

Registered number: 11688988

VC MP SPV 1 LTD

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021

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VC MP SPV 1 LTD

COMPANY INFORMATION

Directors	D M C Doyle (appointed 28 April 2021) P Murphy (appointed 28 April 2021) VC Capital Ltd
Registered number	11688988
Registered office	3 Queen Street Mayfair London W1J 5PA
Independent auditor	Nexia Smith & Williamson Chartered Accountants & Statutory Auditor 25 Moorgate London EC2R 6AY

VC MP SPV 1 LTD

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VC MP SPV 1 LTD

STRATEGIC REPORT FOR THE YEAR ENDED 31 JANUARY 2021

Introduction

The principal activity of the Company during the year was that of a holding company.

During the prior year, the Company purchased a subsidiary operating company, Burden Group Holdings Limited, whose principal activities are wholesaling and distributing poultry, meat, game, and prepared foodstuffs; and the supply of food and beverage products to cruise ships.

Business review

Overall, the subsidiary operating companies showed resilience through the lockdown period despite the challenges experienced by Covid-19.

Despite the current uncertainty of when cruise ships will resume full service, we maintain our positive longer-term outlook for the cruise sector. Several significant cruise ship launches are planned, which will support the growth plans of the operating companies.

James Burden Ltd

Like many businesses in 2020, James Burden was heavily impacted by lockdowns, Covid infections to employees and a massive disruption to the supply chain from both Covid-19 and Brexit. Some of the key customer segments, including the restaurant trade and the events segment (weddings, sporting events etc.), were completely closed for almost the entire year.

As a result of the business disruptions, turnover decreased to £94.8m, but gross margins did improve by 0.5% from 7.9% in 2020 to 8.4% in the year ending January 2021.

We did see strong demand from the 'takeaway' sector, which benefited from the temporary shut down of the restaurant sector and companies like Deliveroo, Uber Eats and Just Eat increased their customer footprint during the lockdown months.

The butcher's sector also drove higher margins as people opted for better quality meat cuts to recreate an eating out experience at home to celebrate anniversaries, birthdays etc.

New Brexit procedures for importing products from the EU were implemented. At the time of writing this review, there have not been any import process failings to report.

Cavendish Ships Stores Ltd

The cruise sector and its associated supply chains all ground to a halt for the majority of the year to January 2021. Cavendish continued to supply a small number of cruise ships with essential provisions for crew staff who had to remain on board their ships.

Now that the cruise sector has re-opened, Cavendish has rapidly rebuilt sales.

We maintain a positive longer-term outlook for the cruise sector, with several significant cruise ship launches planned in the coming years.

VC MP SPV 1 LTD

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 JANUARY 2021

Principal risks and uncertainties

Because VC MP SPV 1 is a holding company, the principal risks and uncertainties stem from the operating companies in which VC MP SPV 1 has an interest. The income flow generated by those operating companies allows VC MP SPV to service ongoing expenses.

In addition, VC MP SPV's interest in Burden Group is dependent on the continued provision of financing by VC MP Bidco, its parent entity, to the Company.

Operating Companies:

James Burden Limited faces the following key risks:

- Euro exchange exposure arising from significant purchases of food products from Europe. This risk is managed by hedging the immediate exposure when considered necessary. Longer duration of hedging products cannot be used due to the fast-moving market environment.
- In a fragmented market with many small companies, there is always the risk of incurring bad debts. The Company manages this risk by using credit risk insurance cover and ensuring a good understanding of customers.

Cavendish Ships Stores Limited faces the following key risks:

- Supply to cruise companies is by annual tender. The intense competition to supply results in significant margin pressure; uncertainty is also created as there is no guarantee of the amount of business awarded each year. The Company manages these problems by working closely with its customers to provide optimal and innovative solutions to victualing requirements and by demonstrating our ability to meet strict service level requirements.
- The customer base is narrow in the specialist cruise and ferry sector, curtailing growth prospects and creating risk to the Company should any customer's business be lost. Therefore, the Company is expanding in other areas to broaden its customer base and reduce dependency on one market sector.
- Export trading faces exchange risk, sterling strength reducing the Company's competitiveness. This risk is managed by harnessing the Company's buying expertise and industry knowledge to make unique offers to potential customers.

COVID-19 has impacted both companies, and further details can be found in the business review.

VC MP SPV 1 LTD

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 JANUARY 2021

Financial key performance indicators

The business is dependent on the success of the Burden Group as the only direct operating company.

Key performance indicators, for Burden Group, reviewed by the directors include, but are not limited to, the following:

	2021	2020
Gross margin percentage	8.4%	8.1%
Operating profit percentage*	0.5%	-1.1%
Normalised profit percentage	0.5%	1.5%
Stock days	8.0	7.9
Debtor days	25.2	34.9
Creditor days	43.8	36.2

*The negative operating profit in 2020 is a result of exceptional items in the year. The exceptional items have been added back to present a normalised profit percentage.

Particular emphasis is placed on the preparation of cash flow projections at the holding company level. The Company remained cash positive throughout the year.

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


D M C Doyle
Director

Date: 31/1/22

VC MP SPV 1 LTD

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 JANUARY 2021**

The directors present their report and the financial statements for the year ended 31 January 2021.

Results and dividends

The profit for the year, after taxation, amounted to £1,189,743 (2020 - £927,106).

No dividends were proposed or paid during the year (2020 - £Nil).

Directors

The directors who served during the year were:

VC Capital Ltd

P N Barbour (resigned 19 October 2020)

D M C Doyle (resigned 31 December 2020)

J L Griffin (appointed 19 October 2020, resigned 17 February 2021)

Future developments

VC MP SPV 1 continues to seek out opportunities to expand organically and by acquisition.

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Post balance sheet events

Neither Brexit nor the COVID pandemic had a significant direct impact on the business of VC MP SPV 1.

The pandemic impacted the subsidiary operating companies within the Burden Group. Further information is provided in the Business Review.

Auditor

The auditor, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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


D M C Doyle
Director

Date: 31/1/22

VC MP SPV 1 LTD

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 JANUARY 2021**

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; 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VC MP SPV 1 LTD

Opinion

We have audited the financial statements of VC MP SPV 1 Ltd (the 'Company') for the year ended 31 January 2021 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes In Equity and the notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 January 2021 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 Auditor's 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 UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the 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.

VC MP SPV 1 LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VC MP SPV 1 LTD (CONTINUED)

Other information

The other information comprises the information included in the Annual Report and financial statements, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the Annual Report and financial statements. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the 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 5, 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.

VC MP SPV 1 LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VC MP SPV 1 LTD (CONTINUED)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

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

- The Companies Act 2006 and FRS 102 in respect of the basis of preparation and accounting policies applied in the financial statements.

To gain evidence about compliance with the significant laws and regulations above we reviewed board meeting minutes, made enquiries of the management, reviewed the legal expense account and obtained written management representations regarding the adequacy of procedures in place.

The senior statutory auditor led a discussion with senior members of the engagement team regarding the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur. The key areas identified as part of the discussion were the risk of manipulation of the financial statements through manual journal entries, incorrect recognition of revenue and bias in accounting estimates used in the determination of the fair value of investment and deferred contingent consideration. These areas were communicated to the other members of the investments engagement team who were not present at the discussion.

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

- Testing of a sample of manual journal entries, selected through applying specific risk assessments based on the Company's processes and controls surrounding manual journal entries;
- Testing of a sample of revenue transactions to underlying documentation; and
- Assessing the appropriateness of the methodology and key assumptions applied in the determination of the fair value of investments and deferred contingent consideration.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

VC MP SPV 1 LTD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VC MP SPV 1 LTD (CONTINUED)

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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Nexia Smith & Williamson

Jonathan Wiseman (Senior Statutory Auditor)

for and on behalf of

Nexia Smith & Williamson

Chartered Accountants

Statutory Auditor

25 Moorgate

London

EC2R 6AY

Date:

01/02/2022

VC MP SPV 1 LTD

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 JANUARY 2021**

	Note	2021 £	2020 £
Administrative expenses		(267,562)	(472,832)
Remeasurement of deferred contingent consideration	13	2,527,177	1,223,000
Fair value movements	10	(1,341,327)	(346,375)
Operating profit		918,288	403,793
Income from fixed assets investments	6	313,125	743,959
Interest receivable and similar income	7	20,247	6,291
Interest payable and similar expenses	8	(130,467)	(226,937)
Profit before tax		1,121,193	927,106
Tax on profit	9	68,550	-
Profit for the financial year		1,189,743	927,106

There was no other comprehensive income for 2021 (2020 - £Nil).

The notes on pages 13 to 21 form part of these financial statements.

VC MP SPV 1 LTD
REGISTERED NUMBER:11688988

BALANCE SHEET
AS AT 31 JANUARY 2021

	Note	2021 £	2020 £
Fixed assets			
Investments	10	12,427,805	13,769,132
		<u>12,427,805</u>	<u>13,769,132</u>
Current assets			
Debtors: amounts falling due within one year	11	646,607	432,010
Cash at bank and in hand		293	91,655
		<u>646,900</u>	<u>523,665</u>
Creditors: amounts falling due within one year	12	(8,957,855)	(8,588,513)
Net current liabilities		<u>(8,310,955)</u>	<u>(8,064,848)</u>
Total assets less current liabilities		<u>4,116,850</u>	<u>5,704,284</u>
Creditors: amounts falling due after more than one year	13	-	(2,777,177)
Net assets		<u><u>4,116,850</u></u>	<u><u>2,927,107</u></u>
Capital and reserves			
Called up share capital	14	1	1
Share premium account	15	2,000,000	2,000,000
Profit and loss account	15	2,116,849	927,106
Shareholders' funds		<u><u>4,116,850</u></u>	<u><u>2,927,107</u></u>

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


D M C Doyle
 Director

Date: 31/1/22

The notes on pages 13 to 21 form part of these financial statements.

VC MP SPV 1 LTD

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 JANUARY 2021**

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 February 2019	1	-	-	1
Comprehensive income for the year				
Profit for the year	-	-	927,106	927,106
Contributions by and distributions to owners				
Shares issued during the year	-	2,000,000	-	2,000,000
At 1 February 2020	1	2,000,000	927,106	2,927,107
Comprehensive income for the year				
Profit for the year	-	-	1,189,743	1,189,743
At 31 January 2021	1	2,000,000	2,116,849	4,116,850

VC MP SPV 1 LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2021

1. General information

VC MP SPV 1 Ltd is a private company, limited by shares, domiciled and incorporated in England and Wales (registered number: 11688988). The registered office address is 3 Queen Street, Mayfair, London, W1J 5PA.

The Company's functional and presentational currency is GBP.

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 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); and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of VC Capital Ltd as at 31 January 2021 and these financial statements may be obtained from Companies House.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

VC MP SPV 1 LTD

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2021

2. Accounting policies (continued)

2.4 Going concern

Following the completion of the financial year ended 31 January 2021, the directors of VC Capital Ltd have reviewed the adequacy of the financial position of the Company for the next twelve months following the date of approval of these accounts. In the financial year ended 31 January 2021 the Company received dividends from its investment in Burden Group Holdings Limited and monitoring fees from the provision of services to the Burden Group Holdings Limited. The Company has also borrowed from fellow entities within the VC Capital Limited Group to fund the purchase of the investment. These borrowings are repayable on demand.

The directors are of the opinion that the Company is able to operate as a going concern into the foreseeable future (i.e. not less than 12 months from the date of approval of these financial statements), having considered the projected operating and cash flows for the year ahead and the performance and financial position of Burden Group Holdings Limited, its investee. The Company has received support from the group headed by VC Capital Ltd stating that the loans will not be called back until such time the Company can afford to repay them.

2.5 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Finance costs

Finance costs are charged to profit or loss 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.

2.8 Valuation of investments

Investments in subsidiaries are measured at fair value with any changes in the value recognised in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021**

2. Accounting policies (continued)

2.9 Financial instruments

Financial assets and financial liabilities are recognised in the Balance Sheet when the Company becomes a party to the contractual provisions of the instrument.

Trade and other debtors and creditors are classified as basic financial instruments and measured on initial recognition at transaction price. Debtors and creditors are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the Company will not be able to collect all amounts due.

Cash and cash equivalents are classified as basic financial instruments and comprise cash in hand and at bank, short-term bank deposits with an original maturity of three months or less and bank overdrafts which are an integral part of the Company's cash management.

Financial liabilities and equity instruments issued by the Company are classified in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. 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 proceeds received, net of direct issue costs.

Interest bearing bank loans, overdrafts and other loans which meet the criteria to be classified as basic financial instruments are initially recorded at the present value of cash payable to the bank, which is ordinarily equal to the proceeds received net of direct issue costs. These liabilities are subsequently measured at amortised cost, using the effective interest rate method.

Deferred contingent consideration is initially measured at fair value. Subsequent changes to the fair value are recognised in the profit and loss account.

2.10 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

VC MP SPV 1 LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021

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

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

The judgements, estimates and assumptions are evaluated at each reporting date and are based on historical experience as adjusted for current market conditions and other factors. Management makes estimates and assumptions concerning the future in preparing the financial statements and the actual results will not always reflect the accounting estimates made.

Investments measured at fair value

In estimating fair value for an unquoted investment, the directors will apply one or more valuation techniques according to the nature, facts and circumstances of the investment. The directors will use reasonable current market data and inputs combined with market participant assumptions. The assessment of fair value will reflect the market conditions at the measurement date irrespective of which valuation technique is used.

The unquoted investment in Burden Group Holdings Limited has been valued at the reporting date in line with the method which was used when the purchase was made in March 2019, and consistent with prior year method, using forecast maintainable EBITDA for the business and a multiple of earnings derived from market data.

Deferred contingent consideration at fair value

The Sale and purchase agreement ("the SPA") contain a deferred contingent consideration element which is payable to the sellers if certain performance conditions are met. The performance condition relates to EBITDA of the Burden Group over a period of 24 months following the purchase. The directors review the forecast of the Burden Group at each reporting date.

4. Auditor's remuneration

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the group accounts of the parent company. The audit fee for the Company has been paid for by related entity.

5. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2020 - £Nil).

6. Income from investments

	2021 £	2020 £
Dividends received from unlisted investments	313,125	743,959

VC MP SPV 1 LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021

7. Interest receivable

	2021 £	2020 £
Interest receivable from group companies	20,247	6,291

8. Interest payable and similar expenses

	2021 £	2020 £
Interest payable on loans from group undertakings and related parties	130,467	226,937

VC MP SPV 1 LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021**

9. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	<u>(68,550)</u>	<u>-</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2020 - *lower than*) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £	2020 £
Profit on ordinary activities before tax	<u>1,121,193</u>	<u>927,106</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	213,027	176,150
Effects of:		
Expenses not deductible for tax purposes	(180,598)	(76,219)
Adjust closing deferred tax to average rate of 19%	-	4,360
Non-taxable dividend income	(59,494)	(141,352)
Deferred tax (recognised)/not recognised	(41,421)	37,061
Payment for group relief received at different rate	(64)	-
Total tax credit for the year	<u>(68,550)</u>	<u>-</u>

Factors that may affect future tax charges

A potential deferred tax asset has not been recognised in respect of trading losses carried forward of £Nil (2020 - £37,061) due to the inherent uncertainty regarding the timing of future profits.

Finance Bill 2021 includes legislation to increase the main rate of corporation tax from 19% to 25% from 1 April 2023. These changes are not included above as Finance Bill 2021 was not substantively enacted by the year end.

VC MP SPV 1 LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021**

10. Fixed asset investments

	Investments in subsidiary companies £
Fair value	
At 1 February 2020	13,769,132
Revaluations	(1,341,327)
At 31 January 2021	<u>12,427,805</u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Principal activity	Class of shares	Holding
Meat No Veg Limited**	Dormant	Ordinary	100%
Gee and Webb Limited**	Dormant	Ordinary	100%
The Burden Group Limited**	Holding company	Ordinary	100%
James Burden Limited**	Wholesaler of poultry, game and meat products	Ordinary	100%
Cavendish Ships Stores Limited**	Ship chandlers and wholesale of foodstuffs	Ordinary	100%
Cavendish Foods Limited**	Dormant	Ordinary	100%
Cavendish Farm Foods Limited**	Dormant	Ordinary	100%
Southern Ship Stores Limited**	Dormant	Ordinary	100%
Burden Group Holdings Limited*	Holding company	Ordinary	100%

*directly held

**indirectly held

The registered office of all subsidiary undertakings is 40 West Market Building, London Central Markets Smithfield, London, EC1A 9PS.

VC MP SPV 1 LTD

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021**

11. Debtors

	2021 £	2020 £
Amounts owed by group undertakings	575,057	429,010
Other debtors	71,550	3,000
	<u>646,607</u>	<u>432,010</u>

12. Creditors: Amounts falling due within one year

	2021 £	2020 £
Trade creditors	150,000	150,000
Amounts owed to group undertakings	6,791,740	6,631,124
Amounts owed to related parties	1,749,115	1,807,389
Deferred contingent consideration at fair value & accruals	267,000	-
	<u>8,957,855</u>	<u>8,588,513</u>

13. Deferred contingent consideration at fair value

	2021 £	2020 £
Brought forward	2,777,177	-
Additions	-	4,000,177
Change in fair value	(2,527,177)	(1,223,000)
Other movements	(250,000)	-
	<u>-</u>	<u>2,777,177</u>

VC MP SPV 1 LTD

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2021

14. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
101 Ordinary shares of £0.01 each	<u>1</u>	<u>1</u>

15. Reserves

Share premium account

The share premium account is used to record the aggregate amount or value of premiums paid when the Company's shares are issued at an amount in excess of nominal value.

Profit and loss account

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

16. Related party transactions

The Company has taken advantage of the exemption in FRS 102 Section 33.1A to not disclose transactions with wholly owned group entities.

17. Post balance sheet events

There have been no significant events affecting the Company since the year end.

18. Controlling party

The Company's immediate parent undertaking is VC MP Bidco Ltd, a company registered in England and Wales.

The Company's ultimate parent undertaking is VC Capital Ltd, a company registered in England and Wales.

The largest and smallest group of undertakings for which group accounts for the year ended 31 January 2021 have been drawn up is that headed by VC Capital Ltd. Copies of the group accounts are available from Companies House.

The ultimate controlling party is P Murphy, by virtue of their shareholding and directorship in the ultimate parent company.