

Company registration number 03323920 (England and Wales)

VEGA NUTRITIONALS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022
PAGES FOR FILING WITH REGISTRAR

VEGA NUTRITIONALS LIMITED

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VEGA NUTRITIONALS LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2022

		2022	2021
	Notes	£	£
Fixed assets			
Tangible assets	5	2,626	2,827
Investments	6	76	-
		<u>2,702</u>	<u>2,827</u>
Current assets			
Stocks		532,544	382,831
Debtors	8	1,729,900	1,301,076
Cash at bank and in hand		95,017	85,393
		<u>2,357,461</u>	<u>1,769,300</u>
Creditors: amounts falling due within one year	9	<u>(1,293,872)</u>	<u>(237,337)</u>
Net current assets		<u>1,063,589</u>	<u>1,531,963</u>
Total assets less current liabilities		<u>1,066,291</u>	<u>1,534,790</u>
Creditors: amounts falling due after more than one year	10	<u>(557,751)</u>	<u>(1,502,377)</u>
Net assets		<u><u>508,540</u></u>	<u><u>32,413</u></u>
Capital and reserves			
Called up share capital		486,000	486,000
Profit and loss reserves		22,540	(453,587)
Total equity		<u><u>508,540</u></u>	<u><u>32,413</u></u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 6 December 2023 and are signed on its behalf by:

Dr N T Plummer
Director

Company Registration No. 03323920

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Vega Nutritionals Limited is a private company limited by shares incorporated in England and Wales. The registered office is Unit 2, Christchurch Road, Baglan Industrial Estate, Port Talbot, Neath Port Talbot, United Kingdom, SA12 7BZ.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

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

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

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

The financial statements have been prepared on a going concern basis which assumes that the company will continue in operational existence for the foreseeable future. In making their assessment the directors have reviewed the balance sheet, the likely future cash flows of the business and have considered the facilities that are in place at the date of signing the report.

At 31 December 2022 the company has net current assets of £1,063,589 (2021: £1,531,963) and has strengthened the net assets position to £508,540 (2021: £32,413) inclusive of £1,056,701 (2021: £1,502,377) due to group companies. The directors have received confirmation from one of the group companies, Cultech Limited, that the liability of £557,751 (2021: £1,502,377) will not be repayable for at least 12 months from the date of approval of these financial statements.

Global events such as the Covid-19 pandemic and the war in the Ukraine, coupled with global inflationary pressures, have impacted upon the business of the company and the wider group of which the company forms a part. At the date of signing these financial statements sales by the group into the worldwide territories it serves have remained strong and actions taken by the directors to safeguard its operations both before and during these events has meant that the company and group have been able to, and are forecast to, continue to operate within its existing facilities. The directors have been and remain in open dialogue with its facilities provider and they are fully aware of the on-going and forecast position of the business.

The directors have analysed the cash flow requirements of the company and group, and based on the future forecasts of the company, a review of the facilities in place and discussions with the providers of finance, the directors have a reasonable expectation that the company and group will be able to continue to operate within existing facility levels in place.

Therefore, at the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.3 Turnover

Turnover is recognised to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes, for goods provided in the normal course of business.

1.4 Tangible fixed assets

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

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

Plant and machinery	10%-33% straight line
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The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

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

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

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.6 Impairment of fixed assets

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

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

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

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

1.7 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

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

1.8 Cash and cash equivalents

Cash at bank and in hand are basic financial assets and include cash in hand and deposits held at call with banks.

1.9 Financial instruments

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

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

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

Basic financial assets

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

Classification of financial liabilities

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

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

Basic financial liabilities

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

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

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

1.10 Equity instruments

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

1.11 Taxation

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

Current tax

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

Deferred tax

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

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

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

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

1.13 Retirement benefits

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

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

(Continued)

1.14 Leases

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

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

1.15 Foreign exchange

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

2 Judgements and key sources of estimation uncertainty

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

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

3 Auditor's remuneration

	2022 £	2021 £
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	3,500	2,200
	<u> </u>	<u> </u>

4 Employees

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

	2022 Number	2021 Number
Total	11	10
	<u> </u>	<u> </u>

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

5 Tangible fixed assets

	Plant and machinery £
Cost	
At 1 January 2022	71,902
Additions	1,903
	<u>73,805</u>
At 31 December 2022	
Depreciation and impairment	
At 1 January 2022	69,075
Depreciation charged in the year	2,104
	<u>71,179</u>
Carrying amount	
At 31 December 2022	<u>2,626</u>
At 31 December 2021	<u>2,827</u>

6 Fixed asset investments

	2022 £	2021 £
Shares in group undertakings and participating interests	76	-
	<u>76</u>	<u>-</u>

Movements in fixed asset investments

	Shares in subsidiaries £
Cost or valuation	
At 1 January 2022	-
Additions	76
	<u>76</u>
At 31 December 2022	
Carrying amount	
At 31 December 2022	<u>76</u>
At 31 December 2021	<u>-</u>

The directors believe that the carrying values of the investments are supported by their underlying net assets and forecast future financial performance.

7 Subsidiaries

Details of the company's subsidiaries at 31 December 2022 are as follows:

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

7 Subsidiaries (Continued)

Name of undertaking	Address	Nature of business	Class of shares held	% Held Direct
Proven US Inc	US	Retailer of pharmaceutical products	Ordinary	100.00

Registered office addresses (all UK unless otherwise indicated):

1 251 Little Falls Drive, Wilmington, New Castle, Delaware, 19808

8 Debtors

	2022 £	2021 £
Amounts falling due within one year:		
Trade debtors	1,130,861	971,891
Amounts owed by group undertakings	259,821	233,250
Other debtors	332,397	46,672
	<u>1,723,079</u>	<u>1,251,813</u>
Deferred tax asset	6,821	49,263
	<u>1,729,900</u>	<u>1,301,076</u>

The amounts owed by group undertakings are unsecured, interest free and have no fixed terms for repayment.

9 Creditors: amounts falling due within one year

	2022 £	2021 £
Trade creditors	157,148	148,903
Amounts owed to group undertakings	677,000	-
Taxation and social security	10,137	7,681
Other creditors	449,587	80,753
	<u>1,293,872</u>	<u>237,337</u>

Finance lease liabilities amounting to £Nil (2021: £1,450) included in other creditors are secured on the specific assets to which they relate.

Included within other creditors is £455,648 (2021: £nil) in relation to balances drawn down on the company's invoice discounting facility at the period end. The invoice discounting creditor is secured by a fixed charge over all of the debts purchased from the company and their associated rights and floating charges covering all property or undertaking of the company.

The amounts due to group undertakings comprise £321,504 (2021: £nil) due to fellow group company, Cultech Limited and £177,446 (2021: £nil) due to parent company, NSJL Limited. The amounts are interest-free and unsecured with no fixed terms for repayment.

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

10 Creditors: amounts falling due after more than one year

	2022	2021
	£	£
Amounts owed to group undertakings	557,751	1,502,377

The amounts due to group undertakings are due to fellow group company, Cultech Limited. The amount is interest-free and unsecured. The directors of Cultech Limited have confirmed that the balance will not fall due for payment until at least 12 months from the date of approval of these financial statements.

11 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Paul Bowden and the auditor was Azets Audit Services.

12 Related party transactions

During the year the company made advances of £50,120 (2021: £41,200) to Proven sk.s.r.o, a company which is a related party by virtue of a common shareholder. The balance outstanding as at 31 December 2022 is £149,378 (2021: £99,258) and is included in other debtors due within one year. The balance is interest free and unsecured. Provision against recoverability of this balance has been made as at 31 December 2022 of £149,378 (2021: £99,258).

During the year the company made advances of £45,833 (2021:Nil) to Proven Nordic, a company which is a related party by virtue of a common shareholder. The balance outstanding as at 31 December 2022 is £45,833 (2021: Nil) and is included in other debtors due within one year. The balance is interest free and unsecured. Provision against recoverability of this balance has been made as at 31 December 2022 of £45,833 (2021: £Nil).

During the year the company made advances of £26,571 (2021:Nil) to Proven US Inc, a wholly owed subsidiary company. The balance outstanding as at 31 December 2022 is £26,571 (2021: Nil) and is included in other debtors due within one year. The balance is interest free and unsecured. In addition as at 31 December 2022 included in trade debtors in respect of amounts receivable from Proven US Inc is £51,526 (2021: Nil).

As at 31 December 2022, included in trade debtors are total gross amounts receivable from companies related by virtue of a common directorship/shareholder of £274,091 (2021: £204,278), against which a provision for doubtful debt of £182,161 (2021: £179,549) is carried.

During the year the company incurred charges of £177,446 (201:Nil) in relation to management fees from the parent company NSJL Limited. The balance outstanding as at 31 December 2022 is £177,446 (201: Nil) and is included in creditors: amounts owed to group undertakings within one year.

VEGA NUTRITIONALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2022

13 Parent company

The company is wholly owned by NSJL Limited, a company incorporated in the United Kingdom, which holds a 100% interest in the company's issued share capital. NSJL Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements. The consolidated financial statements of NSJL Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The directors consider Dr N T Plummer and Dr S F Plummer to be the ultimate controlling parties through their controlling interests in the share capital of NSJL Limited.

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.