

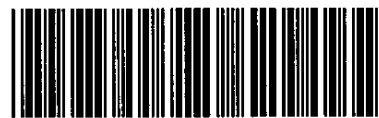
Registration number: 05303859

Bibby Trade Factors Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2022

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Bibby Trade Factors Limited

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Bibby Trade Factors Limited

Company Information

Directors	Theovinder Chatha
	Ian Ramsden
	Ian Downing
Company secretary	Bibby Bros. & Co. (Management) Limited
Registered office	3rd Floor Walker House
	Exchange Flags
	Liverpool
	L2 3YL

Bibby Trade Factors Limited

Directors' Report for the Year Ended 31 December 2022

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

Directors of the company

The Directors who held office during the year were as follows:

Theovinder Chatha

Ian Ramsden

Ian Downing

Directors liabilities

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

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for at least 12 months from the date of signing this report. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in the Accounting Policies statement in the Notes to the Financial Statements.

Important non adjusting events after the financial period


The Directors have considered the potential impact of the collapse of Silicon Valley Bank, Signature Bank, First Republic Bank and Credit Suisse including the mitigating measures and uncertainties on the company and have concluded that these are non-adjusting post balance sheet events as the Company does not have any exposure (either direct cash exposure or direct / indirect through investments) with any bank in a distressed situation. The Directors have taken account of these events in the going concern assessment.

Small companies provision statement

This report has been prepared in accordance with the Small Companies Regime under the Companies Act 2006.

No dividend was paid during the year.

Approved and authorised by the Board on 26 June 2023 and signed on its behalf by:


Jeanette He Hampson

Bibby Bros. & Co. (Management) Limited
Company secretary

Duly Authorised Signatory
For and on behalf of
Bibby Bros. & Co. (Management)
Limited, Secretary

Bibby Trade Factors Limited

Directors' Responsibilities Statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 company will continue in business.

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

Bibby Trade Factors Limited

Profit and Loss Account and Statement of Retained Earnings for the Year Ended 31 December 2022

	Note	2022 £	2021 £
Turnover		1,432,450	1,813,863
Cost of sales		<u>(1,188,597)</u>	<u>(1,187,762)</u>
Operating profit	3	243,853	626,101
Interest payable and similar charges	4	<u>(268,875)</u>	<u>(496,192)</u>
(Loss)/profit before tax		(25,022)	129,909
Taxation	5	<u>-</u>	<u>-</u>
(Loss)/profit for the financial year		(25,022)	129,909
Retained earnings brought forward		<u>(2,253,111)</u>	<u>(2,383,020)</u>
Retained earnings carried forward		<u><u>(2,278,133)</u></u>	<u><u>(2,253,111)</u></u>

The notes on pages 6 to 12 form an integral part of these financial statements.
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Bibby Trade Factors Limited

Balance Sheet as at 31 December 2022

	Note	2022 £	2021 £
Current assets			
Debtors	6	3,724,995	12,785,059
Cash at bank and in hand	7	<u>18,490</u>	<u>55,179</u>
		3,743,485	12,840,238
Creditors: Amounts falling due within one year	8	<u>(5,671,618)</u>	<u>(14,743,349)</u>
Net liabilities		<u>(1,928,133)</u>	<u>(1,903,111)</u>
Capital and reserves			
Called up share capital	9	350,000	350,000
Retained earnings		<u>(2,278,133)</u>	<u>(2,253,111)</u>
Shareholders' funds		<u>(1,928,133)</u>	<u>(1,903,111)</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

For the financial year ending 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised by the Board on 26 June 2023 and signed on its behalf by:



.....
Ian Downing
Director

The notes on pages 6 to 12 form an integral part of these financial statements.

Bibby Trade Factors Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

1 General information

Bibby Trade Factors Limited is a private company limited by shares and incorporated in England, registration number 05303859. The address of its registered office is 3rd Floor, Walker House, Exchange Flags, Liverpool, L2 3YL. The Company is a wholly-owned subsidiary of Bibby Invoice Finance UK Limited who is parent of the smallest group for which consolidated financial statements are drawn up of which the Company is a member. The parent company's registered office is 3rd Floor, Walker House, Exchange Flags, Liverpool, L2 3YL.

These financial statements were authorised for issue by the Board on 26 June 2023.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

The financial statements have been prepared in accordance with the small entities regimes of both the Companies Act 2006 and FRS 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland'.

Basis of preparation

The financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value. The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company accounting policies.

The primary economic environment in which the Company operates is governed by the Great British Pound, its functional currency. As such the Company financial statements have been prepared in this currency.

Going concern

The financial statements are prepared on a going concern basis. In reaching their view on the preparation of the financial statements on a going concern basis, the Directors are required to consider whether the Company can continue in operational existence for at least 12 months from the date of signing this report. The continuing uncertain economic conditions as well as the ongoing Russia/Ukraine war present increased risks for all businesses. The Directors have considered the potential impact of the collapse of Silicon Valley Bank, Signature Bank, First Republic Bank and Credit Suisse including the mitigating measures and uncertainties on the company and have concluded that these are non-adjusting post balance sheet events as the Company does not have any exposure (either direct cash exposure or direct / indirect through investments) with any of the aforementioned banks. The Directors have taken account of these events in the going concern assessment.

In response to such conditions the Directors have carefully considered these risks, including an assessment of any uncertainty on the viability of the Company's business model and the extent to which they may affect the preparation of the financial statements on a going concern basis. Based on this assessment, the Directors consider that the Company maintains an appropriate level of capital and available liquidity, sufficient to meet the demands of the business and the requirements which might arise in stressed circumstances. In addition, the Company's assets are assessed for recoverability on a regular basis and provision is made where appropriate. The Directors consider that the Company is not exposed to losses on these assets which would affect their decision to adopt the going concern basis.

Bibby Trade Factors Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Revenue recognition

Turnover represents service, discount and other charges to client, net of value added tax.

Service and other income is measured at the fair value of consideration received or receivable and is recognised when services are delivered, and when it is probable that future economic benefits will flow to the entity.

Discount income on financial assets that are classified as loans and receivables within trade debtors is determined using the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income over the expected life of the asset. The effective interest rate is the rate that exactly discounts estimated future cash flows to the instruments initial carrying amount.

Foreign currency 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. Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Tax

Tax for the period comprises current tax. 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 operates and generates taxable income. The Company is a subsidiary of a larger group of companies and may utilise group tax loss provisions to reduce its taxable income.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years.

Financial instruments

The Company has considered the provisions of FRS 102 Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' in accounting for its financial instruments.

Classification

Financial assets and liabilities are recognised when the Company becomes party to the contractual provisions of the financial instrument. The Company holds basic financial instruments only, which comprise cash and cash equivalents, trade and other debtors, and trade and other creditors.

Financial asset and liability debt instruments are classified as basic financial instruments where they meet all of the following conditions:

(A) Returns to the holder are (i) a fixed amount, or (ii) a fixed rate of return over the life of the instrument; or (iii) a variable return that, throughout the life of the instrument, is equal to a single referenced quoted or observable interest rate; or (iv) some combination of such fixed rate and variable rates, providing that both rates are positive;

(B) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods;

(C) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect: (i) the holder against the credit deterioration of the issuer, or a change in control of the issuer; or (ii) the holder or issuer against changes in relevant taxation or law; and

Bibby Trade Factors Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

(D) There are no conditional returns or repayment provisions except for the variable rate return described in (A) and prepayment provisions described in (C).

Recognition and measurement

Financial assets, classified as basic financial instruments are cash and cash equivalents and trade and other debtors. Financial liabilities, classified as basic financial instruments are trade and other creditors, including loans and borrowings. *All specific recognition and measurement policies of each component are presented in the individual policies below.*

Equity instruments are classified in accordance with the substance of the contractual agreement. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the fair value of the cash or other resources received or receivable, net of direct costs of issuing the equity instruments.

Impairment of financial assets

The Company assesses whether there is objective evidence that any trade or other debtor may be impaired. A provision for impairment is established when the objective evidence that the Company will not be able to collect all amounts due according to the original terms of the debtor. *The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised immediately in profit or loss.*

Cash at bank and in hand

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

Trade debtors

Trade debtors represent cash advances made to clients under factoring agreements, net of impairment provisions. Under factoring agreements invoice receivables are assigned to the Company as security for the cash advance.

When invoice receivables are assigned, the Company obtains full ownership rights of the invoice. The full economic reward and risk associated with that invoice receivable is retained by the client, unless that client has purchased a *Bad Debt Protection policy from the Company, under which the Company has no further recourse to the Client in the event of credit default.*

Where there is no credit default recourse available to the Company, the economic reward and risk associated with the invoice receivable transfers to the Company. Trade debtors reflect the gross value of the invoice receivable. Correspondingly, creditors included deferred assignment consideration owed to the client.

Where there is credit default recourse available to the Company, the economic reward and risk associated with the invoice receivables remains with the client. Trade debtors reflect cash advances made to the client against the invoice receivable, with the invoice receivable acting as security to that advance. Deferred assignment consideration owed to the client is therefore netted off the invoice receivable in the presentation of the net client advance within debtors.

Bibby Trade Factors Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

Trade creditors

Trade creditors are deferred assignment consideration owed to factoring clients where there is not a full right of recourse, and 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 the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

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

Borrowings

The Company securitises its debts by selling debts assigned to an issuing party, who using the invoices as security, borrows funds from third party investors, by issuing variable funding notes to those investors.

Under securitisation, in economic substance the trade debtors accounting policy is unchanged. Although debts are assigned to the issuing party to enable funding, the Company retains the economic reward and risk of the debtor. With debtors remaining recognised, securitisation funding is reported as a loan. Securitisation is facilitated through a parent company master seller and resulting funding provided to the Company is reported within amounts owed to group undertakings.

Associated interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

3 Operating profit

The Company does not have any employees and remuneration payable to directors for services provided to the Company is paid by related undertakings.

4 Interest payable and similar charges

	2022	2021
	£	£
Interest payable on loans from group undertakings	<u>268,875</u>	<u>496,192</u>

Bibby Trade Factors Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

5 Taxation

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - lower than the standard rate of corporation tax in the UK) of 19% (2021 - 19%).

	2022 £	2021 £
(Loss)/profit before tax	(25,022)	129,909
Corporation tax at standard rate	(4,754)	24,683
Tax increase (decrease) arising from group relief	4,754	(24,683)
Total tax charge/(credit)	-	-

On 3 March 2021 the UK Government announced that the main corporation tax rate will increase to 25% from 1 April 2023, this was substantively enacted 24 May 2021. At the balance sheet date this has been enacted and therefore deferred tax has been recognised at the rates that are expected to apply to the reversal of the timing differences.

6 Debtors

	2022 £	2021 £
Current		
Trade debtors	3,711,519	12,761,229
Other debtors	13,476	23,830
	<u>3,724,995</u>	<u>12,785,059</u>
	2022 £	2021 £
Assigned debts receivable net of impairment provision	9,894,860	17,860,846
Less deferred assignment consideration owed to factoring clients where there is a full right of recourse	(6,183,341)	(5,099,617)
Total trade debtors	3,711,519	12,761,229
Less deferred assignment consideration owed to factoring clients where there is no right of recourse (included within trade creditors)	(746,253)	(2,234,434)
Net cash advances made to clients in respect of assigned debts acquired as security	<u>2,965,266</u>	<u>10,526,795</u>

7 Cash at bank and in hand

	2022 £	2021 £
Cash at bank	<u>18,490</u>	<u>55,179</u>

Bibby Trade Factors Limited

Notes to the Financial Statements for the Year Ended 31 December 2022

8 Creditors

	2022 £	2021 £
Due within one year		
Bank overdraft	33,760	22,228
Trade creditors	746,253	2,236,729
Amounts due to group undertakings	4,453,118	11,604,488
Accrued expenses	<u>438,487</u>	<u>879,904</u>
	<u>5,671,618</u>	<u>14,743,349</u>

The Company is party to a composite Group accounting structure agreement with one of their bankers. The agreement treats all bank accounts included in the agreement as one account. Positive cash balances are reported within cash and negative balances are reported within creditors, in the balance sheet.

9 Called up share capital

Allotted, called up and fully paid shares

	2022	2021
	No. £	No. £
Ordinary shares of £1 each	<u>350,000</u> <u>350,000</u>	<u>350,000</u> <u>350,000</u>

10 Related party transactions

The Company has taken advantage of the exemption in FSR 102 from disclosing transactions with other wholly owned members of the group controlled by its parent undertaking.

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Notes to the Financial Statements for the Year Ended 31 December 2022

11 Non adjusting events after the financial period

The Directors have considered the potential impact of the collapse of Silicon Valley Bank, Signature Bank, First Republic Bank and Credit Suisse including the mitigating measures and uncertainties on the company and have concluded that these are non-adjusting post balance sheet events as the Company does not have any exposure (either direct cash exposure or direct / indirect through investments) with any bank in a distressed situation. The Directors have taken account of these events in the going concern assessment.