

Registered number: 07872692

Blueleaf Limited

Annual Report and Financial Statements

For the Year Ended 31 December 2020



Blueleaf Limited

Company Information

Directors

C A Campbell Esq
N Campbell Esq
J M Andrews Esq
S Andrews Esq

Registered number

07872692

Registered office

Charwood House
Oakhurst Business Park
Southwater
West Sussex
RH13 9RT

Independent auditors

Kreston Reeves LLP
Chartered Accountants & Statutory Auditor
Springfield House
Springfield Road
Horsham
West Sussex
RH12 2RG

Bankers

HSBC Bank PLC
9 The Boulevard
Crawley
West Sussex
RH10 1UT

Blueleaf Limited

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Blueleaf Limited

Strategic Report For the Year Ended 31 December 2020

Introduction

The directors present their strategic report accompanying the financial statements for the year ended 31 December 2020.

Business review

The business experienced a stable start to the year followed by a dramatic increase in sales and order volumes due to the critical nature of goods that is supplied into the social care sector. This very quickly led to increased stock requirements and an increase of operational activity to ensure that we could deliver the goods at a good pace to protect the carers and nurses through the Covid pandemic. This means we saw an increase in turnover to £96M and an increase in distribution and operating costs from £21.5M to £72.5M accordingly. We consider this to be exceptional activity due to the demands created by the pandemic and we have retained control of our cost-base structure.

2020 profits increased to £7.4M from a loss of £822K in 2019 and we were able to keep the headcount relatively steady whilst increasing efficiencies. Technology platforms initiatives that had been implemented in previous years meant that we could enable all staff to work from home and retain the productivity without having to use government schemes or such like, in a significant way. Inventory levels were also increased to ensure that the care sector was well served during the winter months of Covid and the unknown implications of the border issues with Brexit would not adversely affect our service levels.

The last 12 months also saw the introduction of new leadership and subject matter expertise into key business areas to ensure that we build on the momentum of the last 2 years and Blueleaf can look forward to a positive outlook and a return to a focus on continuing to maintain both balance sheet strength and bottom-line profitability on a regular monthly basis. Tight control of key metrics around debtor and creditor days were retained to leave the business in a strong position.

Notwithstanding the challenges of 2020, throughout, Blueleaf has worked hard to maintain customers' support, trust and confidence with our continued focus on service and quality of product continues to underpin financial and business confidence.

Business support and talent at both Board and operational level continue to be deployed to assist in efficiency programmes throughout the company's workflows and processes and the Board looks forward with confidence to the next stage in Blueleaf's development.

Principal risks and uncertainties

Principal risks and uncertainties, not already dealt with elsewhere in this report include:

Competitive and market risk

Underlying trading conditions remained good but competitive, with a gradual but fundamental shift in the technology base of the industry contributing to price-inertia across the product range. The reporting period was again materially distracted by the Brexit process, with Brexit stock planning, and Covid demand outstripping supply, continuing to cause some volatility in supply chains and procurement planning. However, underlying trends and outlook for the Care supply industry remained encouraging as the company headed into 2021.

Credit risk

Continued support from our key suppliers, particularly overseas, together with a regular and stable Trade Finance-driven financing process through our bankers ensured that no material or lasting retrenchment of credit coverage was experienced. Credit agencies remained supportive throughout.

Blueleaf Limited

**Strategic Report (continued)
For the Year Ended 31 December 2020**

Financial key performance indicators

Profit before tax of £9,129,828 was recorded for the year to 31 December 2020.

Management consider the following to be the Financial key performance indicators:

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Turnover	96,032,645	28,614,700
Gross profit	23,556,832	7,058,416
Earnings/(loss) before interest and tax	9,312,187	(614,552)

Future developments

The directors believe the company will continue to trade successfully in the foreseeable future.

The future strategic direction for the company is to continue to consolidate and integrate and to continue to make significant steps in the healthcare sector in terms of growth and market share, and the business is positioned to grow both domestically and internationally alongside the larger domestic and international clients.

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



N Campbell Esq
Director



S Andrews Esq
Director

Date: 31/08/2021

Blueleaf Limited

Directors' Report For the Year Ended 31 December 2020

The directors present their report and the financial statements for the year ended 31 December 2020.

The results for the current period reflect a year's activity whilst the comparative results represent 9 months of activity. The comparatives are, therefore, not entirely comparable.

Principal activity

The principal activity of the company continued to be that of wholesales and interior design and supply to the care industry in the UK.

Directors

The directors who served during the year were:

C A Campbell Esq
N Campbell Esq
J M Andrews Esq
S Andrews Esq

Results and dividends

The profit for the year, after taxation, amounted to £7,321,570 (2019 - loss £822,855).

During the year no interim dividends were paid (31 December 2019: £nil). The directors do not recommend the payment of a final dividend (31 December 2019: £nil).

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the period. These provisions remain in force at the reporting date.

Charitable donations

During the year, the company made charitable contributions to national and regional charities of £120,716 (31 December 2019: £145,105).

Matters covered in the strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by large and medium-sized companies and groups (Accounts and Reports) Regulations 2008, sch. 7 to be contained in the directors' report. It has been done so in respect of review of business, principal risks and uncertainties and future developments.

Blueleaf Limited

**Directors' Report (continued)
For the Year Ended 31 December 2020**

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with 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 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 for the company'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;
- 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 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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'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's auditors are aware of that information.

Auditors


The auditors, Kreston Reeves LLP, 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.



N Campbell Esq
Director

Date: 31/08/2021



S Andrews Esq
Director

Date: 31/08/2021

Blueleaf Limited

Independent Auditors' Report to the Members of Blueleaf Limited

Opinion

We have audited the financial statements of Blueleaf Limited (the 'company') for the year ended 31 December 2020, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 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.

Blueleaf Limited

Independent Auditors' Report to the Members of Blueleaf Limited (continued)

Other Information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the 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 company and its environment obtained in the course of the audit, we have not identified material misstatements in the 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 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Blueleaf Limited

Independent Auditors' Report to the Members of Blueleaf Limited (continued)

Auditors' 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 Auditors' 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:

Capability of the audit in detecting irregularities, including fraud

Based on our understanding of the company and the industry in which it operates, and through discussion with the directors and other management (as required by auditing standards), we identified that the principal risks of non-compliance with laws and regulations related to health and safety, anti-bribery and employment law. We considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006 and taxation legislation. We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to revenue or expenditure and management bias in accounting estimates and judgemental areas of the financial statements such as the valuation of goodwill. Audit procedures performed by the engagement team included:

- Discussions with management and assessment of known or suspected instances of non-compliance with laws and regulations (including health and safety) and fraud, and review of the reports made by management; and
- Assessment of identified fraud risk factors; and
- Identifying and assessing the design effectiveness of controls that management has in place to prevent and detect fraud; and
- Conducting interviews with appropriate personnel to gain further insight into the control systems implemented, and the risk of irregularity; and
- Challenging assumptions and judgements made by management in its significant accounting estimates; and
- Performing analytical procedures with automated data analytics tools to identify any unusual or unexpected relationships, including related party transactions, that may indicate risks of material misstatement due to fraud; and
- Review of significant and unusual transactions and evaluation of the underlying financial rationale supporting the transactions; and
- Identifying and testing journal entries, in particular any manual entries made at the year end for financial statement preparation.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance.

Blueleaf Limited

Independent Auditors' Report to the Members of Blueleaf Limited (continued)

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion of the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditors' Report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditors' Report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.



Graham Hunt BA FCA (Senior Statutory Auditor)

for and on behalf of
Kreston Reeves LLP

Chartered Accountants
Statutory Auditor

Horsham

Date: 13 September 2021

Blueleaf Limited

**Statement of Comprehensive Income
For the Year Ended 31 December 2020**

		Year ended 31 December 2020 £	9 months ended 31 December 2019 £
	Note		
Turnover	4	96,032,645	28,614,700
Cost of sales		(72,475,813)	(21,556,284)
Gross profit		23,556,832	7,058,416
Administrative expenses		(14,267,911)	(7,678,371)
Other operating income		23,266	5,403
Operating profit/(loss)	5	9,312,187	(614,552)
Interest receivable and similar income	9	-	170
Interest payable and expenses	10	(182,359)	(108,538)
Profit/(loss) before tax		9,129,828	(722,920)
Tax on profit/(loss)	11	(1,808,258)	(99,935)
Profit/(loss) for the financial year		7,321,570	(822,855)

There were no recognised gains and losses for the current or prior period other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2020 (2019:£NIL).


The notes on pages 12 to 27 form part of these financial statements.

Blueleaf Limited
Registered number: 07872692


Balance Sheet
As at 31 December 2020

	Note	2020 £	2019 £
Fixed assets			
Intangible assets	12	1,388,258	1,927,891
Tangible assets	13	1,136,470	1,528,036
		<u>2,524,728</u>	<u>3,455,927</u>
Current assets			
Stocks	14	5,802,292	3,680,878
Debtors: amounts falling due within one year	15	18,984,061	9,272,558
Cash at bank and in hand	16	7,417,022	137,433
		<u>32,203,375</u>	<u>13,090,869</u>
Creditors: amounts falling due within one year	17	(24,863,234)	(13,552,862)
Net current assets/(liabilities)		<u>7,340,141</u>	<u>(461,993)</u>
Total assets less current liabilities		<u>9,864,869</u>	<u>2,993,934</u>
Creditors: amounts falling due after more than one year	18	(279,676)	(693,097)
Provisions for liabilities			
Deferred tax	21	(28,550)	(65,764)
Net assets		<u><u>9,556,643</u></u>	<u><u>2,235,073</u></u>
Capital and reserves			
Called up share capital	22	1,050	1,050
Profit and loss account	23	9,555,593	2,234,023
		<u><u>9,556,643</u></u>	<u><u>2,235,073</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


.....
N Campbell Esq
Director

Date: 31/08/2021


.....
S Andrews Esq
Director

Date: 31/08/2021

The notes on pages 12 to 27 form part of these financial statements.

Blueleaf Limited

**Statement of Changes in Equity
For the Year Ended 31 December 2020**

	Called up share capital £	Other reserves £	Profit and loss account £	Total equity £
At 1 April 2019	1,050	299,491	2,757,387	3,057,928
Comprehensive income for the period				
Loss for the period	-	-	(822,855)	(822,855)
Other comprehensive income for the period	-	-	-	-
Total comprehensive income for the period	-	-	(822,855)	(822,855)
Transfer to/from profit and loss account	-	(299,491)	299,491	-
At 1 January 2020	1,050	-	2,234,023	2,235,073
Comprehensive income for the year				
Profit for the year	-	-	7,321,570	7,321,570
Total comprehensive income for the year	-	-	7,321,570	7,321,570
At 31 December 2020	1,050	-	9,555,593	9,556,643

The notes on pages 12 to 27 form part of these financial statements.

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

1. General Information

Blueleaf Limited is a private company limited by share capital, incorporated in England and Wales.

The address of the registered office is Charwood House, Oakhurst Business Park, Southwater, West Sussex, RH13 9RT.

The principal places of business are Charwood House, Oakhurst Business Park, Southwater, West Sussex, RH13 9RT and 96 Hopewell Drive, Chatham, Kent, ME5 7PY.

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.

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

The financial statements are presented in GBP which is the functional currency of the company and are rounded to the nearest £1.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Global Consortium Limited as at 31 December 2020 and these financial statements may be obtained from Charwood House, Oakhurst Business Park, Southwater, West Sussex, RH13 9RT.

2.3 Going concern

The financial statements have been prepared on the going concern basis as the directors have a reasonable expectation that the company will continue in operational existence for the foreseeable future.

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the company has transferred the significant risks and rewards of ownership to the buyer;
- the company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract, based on the percentage of budgeted costs incurred, when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Government grants

Grants of a revenue nature are recognised in the Statement of Comprehensive Income in the same period as the related expenditure.

2.6 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight line basis to the Statement of Comprehensive Income over its useful economic life.

Other intangible assets

The estimated useful lives range as follows:

Goodwill	-	4 - 10 years
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Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

2. Accounting policies (continued)

2.7 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.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on a reducing balance or straight line basis.

Depreciation is provided on the following basis:

Plant and machinery	-	25% reducing balance
Motor vehicles	-	25% reducing balance
Fixtures and fittings	-	15% reducing balance
Office equipment	-	25% reducing balance or straight line
Website	-	33% straight line
Laundry pumps	-	20% straight line

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.

2.8 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a weighted average basis.

At each balance sheet 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 profit or loss.

2.9 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

2. Accounting policies (continued)

2.11 Financial instruments

The Company 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 and 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. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

2.12 Creditors

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

2.13 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.

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 profit or loss.

2.14 Finance costs

Finance costs are charged to 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. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.15 Interest income

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

2. Accounting policies (continued)

2.16 Operating leases: the company as lessee

Rentals paid under operating leases are charged to the 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.

2.17 Pensions

Defined contribution pension plan

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

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

2.18 Borrowing costs

All borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

2.19 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. 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 balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet 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 except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

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

In the application of the company's accounting policies, which are described in note 2, 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Goodwill

The company has recognised goodwill arising from business combinations with a carrying value of £1,388,258 at the reporting date (see note 12). On acquisition the company determines a reliable estimate of the useful life of goodwill based upon factors such as the expected use of the acquired business, forecasts of expected future results and cash flows, and any legal, regulatory or contractual provisions that can limit useful life. At each subsequent reporting date the directors consider whether there are any factors such as technological advancements or changes in market conditions that indicate a need to reconsider the useful life of goodwill.

4. Turnover

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

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Sale of goods	93,132,447	26,488,631
Provision of services	2,900,198	2,126,069
	<u>96,032,645</u>	<u>28,614,700</u>

Analysis of turnover by country of destination:

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
United Kingdom	94,914,390	28,360,591
Rest of Europe	723,781	73,437
Rest of the world	394,474	180,672
	<u>96,032,645</u>	<u>28,614,700</u>

Blueleaf Limited

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

5. Operating profit/(loss)

The operating profit/(loss) is stated after charging/(crediting):

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Depreciation of tangible fixed assets	401,027	326,217
Amortisation of intangible assets, including goodwill	539,633	404,725
Exchange differences	(108,339)	57,899
Loss on disposal of fixed assets	9,472	6,990
Exceptional item - commission fees	6,230,900	-
Exceptional item - management fees payable to parent company	5,000,000	-

6. Auditors' remuneration

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	35,000	28,000
Fees payable to the company's auditor and its associates in respect of:		
All other services	13,000	4,000

Blueleaf Limited**Notes to the Financial Statements
For the Year Ended 31 December 2020****7. Employees**

Staff costs, including directors' remuneration, were as follows:

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Wages and salaries	5,037,921	4,309,920
Social security costs	423,020	349,275
Cost of defined contribution scheme	88,352	72,391
	<u>5,549,293</u>	<u>4,731,586</u>

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

	Year ended 31 December 2020 No.	9 months ended 31 December 2019 No.
Sales	33	26
Operations	93	110
Administration, support and management	36	48
	<u>162</u>	<u>184</u>

8. Directors' remuneration

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Directors' emoluments	<u>37,620</u>	<u>26,460</u>

9. Interest receivable

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Other interest receivable	<u>-</u>	<u>170</u>

Blueleaf Limited

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

10. Interest payable and similar expenses

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Bank interest payable	174,287	98,168
Finance leases and hire purchase contracts	8,072	10,370
	<u>182,359</u>	<u>108,538</u>

11. Taxation

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Corporation tax		
Current tax on profits for the year	1,845,472	144,031
Deferred tax		
Origination and reversal of timing differences	(37,214)	(44,096)
Taxation on profit on ordinary activities	<u>1,808,258</u>	<u>99,935</u>

Blueleaf Limited

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

11. Taxation (continued)

Factors affecting tax charge for the year/period

The tax assessed for the year/period is higher than (2019 - higher than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	Year ended 31 December 2020 £	9 months ended 31 December 2019 £
Profit/(loss) on ordinary activities before tax	<u>9,129,828</u>	<u>(722,920)</u>
Profit/(loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (31 December 2019 - 19%)	<u>1,734,667</u>	<u>(137,355)</u>
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	102,530	76,898
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	12,242	163
Other timing differences leading to a (decrease)/increase in taxation	(41,181)	16,198
Group relief	-	144,031
Total tax charge for the year/period	<u>1,808,258</u>	<u>99,935</u>

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

Blueleaf Limited

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

12. Intangible assets

	Goodwill £
Cost	
At 1 January 2020	3,493,997
At 31 December 2020	<u>3,493,997</u>
Amortisation	
At 1 January 2020	1,566,106
Charge for the year on owned assets	539,633
At 31 December 2020	<u>2,105,739</u>
Net book value	
At 31 December 2020	<u><u>1,388,258</u></u>
At 31 December 2019	<u><u>1,927,891</u></u>

Blueleaf Limited

Notes to the Financial Statements
For the Year Ended 31 December 2020

13. Tangible fixed assets

	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Office equipment £	Website £	Laundry pumps £	Total £
Cost or valuation							
At 1 January 2020	789,653	971,374	880,255	703,666	55,765	528,446	3,929,159
Additions	-	-	-	3,733	-	67,593	71,326
Disposals	(58,604)	(199,505)	-	-	-	-	(258,109)
Transfers between classes	(380,249)	380,249	-	-	-	-	-
At 31 December 2020	350,800	1,152,118	880,255	707,399	55,765	596,039	3,742,376
Depreciation							
At 1 January 2020	577,671	531,326	642,361	491,241	29,402	129,122	2,401,123
Charge for the year on owned assets	10,122	146,780	36,243	76,508	18,402	112,972	401,027
Disposals	(52,828)	(143,416)	-	-	-	-	(196,244)
Transfers between classes	(211,636)	211,636	-	-	-	-	-
At 31 December 2020	323,329	746,326	678,604	567,749	47,804	242,094	2,605,906
Net book value							
At 31 December 2020	27,471	405,792	201,651	139,650	7,961	353,945	1,136,470
At 31 December 2019	211,982	440,048	237,894	212,425	26,363	399,324	1,528,036

Blueleaf Limited

**Notes to the Financial Statements
For the Year Ended 31 December 2020**

13. Tangible fixed assets (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2020 £	2019 £
Motor vehicles	<u>173,200</u>	<u>329,538</u>

The depreciation on motor vehicles held under finance leases or hire purchase contracts, included above, was £56,850 for the period (2019 - £81,491).

14. Stocks

	2020 £	2019 £
Finished goods and goods for resale	<u>5,802,292</u>	<u>3,680,878</u>

15. Debtors

	2020 £	2019 £
Trade debtors	7,789,792	7,302,368
Amounts owed by group undertakings	9,927,788	1,248,841
Other debtors	346,356	449,903
Prepayments and accrued income	920,125	271,446
	<u>18,984,061</u>	<u>9,272,558</u>

16. Cash and cash equivalents

	2020 £	2019 £
Cash at bank and in hand	7,417,022	137,433
Bank overdrafts	-	(571,369)
	<u>7,417,022</u>	<u>(433,936)</u>

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

17. Creditors: Amounts falling due within one year

	2020 £	2019 £
Bank overdrafts (secured)	-	571,369
Bank loans (secured)	4,031,694	5,022,674
Trade creditors	3,097,638	5,471,002
Amounts owed to group and related undertakings	1,535,438	384,953
Corporation tax	1,485,342	-
Other taxation and social security	863,780	405,881
Obligations under finance lease and hire purchase contracts	27,015	145,293
Other creditors	818,974	559,915
Accruals and deferred income	13,003,353	991,775
	<u>24,863,234</u>	<u>13,552,862</u>

18. Creditors: Amounts falling due after more than one year

	2020 £	2019 £
Bank loans (secured)	-	131,950
Net obligations under finance leases and hire purchase contracts	-	40,219
Other creditors	279,676	520,928
	<u>279,676</u>	<u>693,097</u>

19. Loans

Analysis of the maturity of loans is given below:

	2020 £	2019 £
Amounts falling due within one year		
Bank loans	4,031,694	5,022,674
Amounts falling due 1-2 years		
Bank loans	-	131,950
	<u>4,031,694</u>	<u>5,154,624</u>

The bank borrowings are denominated in GBP, secured with a fixed and floating charge over the assets of the company and its parent company Global Consortium Limited.

At the balance sheet date the company had bank loans outstanding repayable monthly plus interest of between 1.75% above Bank of England Base Rate and 3.03% per annum.

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

20. Hire purchase and finance leases

Minimum lease payments under hire purchase and finance leases fall due as follows:

	2020 £	2019 £
Within one year	30,195	145,293
Between 1-5 years	14,702	40,219
	<u>44,897</u>	<u>185,512</u>

21. Deferred taxation

	2020 £
At beginning of period	(65,764)
Charged to profit or loss	37,214
At end of period	<u>(28,550)</u>

The provision for deferred taxation is made up as follows:

	2020 £	2019 £
Accelerated capital allowances	<u>(28,550)</u>	<u>(65,764)</u>

22. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
225 (2019 - 225) Ordinary A shares of £1.00 each	225	225
225 (2019 - 225) Ordinary B shares of £1.00 each	225	225
100 (2019 - 100) Ordinary C shares of £1.00 each	100	100
225 (2019 - 225) Ordinary D shares of £1.00 each	225	225
225 (2019 - 225) Ordinary E shares of £1.00 each	225	225
10 (2019 - 10) Ordinary F shares of £1.00 each	10	10
10 (2019 - 10) Ordinary G shares of £1.00 each	10	10
10 (2019 - 10) Ordinary H shares of £1.00 each	10	10
10 (2019 - 10) Ordinary I shares of £1.00 each	10	10
10 (2019 - 10) Ordinary J shares of £1.00 each	10	10
	<u>1,050</u>	<u>1,050</u>

Blueleaf Limited

Notes to the Financial Statements For the Year Ended 31 December 2020

23. Reserves

Profit and loss account

The profit and loss account represents the accumulated profits, losses and distributions of the company.

24. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £88,352 (2019: £72,391). Contributions totalling £3,296 (2019: £765) were payable to the fund at the balance sheet date and are included in creditors.

25. Related party transactions

During the period, and included in wages and salaries in note 7, are gross salaries of £118,974 (2019: £96,867) paid to close family members of the directors of the company.

Clinicare Partnership

(Entity under joint control)

Clinicare Partnership charged rent of £258,000 (2019: £193,500) to the company during the period. The company continued to provide a loan to Clinicare Partnership during the year. At the balance sheet date the amount due from Clinicare Partnership was £400,522 (2019: £400,522).

BL Assets Unlimited

(Entity under joint control)

BL Assets Unlimited charged commissions of £6,230,900 (2019: £Nil) during the year and these fees are included in cost of sales in the Statement of Comprehensive Income. At the balance sheet date the amount due to BL Assets Unlimited was £6,230,900 (2019: £Nil) and this is included in accruals.

Stadir Limited

(Group company not wholly owned by parent)

Stadir Limited charged management fee income of £1,100,751 (2019: £784,088) to the company during the year. During the year the company provided a loan to Stadir Limited and at the balance sheet date the amount due from Stadir Limited was £119,000 (2019: £Nil).

The company has taken advantage of the exemption in Section 33 of FRS 102 'Related Party Disclosures' from disclosing transactions with other wholly owned members of the group.

26. Controlling party

The company's immediate parent is Global Consortium Limited, incorporated in England and Wales.

The most senior parent entity producing publicly available financial statements is Global Consortium Limited. These financial statements are available upon request from the registered office at Charwood House, Oakhurst Business Park, Southwater, West Sussex, RH13 9RT.

There is no ultimate controlling party.