

001400/20

UK Reg. No. FC012400

EARLS COURT FARM LIMITED
BERMUDA

UNAUDITED ANNUAL FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

Content:

Directors Report
Statement of Financial Position
Income Statement
Statement of Changes in Equity
Notes to Financial Statements



EARLS COURT FARM LIMITED

Directors Report

The Directors present their annual report together with the unaudited financial statements of the Company for the year ended 31 December 2021.

Principal activity

During the year the Company operated a farming business in the UK.

Results and Dividends

The Profit for the financial year amounted to £762,670 (2020 - £909,683) and at the year end the company had net assets of £9,885,653 (2020 - £9,122,983). During the year no dividends were paid (2020 - £Nil).

Directors

The directors who served during the year were as follows :

	Date Appointed	Date Re-Elected
Jonathan G. White	9 Dec 2020	9 Dec 2021
Joerg Fischer	9 Dec 2020	9 Dec 2021

Directors 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to :

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EARLS COURT FARM LIMITED

Directors Report

Small Companies Provisions

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 as applied (with modifications) by Part 5 of the Overseas Companies Regulations 2009 (SI 2009/1801) and in accordance with the provisions of FRS 102 Section 1A - small entities.

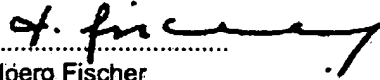
On behalf of the board



Jonathan G. White

Director

Date : 21 SEP 2022



Joerg Fischer

Director

Date : 21 SEP 2022

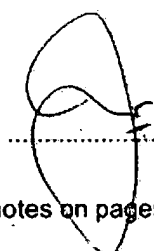
EARLS COURT FARM LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2021

EXPRESSED IN GBP

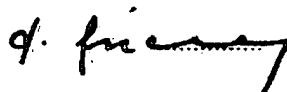
	<u>Notes</u>	<u>2021</u>	<u>2020</u>
<u>Fixed Assets</u>			
Tangible Assets	2	8'845'578	8'281'324
Intangible Assets	3	13'250	27'050
Investments	4	260	260
		<u>8'859'088</u>	<u>8'308'634</u>
<u>Current Assets</u>			
Inventories	5	2'219'747	1'829'931
Debtors	6	465'446	645'562
Cash at bank and in hand		675'682	570'579
Total Current Assets		<u>3'360'875</u>	<u>3'046'072</u>
<u>Creditors</u> : amounts falling due within one year	7	<u>778'871</u>	<u>393'866</u>
Net Current Assets		<u>2'582'004</u>	<u>2'652'206</u>
<u>Creditors</u> : amounts falling due after more than one year	8	<u>1'555'439</u>	<u>1'837'857</u>
<u>TOTAL ASSETS LESS CREDITORS</u>	GBP	<u>9'885'653</u>	<u>9'122'983</u>
<u>SHAREHOLDERS' EQUITY</u>			
<u>Shareholders Equity</u>			
Called up Share Capital		11'775	11'775
Capital Contribution		6'633'094	6'633'094
Profit and Loss Account		<u>3'240'784</u>	<u>2'478'114</u>
<u>TOTAL SHAREHOLDERS' EQUITY</u>	GBP	<u>9'885'653</u>	<u>9'122'983</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 as applied (with modifications) by Part 5 of the Overseas Companies Regulations 2009 (SI 2009/1801) and in accordance with the provisions of FRS102 Section 1A - small entities.

The unaudited financial statements of Earls Court Farm Limited, company registration number FC012400 were approved by the board on **20 SEP 2022** and signed on its behalf by :



Jonathan G. White
 Director:



Joerg Fischer
 Director:

The notes on pages 4 to 7 form part of these financial statements.

EARLS COURT FARM LIMITED
INCOME STATEMENT
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2021

EXPRESSED IN GBP

	<u>2021</u>	<u>2020</u>
Turnover - Continuing Operations	2'487'999	2'755'981
Cost of Sales	<u>(922'263)</u>	<u>(1'166'747)</u>
Gross Profit	1'565'736	1'589'234
Administrative Expenses	(857'470)	(636'822)
Other Operating (Expenses)/Income	57'911	(42'043)
Interest Payable and similar charges	<u>(606)</u>	<u>(586)</u>
Profit on Ordinary Activities Before Taxation	<u>765'571</u>	<u>909'783</u>
Tax on Profit on Ordinary Activities	(2'901)	(100)
PROFIT FOR THE FINANCIAL YEAR	GBP <u>762'670</u>	<u>909'683</u>

The notes on pages 4 to 7 form part of these financial statements.

There are no recognised gains or losses other than the Profit attributable to the shareholders of the company of GBP 762,670 in the year ended 31 December 2021 (2020: GBP 909,683).

EARLS COURT FARM LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2021

EXPRESSED IN GBP

	Share Capital £	Capital Contribution £	Profit & Loss Account £	Total £
At 1 January 2020	11'775	6'633'094	1'568'431	8'213'300
Profit for the financial year	-	-	909'683	909'683
At 31 December 2020/1 January 2021	11'775	6'633'094	2'478'114	9'122'983
Profit for the financial year	-	-	762'670	762'670
At 31 December 2021	11'775	6'633'094	3'240'784	9'885'653

EARLS COURT FARM LIMITED
NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2021

EXPRESSED IN GBP

1. Accounting policies

Statutory Information

Earls Court Farm Limited is a private company limited by shares incorporated in Bermuda. It is registered in England as a Foreign Company with registration number FC012400.

Compliance with Accounting Standards

The financial statements have been prepared under the historical cost convention and in accordance with the provisions of FRS 102 Section 1A small entities. There were no material departures from that standard.

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year.

These principal accounting policies have been consistently applied within the same accounts.

Disclosure requirements

The unaudited financial statements have been prepared in accordance with section 396 of the Companies Act 2006 as applicable to overseas companies. The company has taken advantage of the modifications and exemptions from disclosure that are set out in the Overseas Companies Regulations 2009 (SI 2009/1801).

Turnover

Turnover represents the invoiced value of goods and services provided to third parties, excluding value added tax and trade discounts.

Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

Property, Plant and Equipment

Properties are treated as 'commercial properties' and as such are carried as follows :

Freehold land, buildings and improvements are stated at the lower of cost or market value.

Plant and equipment is carried at cost less accumulated depreciation.

Depreciation is provided so as to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows:

Freehold land and buildings-	not depreciated
Improvements-	not depreciated
Plant & equipment	5 Years

Intangible assets

Single Payment Entitlements are carried at cost and amortised over their useful life of 5 years.

Investments

Investments in shares are included at cost.

EARLS COURT FARM LIMITED
NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2021

EXPRESSED IN GBP

1. Accounting policies (continued)

Leasing

Plant and equipment acquired under finance leases or hire purchase contracts are capitalised and depreciated in the same manner as other tangible fixed assets. The related obligations, net of future finance charges are included in creditors. Rentals payable under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

Foreign Exchange

The presentation currency of the Financial Statements is GBP.

2. Tangible Assets

	<u>Freehold Land & £</u>	<u>Plant & Equipment £</u>	<u>Vehicles £</u>	<u>Grain Store £</u>	<u>Office Equipment £</u>	<u>Total £</u>
<u>Cost</u>						
At 1 January 2021	6'818'031	2'980'970	76'281	191'496	12'002	10'078'780
Additions	452'422	466'770	91'624	-	3'904	1'014'720
Disposals	-	(347'370)	(51'562)	-	-	(398'932)
At 31 December 2021	<u>7'270'453</u>	<u>3'100'370</u>	<u>116'343</u>	<u>191'496</u>	<u>15'906</u>	<u>10'694'568</u>
<u>Depreciation</u>						
At 1 January 2021	-	1'540'736	56'036	191'496	9'188	1'797'456
Charge for the year	-	417'425	17'697	-	1'293	436'415
Eliminated on disposals	-	(347'070)	(37'811)	-	-	(384'881)
At 31 December 2021	-	<u>1'611'091</u>	<u>35'922</u>	<u>191'496</u>	<u>10'481</u>	<u>1'848'990</u>
<u>Net Book Value</u>						
At 31 December 2021	<u>7'270'453</u>	<u>1'489'279</u>	<u>80'421</u>	<u>-</u>	<u>5'425</u>	<u>8'845'578</u>
At 31 December 2020	<u>6'818'031</u>	<u>1'440'234</u>	<u>20'245</u>	<u>-</u>	<u>2'814</u>	<u>8'281'324</u>

3. Intangible Assets

	<u>Single Payment Entitlement £</u>
<u>Cost</u>	
At 1 January 2021	288'000
Additions	-
Disposals	-
At 31 December 2021	<u>288'000</u>
<u>Depreciation/Amortisation</u>	
At 1 January 2021	260'950
Charge for the year	13'800
Eliminated on disposals	-
At 31 December 2021	<u>274'750</u>
<u>Net Book Value</u>	
At 31 December 2021	<u>13'250</u>
At 31 December 2020	<u>27'050</u>

4. Investments

	<u>Investments £</u>
<u>Cost</u>	
At 1 January 2021	260
Additions	-
Disposals	-
At 31 December 2021	<u>260</u>
<u>Accumulated Impairment</u>	
At 1 January 2021	-
Charge for the year	-
Eliminated on disposals	-
At 31 December 2021	<u>-</u>
<u>Net Book Value</u>	
At 31 December 2021	<u>260</u>
At 31 December 2020	<u>260</u>

EARLS COURT FARM LIMITED
NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2021

EXPRESSED IN GBP

5. Inventories	2021	2020
	£	£
Raw Materials	360'779	438'255
Work in Progress	265'461	259'579
Finished Goods	1'449'347	974'453
Livestock	144'160	157'544
	<u>2'219'747</u>	<u>1'829'831</u>
6. Debtors	2021	2020
	£	£
Trade Debtors	187'800	470'384
Other Debtors	115'014	72'880
Prepayments and Accrued Income	162'632	86'708
Amounts due from Related Parties	-	15'590
	<u>465'446</u>	<u>645'562</u>
7. Creditors Falling Due Within One Year	2021	2020
	£	£
Trade Creditors	468'048	57'319
Other Creditors	276'332	332'114
Accruals and Deferred Income	34'491	4'433
	<u>778'871</u>	<u>393'866</u>
8. Creditors Falling Due After More Than One Year	2021	2020
	£	£
Other Creditors		
Due within one to two years	296'809	219'179
Due within two to five years	18'630	223'678
Due after five years (Owed to Group Undertakings)	1'240'000	1'395'000
	<u>1'555'439</u>	<u>1'837'857</u>

The Company has an interest free loan agreement of GBP500,000 dated 8 December 2021 with Rooksnest Estate Limited, the first drawdown was made on 17 March 2022 and second drawdown on 17 May 2022.

EARLS COURT FARM LIMITED
NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2021

EXPRESSED IN GBP

9. Average Number of Employees

During the year the average number of employees was 9 (2020 - 7).

10. Related party transactions

On 5th April 2018 the Company entered into farm business tenancy agreements with its parent company Rooksnest Estate Limited (REL), (replacing similar agreements with former group companies) whereby the Company manages and farms land owned by REL for the period until and including 1 October 2020. The Company also has equivalent agreements entered into on 28 July 2016 with the Racine Trust and the Inholmes Trust for the period until and including 1 October 2018. The farm business tenancy agreements will be reissued for a new term. Pending the issuance of new farm business tenancy agreements, the relationship between the Company and REL, the Racine Trust and the Inholmes Trust has continued on exactly the same terms as the original agreements.

Accordingly under the terms of the agreements the Company is entitled to all income and profits generated by these activities, but is, in turn, responsible for the proper management, maintenance and upkeep of the lands on behalf of the related entities.

To better exploit the agreements the Company has constructed and improved various buildings on the land owned by these entities, should the agreements terminate then the benefit of the constructions and improvements will pass to the related entities.

As at 31 December 2021 the Company owed GBP 1,240,000 in loans advanced to it by REL (2020 - GBP 1,395,000). These loans are interest free, the repayment terms are detailed in Notes 7 and 8 above.

The Company has an interest free loan agreement of GBP 500,000 dated 8 December 2021 with REL, the first drawdown was made on 17 March 2022 and second drawdown on 17 May 2022.

The Company also charges management fees to related parties for farming and property management services.

For the year ended 31 December 2021 management fees of GBP 69,239 (2020: GBP 66,909) were charged to related parties, the amount due from related parties (see Note 6) at year end was GBP - (2020: GBP 15,590).

11. Controlling Party

The Controlling Party of the Company is Chelsea Trust Company Limited as Trustee of the Millennium Trust.