

Company Registration No. 11297949 (England and Wales)

RX BAR UK LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2019
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RX BAR UK LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2019

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

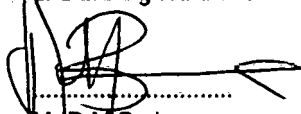
RX BAR UK LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2019**

	Notes	2019 £	£	2018 £	£
Fixed assets					
Intangible assets	4		75,104		94,245
Tangible assets	5		4,603		-
			<u>79,707</u>		<u>94,245</u>
Current assets					
Stocks		530,414		98,579	
Debtors	6	219,487		150,965	
Cash at bank and in hand		311,916		1,253,060	
		<u>1,061,817</u>		<u>1,502,604</u>	
Creditors: amounts falling due within one year	7	<u>(1,515,595)</u>		<u>(168,634)</u>	
Net current (liabilities)/assets			<u>(453,778)</u>		<u>1,333,970</u>
Total assets less current liabilities			<u>(374,071)</u>		<u>1,428,215</u>
Capital and reserves					
Called up share capital	8		2		2
Share premium account	9		1,959,999		1,959,999
Profit and loss reserves	9		(2,334,072)		(531,786)
Total equity			<u>(374,071)</u>		<u>1,428,215</u>

The directors of the company have elected not to include a copy of the income statement 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 17.12.20 and are signed on its behalf by:


 Mr D M Burke
 Director

RX BAR UK LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2019

	Notes	Share capital £	Share premium account £	Profit and loss reserves £	Total £
Balance at 7 April 2018		-	-	-	-
Period ended 31 December 2018:					
Loss and total comprehensive income for the period		-	-	(531,786)	(531,786)
Issue of share capital	8	2	1,959,999	-	1,960,001
Balance at 31 December 2018		2	1,959,999	(531,786)	1,428,215
Period ended 31 December 2019:					
Loss and total comprehensive income for the period		-	-	(1,802,286)	(1,802,286)
Balance at 31 December 2019		2	1,959,999	(2,334,072)	(374,071)

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies

Company information

RX Bar UK Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Orange Tower Media City UK, Salford, Greater Manchester, M50 2HF.

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 £1.

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

Non-going concern basis of preparation

Subsequent to the year end the Directors took the decision that the company would cease to trade from 31 March 2021 and consequently these financial statements have been prepared on the non-going concern basis. No adjustments were required to present these financial statements on the non-going concern basis.

Reporting period

In the prior period, the company was incorporated on 7 April 2018 and presented financial statements for the period to the 31 December 2018, with the company beginning to trade in October 2018. These financial statements represent a full year of trade and therefore, the comparatives are not entirely comparable.

Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Research and development expenditure

Research expenditure is written off against profits in the year in which it is incurred. Identifiable development expenditure is capitalised to the extent that the technical, commercial and financial feasibility can be demonstrated.

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (Continued)

Intangible fixed assets other than goodwill

Intangible assets are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Amortisation 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:

Software	20% straight line
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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 equipment	20% 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.

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.

Cash and cash equivalents

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

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 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 trade and other 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 financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (Continued)

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.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, and loans from fellow group companies, 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.

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

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs.

Taxation

Due to trading losses incurred in the year, there is no current tax expense recognised in these financial statements. Similarly, deferred tax assets are recognised only to the extent that the directors consider it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Accordingly, no deferred tax asset has been recognised in these financial statements.

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.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease.

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

1 Accounting policies (Continued)

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was 6 (2018 - 4).

3 Directors' remuneration

	2019 £	2018 £
Remuneration paid to directors	349,381	122,425

The number of directors for whom retirement benefits are accruing under defined contribution schemes amounted to 3 (2018 - 1).

4 Intangible fixed assets

	Other £
Cost	
At 1 January 2019 and 31 December 2019	95,706
Amortisation and impairment	
At 1 January 2019	1,461
Amortisation charged for the year	19,141
At 31 December 2019	20,602
Carrying amount	
At 31 December 2019	75,104
At 31 December 2018	94,245

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

5 Tangible fixed assets

	Plant and machinery etc £
Cost	
Additions	6,004
At 31 December 2019	<u>6,004</u>
Depreciation and impairment	
Depreciation charged in the year	1,401
At 31 December 2019	<u>1,401</u>
Carrying amount	
At 31 December 2019	<u>4,603</u>
At 31 December 2018	<u>-</u>

6 Debtors

	2019 £	2018 £
Amounts falling due within one year:		
Trade debtors	120,072	8,280
Other debtors	69,507	112,777
	<u>189,579</u>	<u>121,057</u>
Amounts falling due after more than one year:		
Other debtors	29,908	29,908
	<u>29,908</u>	<u>29,908</u>
Total debtors	<u>219,487</u>	<u>150,965</u>

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

7 Creditors: amounts falling due within one year

	2019 £	2018 £
Bank loans and overdrafts	1,001,852	-
Trade creditors	124,286	51,556
Amounts owed to group undertakings	88,615	18,739
Taxation and social security	37,817	-
Other creditors	263,025	98,339
	<u>1,515,595</u>	<u>168,634</u>

8 Called up share capital

	2019 £	2018 £
Ordinary share capital		
Issued and fully paid		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

The Ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

9 Reserves

Share premium

The share premium account represents consideration received for shares issued above their normal value net of transaction costs.

Profit and loss reserves

Retained earnings represent cumulative profit and loss net of distributions to owners.

10 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2019 £	2018 £
Within one year	162,000	198,000
Between one and five years	-	162,000
	<u>162,000</u>	<u>360,000</u>

RX BAR UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

11 Events after the reporting date

Subsequent to the Company's financial year end, the World Health Organisation (WHO) announced on 31 January 2020 a global health emergency related to a new strain of coronavirus originating in Wuhan, China (COVID-19 outbreak) and the associated risks to international communities and the global economy, as the virus spreads beyond its point of origin. On 11 March 2020 the WHO classified the COVID-19 outbreak as a pandemic due to a rapid increase in global exposures. These events are having a significant impact on global stock markets, currencies and general business activities. The timing and extent of the impact and recovery from the COVID-19 outbreak is unknown but may have an impact on the Company's activities in an uncertain global market. The COVID-19 outbreak has no impact on the 31 December 2019 balance sheet carrying values.

On 20 February 2020, one £1 ordinary share was issued for £2,500,000.

Subsequent to year end the directors made the decision to cease to trade from 31 March 2021 and consequently the financial statements have been prepared on a non-going concern basis.

12 Parent company

Kellogg Company is considered to be the ultimate parent company, and the smallest and largest group for which consolidated financial statements, which include the results of RX Bar UK Limited, are prepared. Copies can be obtained from its registered office, 1 Kellogg Square, Battle Creek, MI 49016, United States of America.

13 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.

Emphasis of matter – Non-going concern basis of accounting

We draw attention to note 1 of the financial statements which describes the preparation of the financial statements on a non-going concern basis. As described in note 1, subsequent to the year end the Directors made the decision that the company would cease to trade from 31 March 2021 and therefore the directors have concluded that it is no longer appropriate to prepare the financial statements on a going concern basis. There have been no adjustments made to the financial statements as a result of the application of the non-going concern basis of accounting. Our opinion is not modified in respect of this matter.

The senior statutory auditor was Perry Linton FCA.

The auditor was RSM UK Audit LLP.