

Unaudited Financial Statements
for the Year Ended 31 March 2022
for
Progress 2019 Limited

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for the Year Ended 31 March 2022**

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Progress 2019 Limited
Company Information
for the Year Ended 31 March 2022

DIRECTORS:

J A Evans
M P Porteous
J D Spurr
M A Stangroom

REGISTERED OFFICE:

C/O Beanies The Flavour Co Ltd
Faverdale North
DARLINGTON
Co Durham
DL3 0PH

REGISTERED NUMBER:

11694251 (England and Wales)

ACCOUNTANTS:

Clive Owen LLP
Chartered Accountants
140 Coniscliffe Road
DARLINGTON
Co Durham
DL3 7RT

Balance Sheet
31 March 2022

| | Notes | 2022 £ | £ | 2021 £ | £ |
|--|-------|---------------|-----------------|---------------|----------------|
| FIXED ASSETS | | | | | |
| Investments | 4 | | 1,107,749 | | 1,088,516 |
| CURRENT ASSETS | | | | | |
| Debtors | 5 | 28,363 | | 28,363 | |
| Cash at bank | | <u>5,118</u> | | <u>10,700</u> | |
| | | <u>33,481</u> | | <u>39,063</u> | |
| NET CURRENT ASSETS | | | <u>33,481</u> | | <u>39,063</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | 1,141,230 | | 1,127,579 |
| CREDITORS | | | | | |
| Amounts falling due after more than one year | 6 | | <u>535,173</u> | | <u>510,249</u> |
| NET ASSETS | | | <u>606,057</u> | | <u>617,330</u> |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | | | 6,363 | | 6,363 |
| Share premium | | | 570,927 | | 570,927 |
| Other reserves | | | 48,082 | | 28,849 |
| Retained earnings | | | <u>(19,315)</u> | | <u>11,191</u> |
| | | | <u>606,057</u> | | <u>617,330</u> |

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 March 2022.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 March 2022 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

Balance Sheet - continued
31 March 2022

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

In accordance with Section 444 of the Companies Act 2006, the Profit and Loss Account has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 1 December 2022 and were signed on its behalf by:

J A Evans - Director

**Notes to the Financial Statements
for the Year Ended 31 March 2022**

1. STATUTORY INFORMATION

Progress 2019 Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

There were no material departures from that standard.

The principal accounting policies adopted in the preparation of the financial statements are set out below.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group nor transactions with directors conducted at a market rate.

Investments

Investments are based at cost, which includes the fair value of share options granted to employees of the trading subsidiary and are reviewed annually for impairment.

Financial instruments

Basic financial instruments are recognised at amortised cost with changes recognised in profit and loss.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes to the Financial Statements - continued
for the Year Ended 31 March 2022

2. ACCOUNTING POLICIES - continued

Share options

Employees (including Directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using the Binomial model.

That cost would be recognised as an increase in the investment in the subsidiary given the employees who have been granted shares are remunerated by that company, together with a corresponding increase in equity, over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The change in the investment value for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was NIL (2021 - NIL).

4. FIXED ASSET INVESTMENTS

| | Other investments £ |
|-----------------------|------------------------|
| COST | |
| At 1 April 2021 | 1,088,516 |
| Additions | 19,233 |
| At 31 March 2022 | <u>1,107,749</u> |
| NET BOOK VALUE | |
| At 31 March 2022 | <u>1,107,749</u> |
| At 31 March 2021 | <u>1,088,516</u> |

The above investment relates to 100% of the issued share capital in Beanies The Flavour Co. Ltd.

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

| | 2022 £ | 2021 £ |
|---------------|---------------|---------------|
| Other debtors | <u>28,363</u> | <u>28,363</u> |

6. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

| | 2022 £ | 2021 £ |
|------------------------------------|----------------|----------------|
| Amounts owed to group undertakings | <u>535,173</u> | <u>510,249</u> |

Notes to the Financial Statements - continued
for the Year Ended 31 March 2022

7. **CONTINGENT LIABILITIES**

There is a cross guarantee in place between Progress 2019 Limited and Beanies The Flavour Co. Ltd in respect of their invoice discounting facility. At the balance sheet date Beanies The Flavour Co. Ltd had invoice discounting facilities outstanding of £161,263.

8. **SHARE OPTIONS**

The company operates an EMI scheme under which share options have been granted to certain key individuals. Of the options, one is exercisable after 5 years or in the event of a change in ownership, the other option cannot be exercise until 12 months after the issued date. In addition, employees must have remained in employment. Share options are to be settled through equity. There is no cash-based alternative.

The fair value recognised in the accounts for the year ended 31 March 2022 was £19,233.

Movements during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

| | 2022 Number: | 2022 WAEP £ | 2021 Number: | 2021 WAEP £ |
|-----------------------------|-----------------|-------------------|-----------------|-------------------|
| Balance carried forward | 63,628 | 0.3773 | 158,355 | 0.3773 |
| Granted during the period | - | - | - | - |
| Forfeited during the period | - | - | - | - |
| Exercise during the period | - | - | (94,727) | - |
| Expired during the period | - | - | - | - |
| Balance carried forward | <u>63,628</u> | <u>0.3773</u> | <u>63,628</u> | <u>0.3773</u> |
| Exercisable | - | - | - | - |

Binomial model attributes a fair value to the option itself rather than to the services received.

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