

Group Strategic Report, Report of the Directors and  
Consolidated Financial Statements  
for the Period 7 November 2021 to 5 November 2022  
for  
GPS Group Holdings Limited

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GPS Group Holdings Limited

Company Information

for the Period 7 November 2021 to 5 November 2022

**DIRECTORS:**

G P Shropshire  
D Thompson

**SECRETARY:**

D Thompson

**REGISTERED OFFICE:**

Hainey Farm  
Barway  
Ely  
Cambridgeshire  
CB7 5TZ

**REGISTERED NUMBER:**

12206931 (England and Wales)

**AUDITORS:**

Grant Thornton UK LLP  
Chartered Accountants & Statutory Auditors  
101 Cambridge Science Park  
Milton Road  
Cambridge  
Cambridgeshire  
CB4 0FY

**BANKERS:**

The Royal Bank of Scotland PLC  
62/63 Threadneedle Street  
PO Box  
London  
EC2R 8LA

GPS Group Holdings Limited

Group Strategic Report  
for the Period 7 November 2021 to 5 November 2022

The directors present their strategic report of the company and the group for the period 7 November 2021 to 5 November 2022.

**REVIEW OF BUSINESS**

The Group made an operating profit of £4.7m (2021 - £4.3m) for the period.

The reported results of the Group are for 52 weeks (2021 - 53 weeks).

The directors are satisfied with the performance of the Group and expect it to trade profitably in the future.

**PRINCIPAL RISKS AND UNCERTAINTIES**

The group operates in a challenging economic climate, in which inflationary pressure on costs must be balanced against the price expectations of our ultimate customers. The nature of the business, being the farming of fresh produce, means that the group is always faced with the uncertainties of the weather and its impact upon both supply of product and demand of ultimate customers.

The group uses various financial instruments, these include cash and various items such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to finance the group's operations.

The main risks arising from the group's financial instruments are interest rate risk, liquidity risk and credit risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Liquidity Risk

The group seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Credit Risk

The group's principal financial assets are cash and trade debtors. The principal credit risk lies with trade debtors. Credit limits are reviewed on a regular basis in conjunction with debt ageing and collection history.

Currency Risk

The group is exposed to transaction foreign exchange risk. Transaction exposures, including those associated with forecast transactions are managed through the use of bank accounts held in foreign currencies.

Going concern

The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future.

**FINANCIAL KEY PERFORMANCE INDICATORS**

Turnover is a key measure of the group's performance. Sales for the period were £34.1m (2021: £30.0m).

Overall profitability is a key indicator of the group's performance. The profit for the financial period was £3.7m (2021: £3.6m).

Working capital management is seen as an important target for the business. At the period end, the net current asset level was £14.9m (2021: £10.9m).

GPS Group Holdings Limited

Group Strategic Report

for the Period 7 November 2021 to 5 November 2022

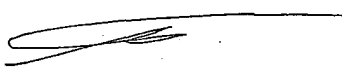
**OTHER KEY PERFORMANCE INDICATORS**

Maintaining health and safety standards across the group is seen as a key issue by the directors. The group continues to invest in the health and welfare of its employees and customers.

Energy consumption and pollution controls are key measures. The group is committed to the continuing improvement of energy efficiency and reducing any pollution risk.

In addition to the above, other KPI's, both financial and non-financial, are used for management purposes.

**ON BEHALF OF THE BOARD:**

  
.....  
D Thompson - Director

Date: 28/7/2023  
.....

GPS Group Holdings Limited

Report of the Directors

for the Period 7 November 2021 to 5 November 2022

The directors present their report with the financial statements of the company and the group for the period 7 November 2021 to 5 November 2022.

**PRINCIPAL ACTIVITY**

The principal activity of the group in the period under review was that of farming.

**DIVIDENDS**

No dividends will be distributed for the period ended 5 November 2022.

**FUTURE DEVELOPMENTS**

The directors anticipate no significant changes in the group's activities for the foreseeable future.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 7 November 2021 to the date of this report.

G P Shropshire  
D Thompson

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Group Strategic Report, the Report of the Directors 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), 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 the group and of the profit or loss of the group 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

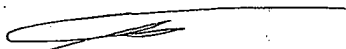
GPS Group Holdings Limited

Report of the Directors  
for the Period 7 November 2021 to 5 November 2022

**AUDITORS**

The auditors, Grant Thornton UK LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**



.....  
D Thompson - Director

28/7/2023  
Date: .....

Report of the Independent Auditors to the Members of  
GPS Group Holdings Limited

**Independent auditor's report to the members of GPS Group Holdings Limited**

**Opinion**

We have audited the financial statements of GPS Group Holdings Limited (the 'parent company') and its subsidiaries (the 'group') for the period from 6 November 2021 to 5 November 2022, which comprise the consolidated statement of comprehensive income, the consolidated statement of other comprehensive income, the consolidated and company balance sheets, the consolidated and company statements of changes in equity, the consolidated cash flow statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 5 November 2022 and of the group's profit for the period 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 group and the parent 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**

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the group's and the parent company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the group's and the parent company's financial resources or ability to continue operations over the going concern period.

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 group's and the parent 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.

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.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

**Other information**

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

**Report of the Independent Auditors to the Members of  
GPS Group Holdings Limited**

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

We have nothing to report in this regard.

**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.

**Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the group and the parent 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.

**Matters on which we are required to report by exception**

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 by the parent company; or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 for the financial statements**

As explained more fully in the directors' responsibilities statement, 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 group's and the parent 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 group or the parent 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.

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

Report of the Independent Auditors to the Members of  
GPS Group Holdings Limited

**Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud**

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. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group and determined that the most significant are those that relate to the reporting frameworks (FRS 102 and Companies Act 2006) and the relevant tax compliance regulations in the jurisdictions in which the Group operates;
- We communicated relevant laws and regulations and potential fraud risks to all engagement team members and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit;
- We enquired of management and those charged with governance, concerning the Group's policies and procedures relating to:
  - the identification, evaluation and compliance with laws and regulations; and
  - the detection and response to the risks of fraud.
- We enquired of management and those charged with governance, whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud;
- In addition, we concluded that there are certain specific laws and regulations that may have an effect on the determination of amounts and disclosures in the financial statements and those laws and regulations relating to health and safety, employee matters, environmental and bribery and corruption matters;
- We corroborated the results of our enquires to relevant supporting documentation;
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur and the risk of management override of controls. Audit procedures performed by the engagement team included:
  - evaluation of the programmes and controls established to address the risks related to irregularities and fraud;
  - testing journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions;
  - identifying and testing related party transactions.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it;

Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:

- understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
- knowledge of the industry in which the Group operates;
- understanding of the legal and regulatory requirements specific to the Group including:
  - the provisions of the applicable legislation;
  - the regulators' rules and related guidance, including guidance issued by relevant authorities that interprets those rules;
  - the applicable statutory provisions.
- In assessing the potential risks of material misstatement, we obtained an understanding of:
  - the Group's operations, including the nature of its revenue sources and of its objectives and strategies to understand the classes of transactions, account balances, expected financial statement disclosures and business risks that may result in risks of material misstatement;
  - the applicable statutory provisions;
  - the Group's control environment, including the policies and procedures implemented to comply with the requirements of its regulator, the adequacy of procedures for authorisation of transactions, internal review procedures over the Company's compliance with regulatory requirements.

Report of the Independent Auditors to the Members of  
GPS Group Holdings Limited

**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.

*Grant Thornton UK LLP*

Timothy Taylor FCA (Senior Statutory Auditor)  
for and on behalf of Grant Thornton UK LLP  
Chartered Accountants & Statutory Auditors  
101 Cambridge Science Park  
Milton Road  
Cambridge  
Cambridgeshire  
CB4 0FY

31/7/2023

Date: .....

GPS Group Holdings LimitedConsolidated Statement of Comprehensive Income  
for the Period 7 November 2021 to 5 November 2022

	Notes	Period 7.11.21 to 5.11.22		Period 1.11.20 to 6.11.21	
		£'000	£'000	£'000	£'000
<b>TURNOVER</b>	3		34,124		29,956
Cost of sales			<u>30,429</u>		<u>26,437</u>
<b>GROSS PROFIT</b>			3,695		3,519
Administrative expenses			<u>481</u>		<u>365</u>
			3,214		3,154
Other operating income			<u>1,462</u>		<u>1,132</u>
<b>GROUP OPERATING PROFIT</b>	5		4,676		4,286
Share of operating profit/ (loss) in Associates			(45)		425
Interest receivable and similar income	7	<u>37</u>	<u>(8)</u>	<u>5</u>	<u>5</u>
			4,668		4,716
Interest payable and similar expenses	8		<u>-</u>		<u>37</u>
<b>PROFIT BEFORE TAXATION</b>			4,668		4,679
Tax on profit	9		<u>974</u>		<u>1,076</u>
<b>PROFIT FOR THE FINANCIAL PERIOD</b>			<u>3,694</u>		<u>3,603</u>
Profit attributable to: Owners of the parent			<u>3,694</u>		<u>3,603</u>

The notes form part of these financial statements

GPS Group Holdings Limited

Consolidated Statement of Other Comprehensive Income  
for the Period 7 November 2021 to 5 November 2022


	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Notes		
<b>PROFIT FOR THE PERIOD</b>	3,694	3,603
<b>OTHER COMPREHENSIVE INCOME</b>	-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<u>3,694</u>	<u>3,603</u>
Total comprehensive income attributable to: Owners of the parent	<u>3,694</u>	<u>3,603</u>

The notes form part of these financial statements

GPS Group Holdings Limited (Registered number: 12206931)Consolidated Balance Sheet5 November 2022

	Notes	2022 £'000	2021 £'000
<b>FIXED ASSETS</b>			
Intangible assets	11	-	-
Tangible assets	12	19,744	19,544
Investments	13		
Interest in associate		129	761
Other investments		<u>1,782</u>	<u>1,401</u>
		21,655	21,706
<b>CURRENT ASSETS</b>			
Stocks	14	780	744
Debtors	15	2,904	5,932
Cash at bank	16	<u>16,220</u>	<u>9,856</u>
		19,904	16,532
<b>CREDITORS</b>			
Amounts falling due within one year	17	<u>4,976</u>	<u>5,628</u>
<b>NET CURRENT ASSETS</b>		<u>14,928</u>	<u>10,904</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		36,583	32,610
<b>PROVISIONS FOR LIABILITIES</b>	18	<u>700</u>	<u>421</u>
<b>NET ASSETS</b>		<u>35,883</u>	<u>32,189</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	19	213	213
Other reserve arising on consolidation	20	828	828
Retained earnings	20	<u>34,842</u>	<u>31,148</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>35,883</u>	<u>32,189</u>

The financial statements were approved by the Board of Directors and authorised for issue on 28/7/2023 and were signed on its behalf by:

  
D Thompson - Director

The notes form part of these financial statements

GPS Group Holdings Limited (Registered number: 12206931)Company Balance Sheet  
5 November 2022

	Notes	2022 £'000	2021 £'000
<b>FIXED ASSETS</b>			
Intangible assets	11	-	-
Tangible assets	12	-	-
Investments	13	<u>213</u>	<u>213</u>
		213	213
<b>CURRENT ASSETS</b>			
Debtors	15	<u>1</u>	<u>1</u>
<b>NET CURRENT ASSETS</b>		<u>1</u>	<u>1</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>214</u>	<u>214</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	19	213	213
Retained earnings		<u>1</u>	<u>1</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>214</u>	<u>214</u>
Company's profit for the financial year		<u>-</u>	<u>-</u>

The financial statements have been prepared 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 28/7/2023 and were signed on its behalf by:

Guy Peter Shropshire  
G P Shropshire - Director

The notes form part of these financial statements

GPS Group Holdings LimitedConsolidated Statement of Changes in Equity  
for the Period 7 November 2021 to 5 November 2022

	Called up share capital £'000	Retained earnings £'000	Other reserve arising on consolidation £'000	Total equity £'000
<b>Balance at 1 November 2020</b>	213	27,545	828	28,586
<b>Changes in equity</b>				
Total comprehensive income	-	3,603	-	3,603
<b>Balance at 6 November 2021</b>	213	31,148	828	32,189
<b>Changes in equity</b>				
Total comprehensive income	-	3,694	-	3,694
<b>Balance at 5 November 2022</b>	213	34,842	828	35,883

The notes form part of these financial statements

GPS Group Holdings Limited

Company Statement of Changes in Equity  
for the Period 7 November 2021 to 5 November 2022

	Called up share capital £'000	Retained earnings £'000	Total equity £'000
Balance at 1 November 2020	213	1	214
Changes in equity			
Balance at 6 November 2021	213	1	214
Changes in equity			
Balance at 5 November 2022	213	1	214

GPS Group Holdings LimitedConsolidated Cash Flow Statement  
for the Period 7 November 2021 to 5 November 2022

		Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
	Notes		
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	7,316	4,798
Tax paid		<u>(309)</u>	<u>(955)</u>
<b>Net cash from operating activities</b>		<u>7,007</u>	<u>3,843</u>
<b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		(1,103)	(4,240)
Purchase of fixed asset investments		(23)	-
Sale of tangible fixed assets		217	16
Interest received		37	5
Distributions received - associates		<u>229</u>	<u>148</u>
<b>Net cash from investing activities</b>		<u>(643)</u>	<u>(4,071)</u>
<b>Cash flows from financing activities</b>			
Interest paid		<u>-</u>	<u>(37)</u>
<b>Net cash from financing activities</b>		<u>-</u>	<u>(37)</u>
<b>Increase/(decrease) in cash and cash equivalents</b>		<u>6,364</u>	<u>(265)</u>
<b>Cash and cash equivalents at beginning of period</b>	2	<u>9,856</u>	<u>10,121</u>
<b>Cash and cash equivalents at end of period</b>	2	<u><u>16,220</u></u>	<u><u>9,856</u></u>

The notes form part of these financial statements

GPS Group Holdings LimitedNotes to the Consolidated Cash Flow Statement  
for the Period 7 November 2021 to 5 November 2022**1. RECONCILIATION OF PROFIT FOR THE FINANCIAL PERIOD TO CASH GENERATED FROM OPERATIONS**

	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Profit for the financial period	3,694	3,603
Depreciation charges	779	684
Profit on disposal of fixed assets	(93)	(16)
Share of associate (profits)/ loss	45	(425)
Finance costs	-	37
Finance income	(37)	(5)
Taxation	974	1,076
	<u>5,362</u>	<u>4,954</u>
(Increase)/decrease in stocks	(36)	72
Decrease/(increase) in trade and other debtors	3,028	(1,250)
(Decrease)/increase in trade and other creditors	(1,038)	1,022
<b>Cash generated from operations</b>	<u>7,316</u>	<u>4,798</u>

**2. CASH AND CASH EQUIVALENTS**

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

**Period ended 5 November 2022**

	5.11.22 £'000	7.11.21 £'000
Cash and cash equivalents	<u>16,220</u>	<u>9,856</u>

**Period ended 6 November 2021**

	6.11.21 £'000	1.11.20 £'000
Cash and cash equivalents	<u>9,856</u>	<u>10,121</u>

**3. ANALYSIS OF CHANGES IN NET FUNDS**

	At 7.11.21 £'000	Cash flow £'000	At 5.11.22 £'000
Net cash			
Cash at bank	<u>9,856</u>	<u>6,364</u>	<u>16,220</u>
	<u>9,856</u>	<u>6,364</u>	<u>16,220</u>
<b>Total</b>	<u>9,856</u>	<u>6,364</u>	<u>16,220</u>

The notes form part of these financial statements

GPS Group Holdings Limited

Notes to the Consolidated Financial Statements  
for the Period 7 November 2021 to 5 November 2022

1. **STATUTORY INFORMATION**

GPS Group Holdings 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 General 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" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

**Basis of consolidation**

The consolidated financial statements present the results of the Company and its own subsidiaries ("the Group") as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using merger accounting. In the Balance Sheet, the carrying values of the assets and liabilities of the combining parties have not been adjusted to fair value, although appropriate adjustments are made to achieve uniformity of accounting policies in the combining entities. The acquiree's assets and liabilities are recognised at their carrying values from the beginning of the financial year in which the combination occurred. The comparative information has been restated by including the total comprehensive income for all the combining entities for the previous reporting period and their statement of financial position for the previous reporting date. The results of acquired operations are deconsolidated from the date control ceases.

**Associates and joint ventures**

Any entity is treated as a joint venture where the Group is a party to a contractual agreement with one or more parties from outside the Group to undertake an economic activity that is subject to joint control.

An entity is treated as an associated undertaking where the Group exercises significant influence in that it has the power to participate in the operational and financial policy decisions.

In the consolidated accounts, interests in associated undertakings are accounted for using the equity method of accounting. Under this method, an equity investment is initially recognised at the transaction price (including transaction costs) and is subsequently adjusted to reflect the investor's share of the profit or loss, other comprehensive income and equity of the associate. The Consolidated Statement of Comprehensive Income includes the Group's share of operating results, interest, pre-tax results and attributable taxation of such undertakings applying accounting policies consistent with those of the Group. In the Consolidated Balance Sheet, the interests in associated undertakings are shown as the Group's share of identifiable net assets, including any unamortised premium paid on acquisition.

Any premium on acquisition is dealt with in accordance with the goodwill policy.

**Critical accounting judgements and key sources of estimation uncertainty**

Preparation of the financial statements requires the directors to make judgements, estimates and assumptions concerning the future. There are made based on all knowledgeable, available information and through consultation with professional advisers where necessary.

**Fixed assets**

Depreciation is charged with due consideration to the useful economic life and residual value of fixed assets and the continuing appropriateness of the applied policy is considered on an annual basis by the directors.

**Stock provisions**

Stocks are assessed for impairment at each reporting date based on the directors' best estimate of net realisable values with reference to quoted market or contract prices.

GPS Group Holdings Limited

Notes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022

2. **ACCOUNTING POLICIES - continued**

**Going concern**

The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

**Turnover**

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

**Sales of goods**

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

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

**Rendering of services**

Turnover from contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

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

**Intangible assets**

Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

SPS Entitlements are being amortised evenly over their estimated useful life of four years.

**Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives.

Depreciation is provided on the following basis:

Freehold property	- 25 years straight line
Improvements to property	- 10 - 20 years straight line
Plant and machinery	- 20 - 25% reducing balance and 3 - 10 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated Statement of Comprehensive Income.

GPS Group Holdings Limited

Notes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022

**2. ACCOUNTING POLICIES - continued**

**Stocks**

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Cost is calculated using the first-in, first-out method and includes all purchase, transport, and handling costs in bringing stocks to their present location and condition.

**Financial instruments**

The Group enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at the present value of future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially at the present value of future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated Statement of Comprehensive Income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between the asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Group would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an 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.

**INTEREST RECEIVABLE AND SIMILAR INCOME**

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

**INTEREST PAYABLE AND SIMILAR EXPENSES**

Finance costs are charged to the Consolidated Statement of Comprehensive Income over the term of the debt.

GPS Group Holdings Limited

Notes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022

**2. ACCOUNTING POLICIES - continued**

**Taxation**

Taxation for the period comprises current and deferred tax. Tax is recognised in the Consolidated Statement of Comprehensive Income, 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 period 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.

**Foreign currencies**

**Functional and presentational currency**

The Group's functional and presentational currency is GBP.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the date of the transactions.

At each period end, foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when the fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Consolidated Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Consolidated Statement of Comprehensive Income within 'other operating income'.

**Pension costs and other post-retirement benefits**

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to profit or loss in the period to which they relate.

**Cash and cash equivalents**

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

In the Consolidated Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**2. ACCOUNTING POLICIES - continued****Provisions for liabilities**

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Consolidated Statement of Comprehensive Income in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the balance sheet

**Investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted Group shares, whose market value can be reliably determined, are remeasured at market value at each balance sheet date. Gains and loss on remeasurement are recognised in the Consolidated Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historical cost less impairment.

**3. TURNOVER**

The turnover and operating profit are attributable to growing, processing, packaging and marketing salad and vegetable crops.

All turnover arose within the United Kingdom.

**4. EMPLOYEES AND DIRECTORS**

	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Wages and salaries	919	859
Social security costs	112	103
Other pension costs	40	20
	<u>1,071</u>	<u>982</u>

The average number of employees during the period was as follows:

	Period 7.11.21 to 5.11.22	Period 1.11.20 to 6.11.21
Directors	2	2
Others	<u>16</u>	<u>15</u>
	<u>18</u>	<u>17</u>

During the period ended 5 November 2022, GPS Group Holdings Limited did not employ any members of staff and incurred no staff costs (2021: nil).

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**4. EMPLOYEES AND DIRECTORS - continued**

	Period 7.11.21 to 05.11.22 £'000	Period 1.11.20 to 06.11.21 £'000
Directors' remuneration	258	266
	<u>258</u>	<u>266</u>

The figures included in the above table relate to a single director.

The highest paid director received remuneration of £258,333 (2021: £266,061).

**5. OPERATING PROFIT**

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

	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Depreciation - owned assets	779	684
Profit on disposal of fixed assets	(93)	(16)
Operating lease rentals	<u>337</u>	<u>318</u>

**6. AUDITORS' REMUNERATION**

	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Fees payable to the company's auditors for the audit of the company's financial statements	37	34
Other non- audit services	<u>5</u>	<u>5</u>

**7. INTEREST RECEIVABLE AND SIMILAR INCOME**

	Period 7.11.21 to 5.11.22	Period 1.11.20 to 6.11.21
Interest received	29	1
Other	<u>8</u>	<u>4</u>
	37	5

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**8. INTEREST PAYABLE AND SIMILAR EXPENSES**

	7.11.21 to 5.11.22	1.11.20 to 6.11.21
Loan interest	-	37

**9. TAXATION****Analysis of the tax charge**

The tax charge on the profit for the period was as follows:

	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Current tax:		
UK corporation tax	695	867
Deferred tax	<u>279</u>	<u>209</u>
Tax on profit	<u>974</u>	<u>1,076</u>

UK corporation tax was charged at 19% in 2022.

**Reconciliation of total tax charge included in profit and loss**

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 7.11.21 to 5.11.22 £'000	Period 1.11.20 to 6.11.21 £'000
Profit before tax	<u>4,668</u>	<u>4,679</u>
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	887	889
Effects of:		
Expenses not deductible for tax purposes	21	6
Adjustments to tax charge in respect of previous periods	(124)	181
Other tax charges	190	-
Total tax charge	<u>974</u>	<u>1,076</u>

**10. INDIVIDUAL STATEMENT OF COMPREHENSIVE INCOME**

As permitted by Section 408 of the Companies Act 2006, the Income Statement of the parent company is not presented as part of these financial statements.

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**11. INTANGIBLE FIXED ASSETS****Group**

	SPS Entitlements £'000
<b>COST</b>	
At 7 November 2021	
and 5 November 2022	<u>38</u>
<b>AMORTISATION</b>	
At 7 November 2021	
and 5 November 2022	<u>38</u>
<b>NET BOOK VALUE</b>	
At 5 November 2022	<u>-</u>
At 6 November 2021	<u>-</u>

**12. TANGIBLE FIXED ASSETS****Group**

	Freehold property £'000	Improvements to property £'000	Plant and machinery £'000	Totals £'000
<b>COST</b>				
At 7 November 2021	15,467	5,016	5,279	25,762
Additions	2	-	1,101	1,103
Disposals	<u>-</u>	<u>-</u>	<u>(573)</u>	<u>(573)</u>
At 5 November 2022	<u>15,469</u>	<u>5,016</u>	<u>5,807</u>	<u>26,292</u>
<b>DEPRECIATION</b>				
At 7 November 2021	467	2,198	3,553	6,218
Charge for period	58	234	487	779
Eliminated on disposal	<u>-</u>	<u>-</u>	<u>(449)</u>	<u>(449)</u>
At 5 November 2022	<u>525</u>	<u>2,432</u>	<u>3,591</u>	<u>6,548</u>
<b>NET BOOK VALUE</b>				
At 5 November 2022	<u>14,944</u>	<u>2,584</u>	<u>2,216</u>	<u>19,744</u>
At 6 November 2021	<u>15,000</u>	<u>2,818</u>	<u>1,726</u>	<u>19,544</u>

**13. FIXED ASSET INVESTMENTS**

	<b>Group</b>		<b>Company</b>	
	2022 £'000	2021 £'000	2022 £'000	2021 £'000
Shares in group undertakings	-	-	213	213
Participating interests	487	761	-	-
Other investments not loans	<u>1,424</u>	<u>1,401</u>	<u>-</u>	<u>-</u>
	<u>1,911</u>	<u>2,162</u>	<u>213</u>	<u>213</u>

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**13. FIXED ASSET INVESTMENTS - continued**

Additional information is as follows:

**Group**

	Interest in associate £'000	Unlisted investments £'000	Totals £'000
<b>COST</b>			
At 7 November 2021	761	39	800
Additions	-	23	23
Share of profit/(loss)	(45)	-	(45)
Dividends received	(229)	-	(229)
At 5 November 2022	<u>487</u>	<u>62</u>	<u>549</u>
<b>NET BOOK VALUE</b>			
At 5 November 2022	<u>487</u>	<u>62</u>	<u>549</u>
At 6 November 2021	<u>761</u>	<u>39</u>	<u>800</u>

Investments (neither listed nor unlisted) were as follows:

	2022 £'000	2021 £'000
Cost	<u>1,362</u>	<u>1,362</u>

**Company**

	Shares in group undertakings £'000
<b>COST</b>	
At 7 November 2021 and 5 November 2022	<u>213</u>
<b>NET BOOK VALUE</b>	
At 5 November 2022	<u>213</u>
At 6 November 2021	<u>213</u>

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**13. FIXED ASSET INVESTMENTS - continued****Subsidiary undertakings**

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
G S Shropshire Holdings Limited	Ordinary	100%	Holding company
G.S. Shropshire & Sons Limited	Ordinary (indirect)	100% (indirect)	Farming

The registered office address of all subsidiary undertakings is the same as that of the company.

**Participating interest****Associates**

The following was a subsidiary undertaking of the company:

Name	Registered office	Class of shares	Holding	Principal activity
Littleport Mushroom Farms LLP	United Kingdom	Designated Member	27.32%	Mushroom Farming

At 5 November 2022, the aggregate capital and reserves of Littleport Mushroom Farms LLP was £1,780,757 (2021: £2,684,783) and the loss for the period then ended was £163,093 (2021: profit of £867,804).

**14. STOCKS**

	Group	
	2022	2021
	£'000	£'000
Raw materials	135	63
Work-in-progress	45	22
Finished goods	600	659
	<u>780</u>	<u>744</u>

The value of stocks held by the parent company as at 5 November 2022 was £nil (2021: £nil).

**15. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	Group		Company	
	2022	2021	2022	2021
	£'000	£'000	£'000	£'000
Trade debtors	1,977	4,373	-	-
Amounts owed by group undertakings	-	-	1	1
Other debtors	894	1,320	-	-
VAT	33	206	-	-
Prepayments and accrued income	-	33	-	-
	<u>2,904</u>	<u>5,932</u>	<u>1</u>	<u>1</u>

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**16. CASH AT BANK**

	<b>Group</b>	
	2022	2021
	£'000	£'000
Cash at bank and in hand	<u>16,220</u>	<u>9,856</u>

**17. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>	
	2022	2021
	£'000	£'000
Trade creditors	3,775	5,000
Tax	502	116
Social security and other taxes	37	38
Other creditors	135	152
Accruals and deferred income	<u>527</u>	<u>322</u>
	<u>4,976</u>	<u>5,628</u>

**18. PROVISIONS FOR LIABILITIES**

	<b>Group</b>	
	2022	2021
	£'000	£'000
Deferred tax	<u>700</u>	<u>421</u>

**Group**

	<b>Deferred tax</b>
	£'000
Balance at 7 November 2021	421
Provided during period	<u>279</u>
Balance at 5 November 2022	<u>700</u>

	<b>Group</b>	<b>Group</b>
	5 November 2022	6 November 2021
	£'000	£'000
Accelerated capital allowances	(712)	(433)
Other timing differences	<u>12</u>	<u>12</u>
	<u>(700)</u>	<u>(421)</u>

GPS Group Holdings LimitedNotes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022**19. CALLED UP SHARE CAPITAL**

	5 November 2022 £'000	6 November 2021 £'000
<b>Allotted, called up and fully paid</b>		
212,936 A Ordinary shares of £0.70 each	149	149
212,936 B Ordinary shares of £0.30 each	64	64
	<u>213</u>	<u>213</u>

Each ordinary share carries one vote, is not redeemable and ranks equally with the other ordinary shares in all respects.

There are no restrictions on the distribution of dividends and the repayment of capital.

**20. RESERVES****Group**

	Retained earnings £'000	Other reserve arising on consolidation £'000	Totals £'000
At 7 November 2021	31,148	828	31,976
Profit for the period	<u>3,694</u>		<u>3,694</u>
At 5 November 2022	<u>34,842</u>	<u>828</u>	<u>35,670</u>

**Retained earnings**

This reserve includes all current and prior period retained profits and losses.

**Other reserve arising on consolidation**

This reserve arises on consolidation as a result of differences in nominal value of share capital between parent and subsidiary.

**21. PENSION COMMITMENTS**

The Group operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The pension cost charge represents contributions payable by the Group to the fund and amounted to £40,106 (2021: £20,415). Contributions totalling £27,863 (2021: £4,218) were payable to the fund at the reporting date.

GPS Group Holdings Limited

Notes to the Consolidated Financial Statements - continued  
for the Period 7 November 2021 to 5 November 2022

**22. RELATED PARTY DISCLOSURES**

**Entities with control, joint control or significant influence over the entity**

	2022	2021
	£'000	£'000
Sales and recharges	14,624	13,019
Purchases	3,755	4,136
Debtors	796	1,535
Creditors	<u>3,045</u>	<u>317</u>

During the period, a total of key management personnel compensation of £258k (2021 - £266k) was paid.

**23. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party is G P Shropshire by virtue of his majority shareholding in the ultimate parent company.