,897 (2021 - loss £5,382,902).

The directors do not recommend the payment of a dividend in respect of the period ended 26 March 2022 (2021: £nil).

Directors

The directors who served during the period and to the date of signing this report were:

Lady Bamford
Lord Bamford
Ruth Kennedy

Future developments

The directors intend to continue to increase turnover and achieve profitability through growing the Group's retail, wholesale and online operations, making further investment in the Daylesford Farm site, and introducing a new membership model through The Club by Bamford. New senior appointments include a Daylesford Managing Director, Bamford Managing Director and HR Director to help achieve this growth. Having considered the support provided to the business by shareholders, as detailed in note 2.3, the directors are aware of no significant threats to the Group and Company's ability to continue to operate.

Engagement with employees

It is the Group's policy that the selection of employees for recruitment, training, development and promotion should be determined solely on their skills, abilities and other requirements that are relevant to the job, regardless of their sex, race, religion or disability.

The Group recognises the value of its employees and places importance on communications with employees which take place at many levels throughout the organisation on both a formal and informal basis. The personal development of employees is closely monitored so that appropriate training programmes can be designed with a view to assisting employees to achieve their own objectives as well as those of the Group.

Disabled employees

The Group's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for development exist for each disabled person. Arrangements are made wherever possible for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 26 MARCH 2022

Greenhouse gas emissions, energy consumption and energy efficiency action

The Group's energy usage for the year is as follows:

- 1,011,742kWh of gas combustion (2021: 1,246,500kWh), which is the equivalent of 190.9 tonnes of CO₂ emissions (2021: 233.9 tonnes of CO₂ emissions).
- 3,344,600kWh of purchased electricity (2021: 3,493,800kWh), which is the equivalent of 710.2 tonnes of CO₂ emissions (2020: 814.5 tonnes of CO₂ emissions).

The Group has consumed 69,800kWh of energy per every £1,000,000 of revenue (2021: 87,100kWh), which is the equivalent of 14.4 tonnes of CO₂ emissions per £1,000,000 of revenue (2021: 14.4 tonnes).

This data was calculated by aggregating the energy usage data provided to the Group by its energy suppliers for each of the Group's sites and using government GHG conversion factors.

Sustainability remains an integral part of our business. This financial period, we have made legal changes to our Articles of Association to reflect our commitment to creating a material positive impact on society and the environment. These changes require us to consider the impact of all business decisions on our stakeholders, including shareholders, employees, suppliers, society and the environment.

In this reporting period the Group has seen a reduction in all energy use and carbon emissions for a second consecutive period. Despite growth at our sites we continue to increase our on-site generation of renewable energies; a total of 1,512,148 kWh was generated from photovoltaic panels and biomass boilers at our flagship site. This is a 21% increase from the last reporting period, and represents a carbon reduction of 320 tonnes compared to the same consumption of conventional mains energy.

Across the portfolio we have continued the process of switching sites to 100% renewable energy contracts. This project is still on track for completion by 2024, and all new sites and acquisitions are included in these plans.

Matters covered in the strategic report

Reviews of the Company and Group's results, risks and uncertainties and the Group's stakeholder engagement statement are included within the Group Strategic Report.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company and the Group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company and the Group's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Post balance sheet events

No material events have affected the Group since the year end.

BHOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE PERIOD ENDED 26 MARCH 2022**

Auditors

The auditors, CLA Evelyn Partners Limited (formerly Nexia Smith & Williamson), will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

**Lady Bamford
Director**

Date: 22 December 2022

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE PERIOD ENDED 26 MARCH 2022**

The directors are responsible for preparing the Group Strategic Report, the Directors' Report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 the Group and of the profit or loss of the Group for that period.

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

- select suitable accounting policies for the Group's financial statements 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and to 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHOLDINGS LIMITED

Opinion

We have audited the financial statements of BHoldings Limited (the 'Parent Company') and its subsidiaries (the 'Group') for the period ended 26 March 2022 which comprise the Consolidated Statement of Comprehensive Income, Consolidated and Company Balance Sheets, Consolidated and Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows and the 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 FRS 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 Group's and of the Parent Company's affairs as at 26 March 2022 and of the Group's profit for the period 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 Group and Parent 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 directors' 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 Group and Parent 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 directors with respect to going concern are described in the relevant sections of this report.

Emphasis of matter - going concern

We draw attention to note 2.3 of the financial statements, which describes the Parent Company and Group's reliance on the continued financial support of their ultimate majority shareholder. Our opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (CONTINUED)

Other information

The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and Financial Statements. 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.

Opinions on other matters 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 Group Strategic Report and the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Group Strategic Report and the Directors' 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 Group and the Parent Company and their environment obtained in the course of the audit, we have not identified material misstatements in the Group Strategic Report or the Directors' 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 9, 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 Group's and the Parent 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 Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (CONTINUED)

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 extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained a general understanding of the Group and Parent Company's legal and regulatory framework through enquiry of management in respect of their understanding of relevant laws and regulations and the entity's policies and procedures regarding compliance. We also drew on our existing understanding of the Group and Parent Company's industry and regulation.

We understand that the Group and Parent Company complies with the framework through:

- Subscribing to relevant updates from external experts, including from Public Health England and updating operating procedures, manuals and internal controls as legal and regulatory requirements change and requiring employees to read these and follow the policies and procedures of the business. Employees are also required to attend training on a regular basis and when requirements change.
- Close oversight by senior management, meaning that any litigation, claims or possible instances of non-compliance with the regulations would come to their attention directly.
- Regular audits to ensure compliance with appropriate food safety standards.
- Ensuring third party suppliers are safety assessed and approved.
- Outsourcing payroll, accounts preparation and tax compliance to external service providers.

In the context of the audit, we considered those laws and regulations which determine the form and content of the financial statements and which are central to the Group and Parent Company's ability to conduct its business and where failure to comply could result in material penalties. We identified the following laws and regulations as being of significance in the context of the Group and Parent Company:

- The Companies Act 2006 and FRS 102 in respect of the preparation and presentation of the financial statements.
- The Food Standards Act 1999 which governs food safety standards including hygiene and cleanliness requirements.

We performed the following procedures to gain evidence about compliance with the significant laws and regulations identified above:

- We reviewed audit certificates confirming compliance with relevant food safety standards of accredited bodies.
- We made enquiries of management regarding their knowledge of any possible non-compliance with laws and regulations.
- We obtained written management representations that they have disclosed to us all known instances of non-compliance or suspected non-compliance with laws and regulations and accounted for and disclosed all known actual or possible litigation and claims in the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHOLDINGS LIMITED (CONTINUED)

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the entity's financial statements to material misstatement, including how fraud might occur. The key areas identified in this discussion were with regard to the manipulation of the financial statements through

manual journal entries and incorrect recognition of revenue.

The procedures we carried out to gain evidence in the above area included:

- Testing journal entries selected based on specific risk assessments applied based on the Company's processes and controls surrounding manual journals.
- Testing a sample of revenue transactions to underlying documentation.

A further description of our responsibilities is available on the Financial Reporting Council's website at: 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 Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Timothy Adams (Senior Statutory Auditor)

for and on behalf of

CLA Evelyn Partners Limited

Statutory Auditor

Chartered Accountants

45 Gresham Street

London

EC2V 7BG

31 December 2022

BHOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 26 MARCH 2022**

		Continuing operations 2022 £	Discontinued operations 2022 £	Total 2022 £	Continuing operations 2021 £	Discontinued operations 2021 £	Total 2021 £
	Note						
Turnover	4	59,748,128	2,527,253	62,275,381	48,916,557	5,549,531	54,466,088
Cost of sales		(37,901,313)	-	(37,901,313)	(33,389,970)	(14,420)	(33,404,390)
Gross profit		21,846,815	2,527,253	24,374,068	15,526,587	5,535,111	21,061,698
Administrative expenses		(30,060,195)	(433,776)	(30,493,971)	(26,737,247)	(767,700)	(27,504,947)
Government grants receivable	5	58,000	-	58,000	1,415,180	26,820	1,442,000
Other operating income	6	230,600	-	230,600	66,600	-	66,600
Operating loss	7	(7,924,780)	2,093,477	(5,831,303)	(9,728,880)	4,794,231	(4,934,649)
Gain on disposal of subsidiaries	11	-	31,641,500	31,641,500	-	-	-
Interest payable		(496,300)	-	(496,300)	(448,253)	-	(448,253)
Profit/(loss) before taxation		(8,421,080)	33,734,977	25,313,897	(10,177,133)	4,794,231	(5,382,902)
Tax on profit/(loss)	12	-	-	-	-	-	-
Profit/(loss) for the financial period		(8,421,080)	33,734,977	25,313,897	(10,177,133)	4,794,231	(5,382,902)

There was no other comprehensive income for 2022 (2021: £nil).

The notes on pages 20 to 42 form part of these financial statements.

BHOLDINGS LIMITED
REGISTERED NUMBER:03064811

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 26 MARCH 2022

	Note	26 March 2022 £	31 March 2021 £
Fixed assets			
Intangible assets	14	809,400	403,650
Tangible assets	15	10,324,008	11,435,359
		<u>11,133,408</u>	<u>11,839,009</u>
Current assets			
Stocks - finished goods		12,629,560	8,592,981
Debtors	17	12,081,820	10,689,907
Cash at bank and in hand		23,727,800	9,054,122
		<u>48,439,180</u>	<u>28,337,010</u>
Creditors: amounts falling due within one year	18	(89,823,450)	(95,740,778)
Net current liabilities		<u>(41,384,270)</u>	<u>(67,403,768)</u>
Net liabilities		<u>(30,250,862)</u>	<u>(55,564,759)</u>
Capital and reserves			
Called up share capital	19	37,400,389	37,400,389
Profit and loss account	20	(67,651,251)	(92,965,148)
		<u>(30,250,862)</u>	<u>(55,564,759)</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 22 December 2022.

Lady Bamford
Director

The notes on pages 20 to 42 form part of these financial statements.

BHOLDINGS LIMITED
REGISTERED NUMBER:03064811

COMPANY STATEMENT OF FINANCIAL POSITION
AS AT 26 MARCH 2022

	Note	26 March 2022 £	31 March 2021 £
Fixed assets			
Intangible assets	14	132,400	-
Tangible assets	15	1,171,508	1,259,836
Investments in subsidiary companies		3	4
		<u>1,303,911</u>	<u>1,259,840</u>
Current assets			
Debtors	17	73,011,200	63,332,200
Cash at bank and in hand		19,292,800	-
		<u>92,304,000</u>	<u>63,332,200</u>
Creditors: amounts falling due within one year	18	(75,453,030)	(96,278,100)
Net current assets/(liabilities)		<u>16,850,970</u>	<u>(32,945,900)</u>
Net assets/(liabilities)		<u><u>18,154,881</u></u>	<u><u>(31,686,060)</u></u>
Capital and reserves			
Called up share capital	19	37,400,389	37,400,389
Profit and loss account brought forward		(69,086,449)	(65,242,394)
Profit/(loss) for the period		49,840,941	(3,844,055)
Profit and loss account carried forward		(19,245,508)	(69,086,449)
		<u><u>18,154,881</u></u>	<u><u>(31,686,060)</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 22 December 2022.

Lady Bamford

Director

The notes on pages 20 to 42 form part of these financial statements.

BHOLDINGS LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 26 MARCH 2022

	Called up share capital £	Profit and loss account £	Total equity £
At 1 April 2020	37,400,389	(87,582,246)	(50,181,857)
Loss for the year	-	(5,382,902)	(5,382,902)
At 1 April 2021	37,400,389	(92,965,148)	(55,564,759)
Profit for the period	-	25,313,897	25,313,897
At 26 March 2022	<u>37,400,389</u>	<u>(67,651,251)</u>	<u>(30,250,862)</u>

The notes on pages 20 to 42 form part of these financial statements.

BHOLDINGS LIMITED

COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 26 MARCH 2022

	Called up share capital £	Profit and loss account £	Total equity £
At 1 April 2020	37,400,389	(65,242,394)	(27,842,005)
Loss for the year	-	(3,844,055)	(3,844,055)
At 1 April 2021	37,400,389	(69,086,449)	(31,686,060)
Profit for the period	-	49,840,941	49,840,941
At 26 March 2022	37,400,389	(19,245,508)	18,154,881

The notes on pages 20 to 42 form part of these financial statements.

BHOLDINGS LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 26 MARCH 2022**

	26 March 2022 £	31 March 2021 £
Profit/(loss) for the financial period	25,313,897	(5,382,902)
Adjustments for:		
Amortisation of intangible assets	311,700	-
Depreciation of tangible fixed assets	2,640,521	2,920,594
Profit on disposal of subsidiaries	(31,641,500)	-
Loss on disposal of tangible fixed assets	-	250,117
Interest payable	496,300	448,253
Increase in stocks	(4,036,579)	(894,750)
Increase in debtors	(1,391,913)	(2,809,579)
(Decrease)/increase in creditors	(4,962,828)	10,230,229
Net cash (used in)/generated from operating activities	(13,270,402)	4,761,962
Purchase of intangible assets	(717,450)	(57,250)
Purchase of tangible fixed assets	(1,529,170)	(1,945,276)
Cash received on disposal of subsidiaries, net of cash disposed of	47,527,997	-
Net assets of subsidiaries disposed of, excluding cash	(15,886,497)	-
Net cash generated from/(used in) investing activities	29,394,880	(2,002,526)
Net increase in cash at bank and in hand	16,124,478	2,759,436
Cash at bank and in hand at beginning of period	7,603,322	4,843,886
Cash at bank and in hand at the end of the period	23,727,800	7,603,322
Cash at bank and in hand at the end of period comprises:		
Cash at bank and in hand	23,727,800	9,054,122
Bank overdrafts	-	(1,450,800)
	23,727,800	7,603,322

See note 21 for an analysis of changes in net debt during the period.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

1. General information

BHoldings Limited (the "Company") is a private company limited by shares, incorporated and registered in England and Wales under the Companies Act to provide retail and leisure services. The Company's registered office is 19 Mossop Street, London, SW3 2LY and its registered number is 03064811.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

All figures in the financial statements are presented in the Company's functional currency, sterling.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies (see note 3).

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements.

The following principal accounting policies have been applied:

2.2 Basis of consolidation

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Statement of Financial Position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated Statement of Comprehensive Income from the date on which control is obtained. They are deconsolidated from the date control ceases.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

2. Accounting policies (continued)

2.3 Going concern

The financial statements have been prepared on a going concern basis. In making their going concern assessment, the directors have given consideration to current performance, market conditions, future profit & loss forecasts and its reliance on a written letter of support provided from Lady Bamford, the ultimate majority shareholder to the Group.

In this letter, Lady Bamford has confirmed she will continue to provide support to the Group and Parent Company for the foreseeable future to enable it to continue in operational existence and to settle its liabilities as they fall due, being for a period of no less than 12 months from the date of the authorisation of the financial statements.

For this reason, and despite the Group's net liability position at 26 March 2022 of £30,250,862, the directors have reasonable assurance that the Group and Parent Company can continue to operate as a going concern for this period and accordingly, have prepared these accounts on the going concern basis. The accounts do not include any adjustments that would be required in the event of the withdrawal of this support.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

2. Accounting policies (continued)

2.5 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, including royalty income, net of discounts, VAT and other sales related taxes.

Sales of goods are recognised when goods are delivered and title has passed, which is considered to be the point in time that the Group has transferred the significant risks and rewards of ownership to the buyer, the amount of revenue and costs can be measured reliably and it is probable the Group will receive the consideration that is due under the transaction.

Royalty income is recognised on an accruals basis in accordance with the relevant licence agreements when it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Revenue for services rendered relates to fees for holiday cottage stays and other contracts to provide services such as the provision of spa treatments. Revenue for services is recognised initially within deferred income then released to the Consolidated Statement of Comprehensive Income over the period of time in which the service is provided to the customer.

2.6 Other operating income - licence fees

Licence fees are recognised on an accruals basis in accordance with the relevant licence agreements when it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

2.7 Operating leases: the Group as lessor

Rental income from operating leases is credited to the Consolidated Statement of Comprehensive Income on a straight line basis over the lease term.

Temporary rent concessions occurring as a direct consequence of the COVID-19 pandemic have been recognised on a systematic basis over the periods that the change in lease income is intended to compensate. This is conditional on:

- the change in lease income resulting in revised consideration for the lease that is less than the consideration for the lease immediately preceding the change;
- any reduction in lease income affecting only income originally due on or before 30 June 2021;
- there being no significant change to other terms and conditions of the lease.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

2. Accounting policies (continued)

2.8 Operating leases: the Group as lessee

Rentals paid under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

Temporary rent concessions occurring as a direct consequence of the COVID-19 pandemic have been recognised on a systematic basis over the periods that the change in lease payments is intended to compensate. This is conditional on:

- the change in lease payments resulting in revised consideration for the lease that is less than the consideration for the lease immediately preceding the change;
- any reduction in lease payments affecting only payments originally due on or before 30 June 2021;
- there being no significant change to other terms and conditions of the lease.

2.9 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants of a revenue nature are recognised in the Consolidated Statement of Comprehensive Income in the same period as the related expenditure when reasonable assurance is gained that the Group will comply with the conditions attached to the grant and the grant will be received.

2.10 Finance costs

Finance costs are charged to the Consolidated Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount.

2.11 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees, which is administered by a related entity. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Group in independently administered funds.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

2. Accounting policies (continued)**2.12 Taxation**

Tax is recognised in profit or loss except that a charge attributable to an item of income and 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 and the Group operate and generate income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of Financial Position date, except that:

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

2.13 Intangible assets**Other intangible assets**

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

At each reporting date the Group assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

Software under development	-	not amortised until ready for use
Software and product development	-	3 - 5 years

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

2. Accounting policies (continued)**2.14 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Group assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	- over the life of the lease
Motor vehicles	- over two to seven years
Fixtures, fittings and equipment	- over two to seven years
Assets under construction	- not depreciated until ready for use

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.15 Investments in subsidiaries

Investments in subsidiaries are measured at cost less accumulated impairment.

2.16 Stocks

Stocks are stated at the lower of cost and net realisable value. At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Consolidated Statement of Comprehensive Income.

2.17 Debtors

Short term debtors are measured at transaction price, less any impairment.

2.18 Cash at bank and in hand

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

In the Consolidated Statement of Cash Flows, cash at bank and in hand are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

2. Accounting policies (continued)

2.19 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including shareholder's loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.20 Financial instruments

The Group only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an 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.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have necessarily made use of judgements and estimates. This results in a certain degree of uncertainty. The primary judgements and estimates applied are as follows:

Judgements

Impairment of intercompany debtors

As at 26 March 2022, the Company was owed £71,345,200 (2021: £62,441,300) by its subsidiaries. The directors have assessed whether these debtors are subject to impairment and have concluded that on the basis of Lady Bamford's financial support provided to these entities, as evidenced in writing, the debtors are considered to be recoverable and accordingly, no impairment charge has been recognised against the debtors in the year (2021: £nil).

Key sources of estimation uncertainty

Bad debt provisions

Trade debtors of £5,391,677 (2021: £5,175,477) are recorded in the Group's balance sheet as at the period-end. A review of trade debtors is performed on a line by line basis. Whilst every attempt is made to ensure that the bad debt provisions are as accurate as possible, there remains a risk that the provisions do not match the level of debts which ultimately prove to be uncollectible. The bad debt provision applied as at 26 March 2022 was £17,769 (2021: £nil).

Stock provisions

The Group's stock consists of a diverse range of products including clothing ranges, organic food produce, beverages, home furnishings and bath and beauty products.

The Group has a policy to recognise a 30% provision against unsold stock relating to that financial year's clothing ranges. Food and drink products are scrapped when they become obsolete, which is considered to be when their sell-by date passes. Provisions are rarely made against other products.

The expense recognised in the Consolidated Statement of Comprehensive Income for the period in relation to stock shrinkage and wastage, including write-downs of clothing stock, was £1,991,099 (2021: £2,352,464). The stock balance at the balance sheet date of £12,629,560 (2021: £8,592,981) is presented net of this expenditure and is considered to be held at the lower of the stock's cost and its net realisable value. A risk remains that the stock which has not been provided against cannot be sold and therefore would not have a net realisable value.

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

4. Turnover

An analysis of turnover by class of business is as follows:

	2022 £	2021 £
Sale of goods	59,466,972	48,667,988
Provision of services	1,594,009	2,998,100
Royalty income	1,214,400	2,800,000
	<u>62,275,381</u>	<u>54,466,088</u>

Analysis of turnover by country of destination:

	2022 £	2021 £
United Kingdom	59,780,020	52,720,015
Rest of the world	2,495,361	1,746,073
	<u>62,275,381</u>	<u>54,466,088</u>

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

5. Government grant income

	26 March 2022 £	31 March 2021 £
Eat out to help out scheme	-	66,100
Coronavirus job retention scheme	58,000	1,375,900
	<u>58,000</u>	<u>1,442,000</u>

In addition to government grants received of £58,000 (2021: £1,442,000), the Company received government assistance this period in the form of business rates relief and a reduction to its VAT rate.

For the 2020-21 and 2021-22 tax years, the government reduced business rates payable by retail stores and therefore the Group received relief of £411,090 in the period (2021: £970,690). The relief was 100% of business rates for the relevant stores from 1 April 2020 to 30 June 2021. From 1 July 2021 to the period-end date, this reduced to being 66% of business rates being relieved for the relevant stores.

On 8 July 2020, the government announced a temporary 5% reduced rate of VAT for certain supplies of hospitality, including food and non-alcoholic beverages sold for on-premises consumption and hot takeaway food, which came into force on 15 July 2020. The Company applied this temporary reduced VAT rate to the applicable supplies from this date to 1 October 2021 when the temporary reduced rate of VAT changed to 12.5% from 5%. Accordingly, from this date, 12.5% of VAT was charged on the applicable supplies. After the period-end, on 31 March 2022, this temporary reduction came to an end and from this date, the applicable supplies have had VAT charged on them at 20%.

6. Other operating income

	26 March 2022 £	31 March 2021 £
Sub-lease of properties	175,000	53,100
Licence fees	55,600	13,500
	<u>230,600</u>	<u>66,600</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

7. Operating loss

The operating loss is stated after charging:

	2022	2021
	£	£
Defined contribution pension cost	565,300	448,185
Foreign exchange loss	85,193	313,140
Bad debt provision charged as an expense	17,769	-
Amortisation of intangible assets	311,700	-
Depreciation of tangible fixed assets	2,640,521	2,920,524
Operating lease expenses and rentals	3,095,605	2,344,138
Stock shrinkage and wastage	<u>1,991,099</u>	<u>2,352,464</u>

During the period, the Group received and recognised rent concessions of £74,977 (2021: £455,890) due to COVID-19. The Group has adopted the temporary amendments to FRS 102 which permit these rent concessions to be recognised in the same period that the change in the lease payments is intended to compensate, providing that the change in the lease payments occur as a direct consequence of the COVID-19 pandemic.

8. Auditors' remuneration

	2022	2021
	£	£
Fees payable to the Group's auditor for the audit of the Group and subsidiary's annual financial statements	<u>75,960</u>	<u>86,960</u>

Fees payable to the Group's auditor and its associates in respect of:

Taxation compliance services	15,000	25,000
All other services	7,000	8,965
	<u>22,000</u>	<u>33,965</u>

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

9. Employees

Staff costs were as follows:

	Group 26 March 2022 £	<i>Group 31 March 2021 £</i>	Company 26 March 2022 £	<i>Company 31 March 2021 £</i>
Wages and salaries	14,953,030	<i>13,021,713</i>	3,173,230	<i>2,771,100</i>
Social security costs	1,354,200	<i>871,973</i>	228,100	<i>-</i>
Cost of defined contribution scheme	565,300	<i>448,185</i>	62,000	<i>50,100</i>
	<u>16,872,530</u>	<i><u>14,341,871</u></i>	<u>3,463,330</u>	<i><u>2,821,200</u></i>

The average monthly number of employees, including the directors, during the period was as follows:

	Group 2022 No.	<i>Group 2021 No.</i>	Company 2022 No.	<i>Company 2021 No.</i>
Sales	465	<i>384</i>	-	<i>-</i>
Management and administration	137	<i>112</i>	57	<i>40</i>
	<u>602</u>	<i><u>496</u></i>	<u>57</u>	<i><u>40</u></i>

10. Director's remuneration

A director charged fees of £66,300 (2021: £66,300) to the Group in respect of their services in the period.

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

11. Gain on disposal of subsidiaries

During the period, the Group disposed of the subsidiary JCB Consumer Products Limited and recognised a gain on disposal of £31,641,500. Cash proceeds on disposal were £54,900,000.

	£
Cash proceeds	54,900,000
	<hr/>
	54,900,000
Net assets disposed of:	
Stocks	46,940
Amounts owed by group undertakings	14,873,500
Trade and other debtors	1,187,407
Cash	7,372,003
Creditors	(221,350)
	<hr/>
	23,258,500
	<hr/>
Profit on disposal before tax	31,641,500
	<hr/>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

12. Taxation

2022	2021
£	£

Factors affecting tax charge for the period/year

The tax assessed for the period/year is lower than (2021 - *higher than*) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022	2021
	£	£
Profit/(loss) on ordinary activities before tax	<u>25,313,897</u>	<u>(5,382,902)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	4,809,640	(1,022,751)
Effects of:		
Expenses not deductible for tax purposes	108,219	181,775
Fixed asset timing differences	358,781	346,197
Substantial shareholding exemption	(6,011,606)	-
Deferred tax not recognised	7,383,787	494,779
Re-measurement of deferred tax for changes in tax rates	(6,648,821)	-
Total tax charge for the period/year	<u>-</u>	<u>-</u>

Factors that may affect future tax charges

Finance Act 2021 included legislation to increase the main rate of corporation tax from 19% to 25% from 1 April 2023. The full anticipated effect of these changes is reflected in the above deferred tax balances.

13. Parent company loss for the period

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of Comprehensive Income in these financial statements. The profit after tax of the parent Company for the period/year was £49,840,941 (2021 - loss £3,844,055).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

14. Intangible assets**Group**

	Software under development £	Software and product development £	Total £
Cost			
At 1 April 2021	57,250	1,147,500	1,204,750
Additions	241,750	475,700	717,450
Disposals	-	(733,300)	(733,300)
	<u>299,000</u>	<u>889,900</u>	<u>1,188,900</u>
At 26 March 2022			
Amortisation			
At 1 April 2021	-	801,100	801,100
Charge for the period	-	311,700	311,700
On disposals	-	(733,300)	(733,300)
	<u>-</u>	<u>379,500</u>	<u>379,500</u>
At 26 March 2022			
Net book value			
At 26 March 2022	<u>299,000</u>	<u>510,400</u>	<u>809,400</u>
At 31 March 2021	<u>57,250</u>	<u>346,400</u>	<u>403,650</u>

The Company holds no intangible assets (2021: £nil).

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022

15. Tangible fixed assets

Group

	Leasehold improvements £	Motor vehicles £	Fixtures, fittings and equipment £	Assets under construction £	Total £
Cost or valuation					
At 1 April 2021	14,938,544	157,159	9,188,140	206,839	24,490,682
Additions	40,400	3,549	1,311,260	173,961	1,529,170
Disposals	(1,635,300)	-	(1,186,300)	-	(2,821,600)
At 26 March 2022	13,343,644	160,708	9,313,100	380,800	23,198,252
Depreciation					
At 1 April 2021	7,635,887	152,082	5,267,354	-	13,055,323
Charge for the period	1,305,857	5,518	1,329,146	-	2,640,521
Disposals	(1,635,300)	-	(1,186,300)	-	(2,821,600)
At 26 March 2022	7,306,444	157,600	5,410,200	-	12,874,244
Net book value					
At 26 March 2022	6,037,200	3,108	3,902,900	380,800	10,324,008
At 31 March 2021	<u>7,302,657</u>	<u>5,077</u>	<u>3,920,786</u>	<u>206,839</u>	<u>11,435,359</u>

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022

15. Tangible fixed assets (continued)

Company

	Long-term leasehold property	Motor vehicles	Fixtures and fittings	Total
	£	£	£	£
Cost or valuation				
At 1 April 2021	645,000	15,208	1,292,900	1,953,108
Additions	15,400	-	321,200	336,600
Disposals	-	-	(267,600)	(267,600)
At 26 March 2022	660,400	15,208	1,346,500	2,022,108
Depreciation				
At 1 April 2021	196,500	10,772	486,000	693,272
Charge for the year	125,200	3,828	295,900	424,928
Disposals	-	-	(267,600)	(267,600)
At 26 March 2022	321,700	14,600	514,300	850,600
Net book value				
At 26 March 2022	338,700	608	832,200	1,171,508
At 31 March 2021	448,500	4,436	806,900	1,259,836

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

16. Investments in subsidiaries

Company

	Investments in subsidiary companies £
Cost or valuation	
At 1 April 2021	4
Disposals	(1)
	<hr/>
At 26 March 2022	<u><u>3</u></u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company at the end of the year:

Name	Registered office	Class of shares	Holding
Daylesford Organic Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100 %
Bamford Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100 %
JCB World Brands India Private Limited	B-1/I-1, 2nd Floor, Mohan Co-Operative Industrial Estate, Mathura Road, New Delhi, DL 110044	Ordinary	100 %
JCB Groundcare Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100 %
Bamford Home Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100 %
Bamford Architecture Limited	19 Mossop Street, London, SW3 2LY	Ordinary	100 %
Bamford France	455 Promenade, DES Anglais, 06200 Nice	Ordinary	100 %

During the period, the Company disposed of its £1 100% investment in the ordinary shares of JCB Consumer Products Limited for cash proceeds of £54,900,000 and recognised a profit on disposal of £54,899,999. JCB Consumer Products Limited's registered office is Lakeside Works, Staffordshire, ST14 5JP.

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

17. Debtors

	Group 26 March 2022 £	<i>Group</i> <i>31 March</i> <i>2021</i> £	Company 26 March 2022 £	<i>Company</i> <i>31 March</i> <i>2021</i> £
Trade debtors	5,391,677	5,175,477	249,600	184,600
Amounts owed by group undertakings	-	-	71,345,200	62,441,300
Other debtors	2,361,201	2,593,636	1,186,500	471,000
Prepayments and accrued income	4,328,942	2,920,794	229,900	235,300
	<u>12,081,820</u>	<u>10,689,907</u>	<u>73,011,200</u>	<u>63,332,200</u>

Amounts owed by group undertakings are unsecured, interest-free and repayable on demand. Additionally, included within other debtors are amounts owed by related parties, further details of which can be found in note 26.

18. Creditors: Amounts falling due within one year

	Group 26 March 2022 £	<i>Group</i> <i>31 March</i> <i>2021</i> £	Company 26 March 2022 £	<i>Company</i> <i>31 March</i> <i>2021</i> £
Bank overdrafts	-	1,450,800	-	1,450,800
Other loans	60,104,400	59,608,100	60,104,400	59,608,100
Trade creditors	11,429,346	9,605,379	4,988,500	470,600
Amounts owed to group undertakings	-	-	-	14,873,500
Other taxation and social security	162,940	-	-	-
Other creditors	8,080,354	18,522,736	7,823,300	17,980,500
Accruals and deferred income	10,046,410	6,553,763	2,536,830	1,894,600
	<u>89,823,450</u>	<u>95,740,778</u>	<u>75,453,030</u>	<u>96,278,100</u>

Amounts owed to group undertakings are unsecured, interest-free and repayable on demand. Additionally, included within other creditors are amounts owed to related parties, further details of which can be found in note 26.

Terms of other loans and bank overdrafts

Other loans are unsecured and represent amounts due to shareholders. The other loans attract interest of 1% plus the base rate per annum, with unpaid interest being accrued into the principal of the loan. Bank overdrafts are secured on other cash balances within the Group, as explained further in note 22.

BHOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 26 MARCH 2022

19. Share capital

	26 March 2022 £	31 March 2021 £
Allotted, called up and fully paid		
100 (2021 - 100) Ordinary shares shares of £1.00 each	100	100
37,400,289 (2021 - 37,400,289) Ordinary A shares shares of £1.00 each	37,400,289	37,400,289
	<u>37,400,389</u>	<u>37,400,389</u>

The ordinary shares and the A shares rank pari passu, except the holders of A shares shall not be entitled to receive notice of or to attend and vote at any general meeting of the company, unless the business of the meeting includes the consideration of a resolution for winding-up the company, a reduction in the capital of the company or any resolution directly or adversely modifying or abrogating any of the special rights or privileges attaching to the A shares, in which case such resolution shall also be required to be passed at a separate meeting of holders of A shares.

The A shares will not confer on the holders of such shares any right to participate in the profits of the Company.

The A shares rank in priority to the ordinary shares on a return of assets on a winding-up or liquidation of the company, after payment of other unsecured loans.

20. Reserves

Profit and loss account

This reserve relates to the cumulative retained earnings less amounts distributed to shareholders.

21. Analysis of net debt

	At 1 April 2021 £	Cash flows £	Cash proceeds on disposal of subsidiaries, net of cash disposed of £	Non-cash changes £	At 26 March 2022
			47,527,997		
Cash at bank and in hand	9,054,122	(32,854,319)	-	-	23,727,800
Bank overdrafts	(1,450,800)	1,450,800	-	-	-
Other loans	(59,608,100)	-	-	(496,300)	(60,104,400)
	<u>(52,004,778)</u>	<u>(31,403,519)</u>	<u>47,527,997</u>	<u>(496,300)</u>	<u>(36,376,600)</u>

Non-cash changes relate to interest accruing on the other loans of £496,300.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

22. Other financial commitments*Corporate cross guarantee*

There is an unlimited cross guarantee to the bank with the Company and other subsidiaries within the Group in respect of bank overdrafts. Under the terms of the agreement and the guarantees, the bank is authorised to set-off for interest purposes and in certain circumstances, to seize credit balances and apply them in the reduction of liabilities including debit balances within the composite accounting system. The total bank overdrafts of the Group covered under the guarantee at the balance sheet date were £nil (2021: £2,685,549).

Leases

The Company is a guarantor to some lease arrangements of its subsidiaries. If the subsidiaries are unable to make payments due to the landlord, the Company may be liable to pay these instead.

23. Pension commitments

The Group makes contributions to a defined contribution pension scheme on behalf of its employees which is administered by a related entity, with costs being recharged to the Group accordingly. During the period, contributions totalled £565,300 (2021: £448,185). All pension liabilities fall due to related entities and as at the balance sheet date are included within other creditors in note 17.

24. Commitments under operating leases

At 26 March 2022 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	Group	<i>Group</i>	Company	<i>Company</i>
	26 March	<i>31 March</i>	26 March	<i>31 March</i>
	2022	<i>2021</i>	2022	<i>2021</i>
	£	<i>£</i>	£	<i>£</i>
Not later than 1 year	2,607,460	<i>2,667,485</i>	240,575	<i>204,849</i>
Later than 1 year and not later than 5 years	9,727,172	<i>9,696,293</i>	960,000	<i>907,726</i>
Later than 5 years	8,251,228	<i>10,580,403</i>	862,027	<i>1,098,740</i>
	<u>20,585,860</u>	<i><u>22,944,181</u></i>	<u>2,062,602</u>	<i><u>2,211,315</u></i>

BHOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

25. Leases

The Group sublets one of its stores under an operating lease which is due to expire on 20 June 2025.

The minimum rent receivable under non-cancellable operating leases are as follows:

	26 March 2022 £	31 March 2021 £
Within one year	193,973	175,000
Between two and five years	448,219	642,329
	<u>642,192</u>	<u>817,329</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 26 MARCH 2022**

26. Related party transactions

Key management personnel are those persons having authority and responsibility for planning, controlling and directing the activities of the Group. The key management personnel of the Group and Company are considered to be the Company's directors who charged fees of £66,300 (2021: £66,300) to the Group during the period.

Company

The Company has taken advantage of an exemption available under FRS 102 not to disclose transactions with 100%-owned group companies.

During the period, the Company purchased goods of £482,655 (2021: £754,191) from entities related by virtue of common control and received recharges of £18,447,033 (2021: £15,880,516) from these entities. Recharges of £2,106,507 (2021: £4,820,369) and a net payment of £22,590,319 (2021: £2,543,712) were made to these entities too. As at 26 March 2022, the amount owed to these entities and included in other creditors was £13,072,091 (2020: £18,839,229).

During the period, the Company made recharges of £171,606 (2021: £228,271) to a limited liability partnership under common control. Sales of £13,378 (2021: £nil) were also made to this LLP. As at 26 March 2022, the amount due from this entity was £351,141 and this is included in other debtors (2021: £166,157).

Company and Group

As at 26 March 2022, the Company and Group had loans owed to its shareholders of £59,608,100 (2021: £59,608,100). During the current period, interest charges of £496,300 (2021: £457,652) accrued on these loans at 1% above the Bank of England base rate.

Group

During the period, the Group made sales and recharged costs of £3,365,202 to entities related by virtue of common control (2021: £6,323,588). Purchases and recharges of costs from these entities were £29,874,542 (2021: £28,337,023). As at 26 March 2022, £17,367,137 was owed to these entities and is included within trade and other creditors (2021: £24,480,542), whilst £1,061,446 was owed from these entities and is included within trade and other debtors (2021: £1,404,008).

During the period, the Group made sales of £89,159 (2021: £26,740) to directors and their families. As at 26 March 2022, no amounts were owed to the Group by these individuals (2021: £174,097).

Unless otherwise stated, the aforementioned balances outstanding at the balance sheet date, either owed to or from related parties, have no formal repayment terms so are considered interest-free, unsecured and repayable on demand.

27. Controlling party

Lady Bamford is the ultimate controlling party of the Group.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.