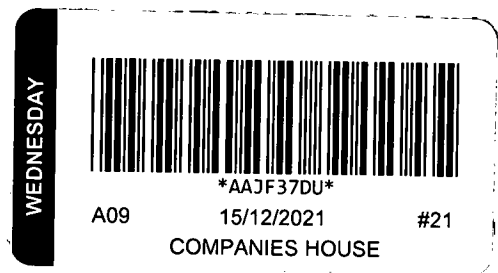


Company Registration No. 12029803 (England and Wales)

BOUNCE BRANDS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
For the period ended 31 March 2021



BOUNCE BRANDS LIMITED
For the period ended 31 March 2021

COMPANY INFORMATION

Directors	R P Shaw M L Gould S N Faithfull
Company Number	12029803
Country of incorporation	United Kingdom
Registered Office	9Barn, Units 1,2 and 3 Rake Farm Buildings Rake Lane Eccleston Chester United Kingdom CH4 9JN
Auditors	RSM UK Audit LLP 14 th Floor 20 Chapel Street Liverpool L3 9AG
Business Address	9Barn, Units 1,2 and 3 Rake Farm Buildings Rake Lane Eccleston Chester United Kingdom CH4 9JN
Bankers	Barclays Bank plc Raymond Court Princes Drive Colwyn Bay North Wales LL29 8HT

DIRECTORS' REPORT

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

The company was incorporated in England and Wales on 3 June 2019. As part of the strategy to extend the Healthfull Holdings Groups Brand portfolio, on 7 June 2019, 9Brand Limited, one of the groups subsidiaries, acquired the trade and assets of Bounce Foods Limited. The trade and assets are being held in Bounce Brands Limited a wholly owned subsidiary of 9Brand Foods Limited, a company registered in England and Wales, incorporated on 27 June 2016. The Bounce Brand is complementary to the group's existing brand architecture and strengthens the group's position in the UK market as well as offering further opportunities to access developing European markets.

Principal activities and nature of operations

The principal activity of the company is the marketing and distribution of owned brand Bounce. The company contracts with Wholebake Limited on an arms length basis for the manufacturing of this brand.

Future developments

As the market recovers from the challenges of Covid 19 a return to market growth is expected. The company will continue to focus on servicing the growing demand from its healthy snacking partners, the development of its own brands and the support for new branded customers.

Going concern

The company has taken a number of actions to mitigate the impact of the Coronavirus (Covid-19) on both trading and operations. These actions have been built into the financial models which have been used to review the risks to the business presented by the pandemic, as restrictions are eased the company has seen sales turnover return to a normal level towards the end of the year. The Directors have reviewed the latest forecasts, for the year and beyond, monthly and believe that there is no risk to the business as a going concern. In these forecasts, the planning assumptions with respect to demand, Inbound supply and factory operations have been sensitivity tested and the range of earnings and cash flow outcomes reviewed by the Board. During the year the company also secured an additional £1m funding line to Wholebake Limited from the company's bank repayable over three years with a one year capital payment holiday, giving further comfort and greater headroom to cover any downside risk on funding. Over the medium term, the Directors believe that some of the trends which are being triggered by the virus will be positive for the company. The company has the financial support of its parent and fellow subsidiary undertakings of the Healthfull Holdings Group.

Notwithstanding the loss for the year and the net liability position, the directors consider it appropriate to prepare the financial statements on a going concern basis due to the continued support of the company's related undertakings. The related undertakings have expressed their commitment to provide additional funds to support the company to the extent necessary to meet its liabilities as they fall due for a period of at least 12 months following the signing of these financial statements.

The directors have at the time of approving these financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being a period of not less than 12 months from the date of approval of these financial statements. Thus, the company therefore continues to adopt the going concern basis in preparing its financial statements.

DIRECTORS' REPORT (CONTINUED)

Results and dividends

The results for the year are set out on page 7. The directors do not propose payment of a final dividend at the year-end.

Directors

The following directors have held office throughout the current year:

R P Shaw
M L Gould
S N Faithfull

Director's indemnities

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

Charitable and political contributions

There were charitable donations made during the year of £Nil

Auditors

RSM UK Audit LLP were appointed as auditors on 29th January 2021 and have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors.

Statement of Director's Responsibilities

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 FRS 102 "The Financial Reporting Standard applicable in the United Kingdom 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 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.

DIRECTORS' REPORT (CONTINUED)

Disclosure of information to auditor

The directors confirm that:

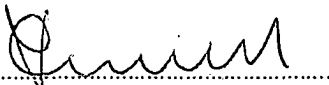
- as far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The directors are responsible for preparing the annual report in accordance with applicable law and regulations. The directors consider the annual report and the financial statements, taken as a whole, provides the information necessary to assess the company's performance, business model and strategy and is fair, balanced and understandable.

Small Companies Note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

Approved by the Board and signed on its behalf by:



S Faithfull

Director

10th September 2021

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BOUNCE BRANDS LIMITED

Opinion

We have audited the financial statements of Bounce Brands Limited (the 'company') for the year ended 31 March 2021 which comprise statement of comprehensive income, statement of financial position, statement of changes in equity and 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 March 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- 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.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. 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.

BOUNCE BRANDS LIMITED
For the period ended 31 March 2021

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has 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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, 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.

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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and evaluating advice management received from their external tax advisors.

BOUNCE BRANDS LIMITED
For the period ended 31 March 2021

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to health and safety and food production. We performed audit procedures to inquire of management whether the company is in compliance with these law and regulations and inspected correspondence with licensing or regulatory authorities.

The audit engagement team identified the risk of management override of controls and revenue recognition as the areas where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to any significant, unusual transactions and transactions entered into outside the normal course of business. Data analytics testing was supplemented by detailed testing to identify any fraudulent transactions.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities> This description forms part of our auditor's report.

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.



GRAHAM BOND FCA (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
20 Chapel St
Liverpool
L3 9AG
10th September 2021

BOUNCE BRANDS LIMITED
STATEMENT OF COMPREHENSIVE INCOME
For the period ended 31 March 2021

		2021	Period
	Notes	£'000	Ended 31
			Mar 2020
			£'000
Turnover	2	1,648	2,372
Cost of sales		<u>(1,319)</u>	<u>(2,008)</u>
Gross Profit		329	364
Administrative expenses		<u>(577)</u>	<u>(598)</u>
Operating (Loss)	3	(248)	(234)
Interest payable and similar charges	4	<u>-</u>	<u>(1)</u>
(Loss) on ordinary activities before taxation		(248)	(235)
Tax on loss on ordinary activities	6	<u>-</u>	<u>-</u>
(Loss) for the year and total comprehensive income		<u>(248)</u>	<u>(235)</u>

The income statement has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the income statement.

The notes on pages 12 to 20 form part of these financial statements.

BOUNCE BRANDS LIMITED
STATEMENT OF FINANCIAL POSITION
For the period ended 31 March 2021

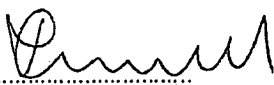
		2021 £'000	2020 £'000
	Notes		
Fixed assets			
Intangible assets	7	54	36
Tangible assets		-	-
		<u>54</u>	<u>36</u>
Current assets			
Stocks	8	95	133
Debtors	9	857	774
Cash at bank and in hand		289	192
		<u>1,241</u>	<u>1,099</u>
Creditors: amounts falling due within one year	10	<u>(1,428)</u>	<u>(1,020)</u>
Net current (liabilities)/assets		<u>(187)</u>	<u>79</u>
Total assets less current liabilities		<u>(133)</u>	<u>115</u>
Net (liabilities)/assets		<u>(133)</u>	<u>115</u>
Capital and reserves			
Called up share capital	11	-	-
Other reserves	12	350	350
Profit and loss account		<u>(483)</u>	<u>(235)</u>
Shareholders' funds		<u>(133)</u>	<u>115</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the Board of Directors on 10th September 2021.

The notes on pages 12 to 20 form part of these financial statements.

Signed on behalf of the board of directors:


.....
S Faithfull
Director

BOUNCE BRANDS LIMITED
STATEMENT OF CHANGES IN EQUITY
For the period ended 31 March 2021

	Called up share capital £'000	Capital reserves account £'000	Profit and loss account £'000	Total reserves £'000
At 1 April 2020	-	350	(235)	115
(Loss) for the year	-	-	(248)	(248)
At 31 March 2021	-	350	(483)	(133)

BOUNCE BRANDS LIMITED
STATEMENT OF CHANGES EQUITY
For the year ended 31 March 2020

	Called up share capital £'000	Capital reserves account £'000	Profit and loss account £'000	Total reserves £'000
At 3 June 2019	-	350	-	350
(Loss) for the year	-	-	(235)	(235)
At 31 March 2020	-	350	(235)	115

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 March 2021

1 ACCOUNTING POLICIES

1.1 Company information

Bounce Brands Limited incorporated in England and Wales on 3 June 2019, is a limited company and its registered office is; 9Barn, Units 1,2 and 3, Rake Farm Buildings, Rake Lane, Eccleston, Chester, CH4 9JN. The principal activity of the company is the retail of natural and vegetarian foods.

1.2 Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The financial statements are presented in sterling (£). The individual accounts of Bounce Brands Limited have adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes
- financial instrument disclosures, including:
 - o categories of financial instruments,
 - o items of income, expenses, gains or losses relating to financial instruments, and
 - o exposure to and management of financial risks.

1.3 Going concern

The company has taken a number of actions to mitigate the impact of the Coronavirus (Covid-19) on both trading and operations. These actions have been built into the financial models which have been used to review the risks to the business presented by the pandemic, as restrictions are eased the company has seen sales turnover return to a normal level towards the end of the year. The Directors have reviewed the latest forecasts, for the year and beyond, monthly and believe that there is no risk to the business as a going concern. In these forecasts, the planning assumptions with respect to demand, Inbound supply and factory operations have been sensitivity tested and the range of earnings and cash flow outcomes reviewed by the Board. During the year the company also secured an additional £1m funding line to Wholebake Limited from the company's bank repayable over three years with a one year capital payment holiday, giving further comfort and greater headroom to cover any downside risk on funding. Over the medium term, the Directors believe that some of the trends which are being triggered by the virus will be positive for the company. The company has the financial support of its parent and fellow subsidiary undertakings of the Healthfull Holdings Group.

Notwithstanding the loss for the year and the net liability position, the directors consider it appropriate to prepare the financial statements on a going concern basis due to the continued support of the company's related undertakings. The related undertakings have expressed their commitment to provide additional funds to support the company to the extent necessary to meet its liabilities as they fall due for a period of at least 12 months following the signing of these financial statements.

The directors have at the time of approving these financial statements, a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future being a period of not less than 12 months from the date of approval of these financial statements. Thus, the company therefore continues to adopt the going concern basis in preparing its financial statements.

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 March 2021

1 ACCOUNTING POLICIES (CONTINUED)

1.4 Significant judgements and estimates

In the process of applying the company's accounting policies, the company is required to make certain judgements, estimates and assumptions that it believes are reasonable based on the information available. The significant judgements and estimates relate to the following:

- The stock provision is calculated using management judgement to review the nature and condition of the inventory, providing for stock that cannot be sold or used as at the balance sheet date.
- The company makes an estimate of the recoverable value of trade debtors. When assessing impairment of trade debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.

1.5 Intangible assets

Intangible assets are measured at cost less accumulated amortisation and any accumulated impairment loss.

Amortisation is charged so as to allocate the cost of intangibles less their residual values over their estimated useful lives, using the straight – line method.

1.6 Tangible assets

Tangible fixed assets are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed asset, other than freehold land, over their expected useful lives, using the straight – line method. The rates applicable are:

- | | |
|------------------------------------|--------------------------------------|
| - Leasehold Improvements | Over the remaining term of the lease |
| - Office Equipment | 15% straight line |
| - Fixtures, fittings and equipment | 15% straight line |

1.7 Impairment of assets

At each reporting date, fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying value. If the estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in the profit and loss.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit and loss.

1.8 Stocks and work in progress

Stocks are stated at the lower of cost, using the first in first out method, and selling prices less costs to complete and sell.

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 March 2021

1 ACCOUNTING POLICIES (CONTINUED)

1.9 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.

1.10 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.

1.11 Leasing and hire purchase commitments

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and reward of ownership of the leased asset to the group. All other leases are classified as operating leases.

Assets held under finance leases are recognised initially at fair value of the leased asset (or, if lower, the present value of minimum lease payments) at the inception of the lease. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance charges and reduction of the lease obligation using the effective interest method to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are deducted in measuring profit or loss. Assets held under finance leases are included in tangible fixed assets and depreciated and assessed for impairment losses in the same way as owned assets.

Rents payable under operating leases are charged to profit or loss on a straight – line basis over the lease term unless the rental payments are structured to increase in line with expected general inflation, in which case the group recognises annual rent expense equal to amounts owed to the lessor.

The aggregate benefit of lease incentives is recognised as a reduction to the expense recognised over the lease term on a straight-line basis.

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 March 2021

1 ACCOUNTING POLICIES (CONTINUED)

1.12 Provisions for liabilities

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Where the effect of the time value of money is material the amount expected to be required to settle the obligation is recognised at present value using a pre-tax discount rate. The unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

The company recognises a provision for annual leave accrued by employees as a result of services rendered in the current period, and which employees are entitled to carry forward and use within the next 12 months. The provision is measured at the salary cost payable for the period of absence.

1.13 Taxation

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is recognised when income or expenses have been recognised, and will be assessed for tax in a future period, except where:

- The company is able to control the reversal of the timing difference; and
- It is probable that the timing difference will not reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recognised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing differences.

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 March 2021

1 ACCOUNTING POLICIES (CONTINUED)

1.13 Taxation (continued)

- The company has a legally enforceable right to set off current tax assets against current tax liabilities, and
- The deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

1.14 Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes. Turnover includes revenue earned from the sale of goods and from the rendering of services.

Sale of goods

Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods has transferred to the buyer. This is usually at the point that the customer has signed for the delivery of goods.

1.15 Employee benefits

Short-term employee benefits and contributions to defined contribution plans are recognised as an expense in the period in which they are incurred.

1.16 Foreign currency translation

In preparing the financial statements of the company, transactions in currencies other than the functional currency of the company are recognised as the spot rate at the dates of the transactions, or at an average rate where this rate approximates to the actual rate at the date of the transaction.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non – monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences are recognised in profit or loss in the period in which they arise.

2 TURNOVER

Turnover, analysed geographically between markets, was as follows:

	2021 £'000	2020 £'000
United Kingdom	1,517	2,360
Europe	131	12
Rest of world	-	-
	<u>1,648</u>	<u>2,372</u>

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 March 2021

3 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The loss on ordinary activities before taxation is stated after:	2021	2020
	£'000	£'000
Auditors' remuneration;		
Audit fees	8	7
Foreign exchange (profits)/losses	-	2
Amortisation of intangible assets	12	5
	<u> </u>	<u> </u>

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2021	2020
	£'000	£'000
On bank loans and overdrafts	-	1
	<u> </u>	<u> </u>
	-	1

5 DIRECTORS AND EMPLOYEES

Staff costs during the year were as follows:	2021	2020
	£'000	£'000
Wages and salaries	-	317
Social security costs	-	24
Other pension costs	-	25
	<u> </u>	<u> </u>
	-	366

The company does not have any employees but in the prior year operated a defined contribution pension scheme for the benefit of all its employees. The assets of the scheme were administered by an independent pension provider. Pension payments recognised as an expense during the year amount to £Nil (2020:£25,136).

The average number of employees of the company during the year was:	2021	2020
	No.	No.
Administration	-	6
	<u> </u>	<u> </u>
	-	6

The Directors did not participate in a money purchase pension schemes during the year. The directors compensation for loss of office during the year of £Nil

6 TAX ON LOSS ON ORDINARY ACTIVITIES

The tax charge is £nil

The UK corporation tax rate used during the year is 19%.

BOUNCE BRANDS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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7 INTANGIBLE FIXED ASSETS

	Trademarks & IP	Other intangible assets	Total
	£'000	£'000	£'000
Cost			
At 1 April 2020	32	9	41
Additions	4	26	30
At 31 March 2021	36	35	71
Amortisation			
At 1 April 2020	(5)	-	(5)
Charge for the year	(7)	(5)	(12)
At 31 March 2021	(12)	(5)	(17)
Net book amount at 31 March 2021	24	30	54
Net book amount at 31 March 2020	27	9	36

Amortisation of intangible fixed assets is included in administrative expenses.

8 STOCKS

	2021 £'000	2020 £'000
Finished goods	95	133
	95	133

Stock recognised in cost of sales during the year as an expense was £836,000. A provision of £2,400 was recognised in cost of sales against stock during the year due to slow moving stock.

9 DEBTORS

	2021 £'000	2020 £'000
Trade debtors	246	702
Amounts owed by group undertakings	567	-
Prepayments and accrued income	44	72
	857	774

An impairment loss of £24,709 was recognised against trade debtors.

Trade debtors are subject to an invoice discounting facility.

Amounts owed to/from group undertakings are unsecured, interest free and repayable on demand.

BOUNCE BRANDS LIMITED
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10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
	2021	2020
	£'000	£'000
Invoice Discounting	-	45
Trade creditors	34	63
Amounts owed to group undertakings	1,246	663
Accruals and deferred income	148	249
	<u>1,428</u>	<u>1,020</u>

Amounts owed to/from group undertakings are unsecured, interest free and repayable on demand

11 CALLED UP SHARE CAPITAL		
	2021	2020
	£	£
Allotted, called up and fully paid		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

12 RESERVES

Called up share capital represents the nominal value of shares that have been issued.

The Profit and loss account includes all current and prior period retained profits.

Other reserves represent a capital contribution from Wholebake Limited at incorporation of the Company in 2019.

BOUNCE BRANDS LIMITED
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13 TRANSACTIONS WITH RELATED PARTIES

The immediate parent company is 9Brand Foods Limited a company registered in England and Wales. The ultimate parent company is Healthfull Holdings Group Limited, a company registered in England and Wales. The Directors consider the ultimate controlling party to be Bridges Fund Management Limited.

The company has taken advantage of the exemption available under FRS 102 section 33 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

Guarantees

The largest set of consolidated accounts produced are those headed up by Healthfull Holdings Group Limited. Copies of those can be obtained from Companies House.

At 31 March 2021, there is a cross guarantee and debenture between Healthfull Holdings Group Limited, Healthfull Holdings Limited, Wholebake (Topco) Limited, Wholebake Limited, 9Brand Foods Ltd and Bounce Brands Limited on the Bank's standard form with supporting security on the Bank's standard forms. The total value of the bank debt in the Healthfull Holdings Group is £1,332,000.

14 CONTINGENT LIABILITIES

The company had no contingent liabilities at 31 March 2021.

As per Note 14 there are bank guarantees in place, and the total value of the bank debt in the Healthfull Holdings Group is £1,332,000.

15 POST BALANCE SHEET EVENTS

On the 31st July 2021, 100% of the issued share capital of the Healthfull Holdings group to which this company belongs was acquired by Wellbeing Bidco Limited. Following the transaction, the ultimate parent company is considered to be Wellbeing Topco Limited and the ultimate controlling party is considered to be Elysian Capital LLP.