

BARCLAY & MATHIESON LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

BARCLAY & MATHIESON LIMITED

COMPANY INFORMATION

Directors	Ronald Robinson Michael Welden Jean-Pierre Lajarige William Hay Kyle Greenwood Michael Walton
Registered number	SC030987
Registered office	180 Hardgate Road Glasgow Scotland G51 4TB
Independent auditors	Simmons Gainsford LLP Chartered Accountants & Statutory Auditors 14th Floor 33 Cavendish Square London W1G 0PW

BARCLAY & MATHIESON LIMITED

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**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021**

Introduction

The directors submit their annual Strategic Report of the Company for the year ended 31 December 2021.

Business review and principal activities

The Company's principal activity is steel stockholding, operating a nationwide network of depots throughout the UK. The 2021 financial results, were the first full year of inclusion of the trading result for Steel Plate and Sections, who were purchased by the group in early 2020.

Our growth strategy over the past few years has significantly increased the size of the Company and provided a good platform for improved financial performance during 2021 and beyond, through extended geographic coverage, increased processing capabilities and enhanced purchasing power. The business continued to re-invest profits to support our strategy, including new vehicles to reduce the average age of our fleet vehicles, machinery to increase processing capacity across the business, successfully launched e-commerce platform and purchased Abram Pulman & Sons Limited, a steel processing business in Yorkshire

The business operated throughout 2021 by implementing a safe system of work to mitigate the spread of Covid-19. Over the course of the 2021 financial year the business delivered a very strong set of financial results. Turnover increase from £96m in 2020 to £136m in 2021. Reporting a pre tax profit of £16.8m vs £0.3m in 2020. After adjusting for amortisation of IMS goodwill (£540k) and other one off non recurring items, adjusted trading profit was £18.5m, showing an vast improvement vs 2020. The Directors are satisfied that the current strategy will continue to deliver through 2022 and beyond.

Underlying EBITDA prior to one-off adjustments for 2021 was £19.6m (2020: £3.08m).

The Company maintains significant headroom in its fully committed banking facilities which are due for renewal in 2023.

As a business we continue to improve our service to our customers, our customers come first in everything we do. Our record on service and quality has been excellent as this underpins our strategic business model and pricing.

Financial key performance indicators

We consider that our main Key Performance Indicators are underlying trading profit, and levels of stock. These are set out below for the last 4 years:

	2018	2019	2020	2021
	£	£	£	£
Trading profit (£000s)	417	-133	1,020	17,308
Stock turn (CoGs/Stock)	4.7	4.7	5.2	5.0

At an operational level, tonnes sold, gross profit per tonne, and gross profit percentage are our main KPI'S and these are closely monitored on a daily basis. Given these vary by business unit looking at them at the overall level is not conducive to understanding performance, hence they are not presented here.

The Company also monitors staff turnover at unit level, as retention of good employees is essential for the prosperity of the Company.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks.

Price Risk

The price of steel fluctuates due to raw material cost and demand. Any tariffs imposed can also impact cost. This is a risk common to all companies operating within the steel industry. The Company's strategy on this is to maintain a prudent approach to stock levels, actively managing stock using detailed system information to ensure that excess inventory is not carried, whilst also ensuring the stock range covers all our customer requirements. The Company works with a range of suppliers to ensure continuity of supply.

UK Market Demand

The business invested in a new reporting system in early 2021, this has been transformational in giving our business managers instant access to trading information. This information has enabled the business to react swiftly to any change in pricing/demand in the UK market. With the addition of the Steel Plate and Sections business in 2020, we now have a business that is growing on a global basis, with a strategy to accelerate further growth globally through 2022, thus reducing our dependency on the UK market. The business has adjusted its procurement activities to mitigate any potential impact from the UK import quota system.

Credit and liquidity risk

The Company's principal financial assets are trade debtors, the majority of which are fully insured. The Company has no significant concentration of credit risk with a single counterparty as exposure is spread over a number of counterparties.

The Company's principal financial liabilities are its bank loans and trade creditors, which are managed through detailed cash forecasting.

Interest rate risk

The Company monitors the financial risk of interest rate movements on a regular basis, and the impact rises would have on profitability. Interest rates are expected to rise in the short to medium term, but the Company is well placed to deal with any such increases.

Amounts owed from group undertakings are monitored and actively managed on a monthly basis to ensure these are at a level that is acceptable for all parties involved.

Covid-19 impact statement and Going Concern

The global Coronavirus pandemic has caused unprecedented uncertainty across a number of sectors with the direct impact and ripple effect of the economic fallout currently unknown.

The health & safety and welfare of our staff, customers and suppliers is of paramount importance to our business.

The business has developed and deployed, safe systems of work procedures with regards to Covid-19, these have helped mitigate the spread of Covid-19, enabling the business continues to trade during the pandemic.

The Company continues to monitor closely the government and WHO guidance to ensure compliance with those guidelines in providing a safe environment for all concerned.

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

Going concern

As mentioned previously, the business has implemented, safe systems of work to manage the impacts and mitigate against the spread of Covid-19.

The business has invested to ensure continued operations during periods of high levels of Covid 19.

During 2020 the Company had taken measures to ensure that it remained in a position where it could continue to meet its forecast liabilities as they fall due.

Steps included: -

- Additional CLBILS funding – all repayments have been made on time during 2021.
- Enhanced cost reduction measures.
- Making use of relevant government support including the Coronavirus Job Retention Scheme.

Based on the profitable financial results in 2021 and with the continued support of the Company's bank, the financial statements have been prepared on a going concern basis.

Directors' statement of compliance with duty to promote the success of the Company

Section 172(1) statement

The Company's principal activity is steel stockholding, operating numerous depots throughout the United Kingdom. The Directors are empowered to ensure the business operates in a viable, sustainable, safe and efficient manner.

The Board's primary responsibility is to promote the long term success of the Company by delivering business performance that meets stakeholders (including shareholders, employees, customers and suppliers) expectations including on time, on budget and safely and to the highest quality standards so as to maintain the Company's financial viability

This is affected by setting out our strategy with ongoing performance monitoring. The Board holds Board meetings monthly to review the main aspects of our business, including financial reviews and forecasts, resources, internal controls, performance, opportunities and risks.

All Directors are directly responsible for the strategic direction of the business, with day to day management carried out by senior management and must act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard to key issues including the interests of the stakeholders in both the short and long term.

The Directors work to a strategic plan, which covers a 4 year outlook cycle. Performance is measured against the plan on an ongoing basis. Some of the factors that are taken into consideration when drawing up the strategic plan include: market outlook, routes to market, inflation forecasts, operational footprint, historic performance, innovation/technology advancements, customers, employees, environmental, government, regulatory compliance, investors, shareholders, suppliers, societal trends, etc. The strategic plan is reviewed on an ongoing basis, with the plans being updated on an annual basis.

The Directors review both long term and short term performance at the monthly board meetings and discuss new developments, opportunities, risks as well as monitoring the effectiveness of their decision making. The impact on our stakeholders are duly considered in all of our decision making.

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

The interest of our employees

The Directors understand the importance of our employees to the long term success of the business. All staff are managed by a line manager, their performance is measured by their line manager against pre-agreed KPIs and training and development needs are identified in the annual PDRs as well as through ongoing on the job training and external training as necessary.

We aim to recruit & retain motivated and competent people and we believe in promotion from within as reward for performance and dedication, and to demonstrate a clear path for progression. Over the years many employees have been promoted to senior positions in the Company.

Ongoing training and personal development are key strategies in our HR principles and the Company communicates to our employees via internal group wide emails, presentations, and newsletters. Two -way communication is encouraged in areas such as Sales through Regional and Depot Managers meetings and in other areas once or twice a year through Town Hall meetings.

The business has also focused on improving the content and uses of its social media channels, these developing to enhance communication.

The interests of our customers and suppliers

The Company has always believed in keeping good business relationships with customers and suppliers and is key to ongoing success. The Directors have developed close relationships with key customers and suppliers to ensure that we fully understand each other's strategies and objectives and are able to support each other in achieving them. More recently closer relationships with key suppliers has resulted in improved efficiencies within the supply chain and better stock availability for our customers. A recent example of working closely with our key suppliers is the Covid 19 situation, where the business was able to ensure continuation of supply from our key suppliers, despite of impacts of the lockdown, reduced credit insurance limits, etc.

The impact of the Company's operations on the community and environment

Our overriding objective is to have minimal impact on the local communities and environment on all of our projects.

The Company has a well developed Environmental and Sustainability Policy with stringent targets, and is committed to protecting the environment. We acknowledge that the pursuit of economic growth and respect for the environment must be closely linked, with sustainable development being an integral part of our business philosophy and processes.

We work on the basis that compliance with environmental legislation, and other requirements, is the very minimum that will apply to our activities and services and we are committed to continual environmental performance improvement, the prevention of pollution and having a positive impact on the environment. The business has recently invested a large amount of capital on a fleet of trucks, where environmental impact was one of the key factors in the decision.

We work closely with our clients and suppliers, encouraging and educating our employees and supply chain to recognise their responsibilities regarding protecting the environment and achieving our environmental objectives and targets and communicating and consulting with all stakeholders as appropriate.

Our policy is periodically reviewed to ensure its continuing suitability, has been communicated to all staff and is made available to interested parties. It is endorsed by the Company's Directors and Management Team who take responsibility for the delivery of its aspirations and key objectives.

The Company's high standards in the way we run our business and deal with all stakeholders, and our commitment to being the best have been key to our ongoing success.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021**

Key to this is the experience and ongoing professionalism and commitment of our employees and we continually strive to make our Company a place where all enjoy their work and have the opportunity to progress.

We have a policy of promoting continual improvement and the setting of quality objectives and improvement programmes within the Company.

These objectives address the risks and opportunities within the Company, as determined by senior management, and we believe that quality is critical to the success of our business, and base our approach on the key quality principles of customer focus, leadership, engagement of people, process approach, improvement and relationship management.

The Interests of members of the Company

Strategy and decisions by the Board are carefully considered in both the short and long term, the Directors are fully aware of the need to review all relevant factors to strike a fair balance between key stakeholders of the Company. Our key stakeholders would include: investor community, employees, regulators and government, local communities, customers and suppliers.

The overriding objective is to ensure that the Company maintains its reputation for quality and integrity so as to continue as a successful and sustainable business for the long term benefit of the stakeholders.

This report was approved by the board on 22 July 2022 and signed on its behalf.

William Hay
Director

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

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

Results and dividends

The profit for the year, after taxation, amounted to £12,920,270 (2020 - £345,851).

Directors

Ronald Robinson
Michael Welden
Jean-Pierre Lajarige
William Hay
Kyle Greenwood
Michael Walton

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

Greenhouse gas emissions, energy consumption and energy efficiency action

The Company appointed Purchase Direct Ltd, a carbon and energy consultancy company, to independently assess its greenhouse gas emissions and energy consumption in accordance with the UK Government's 'Environmental Reporting Guidelines: Including Streamlined Energy and Carbon Reporting Guidance'.

Base Year

This is the second Streamlined Energy and Carbon Report (SECR) that has been completed for the Company, and therefore the data in this report to be compared to the base year.

As this is the second SECR completed for the Company, and the Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance recommends setting a fixed base year, the reporting period of this report will be the base year to which future SECR data is compared.

It is possible that the base year calculation may not be entirely representative as more people have been working from home during the Covid-19 pandemic. The baseline may be recalculated in this year's SECR if working patterns go "back to normal" and emissions therefore are representative of a normal year.

The Company's greenhouse gas emissions and energy consumption are as follows:

	2021	2020
Emissions resulting from activities for which the Company is responsible involving the combustion of gas or consumption of fuel for the purposes of transport (in tonnes of CO2 equivalent)	2,913	3,106
Emissions resulting from the purchase of the electricity by the Company for its own use, including the purposes of transport (in tonnes of CO2 equivalent)	393	510
Energy consumed from activities for which the Company is responsible involving the combustion of gas, or the consumption of fuel for the purposes of transport, and the annual quantity of energy consumed resulting from the purchase of electricity by the Company for its own use, including for the purposes of transport, in kWh	<u>14,335,469</u>	<u>15,312,876</u>

Reporting Methodology

This report follows the Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance issued by DEFRA, using DEFRA's 2020 conversion factors. In some cases consumption has been extrapolated from available data or direct comparison made to a comparable period. The report was prepared using a financial control approach to define the organisational boundary. The report includes all material emission sources required by the regulations for which we deem ourselves to be responsible and have maintained records of all source data and calculations.

Energy Efficient Actions During the Reporting Year

As part of the Company's Environmental and Sustainability Policy, it is committed to reducing carbon emissions. In the year as part of the Company's fleet renewal process, the Company has replaced vehicles to those with lower emissions. Equally, when making upgrades to plant and machinery at depots, energy efficiency has been an important determinant in the decision making process.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

Intensity Measurement

The intensity metric chosen is tCO₂e per £m of revenue.

The Company total is 24.3 tCO₂e/£m of revenue.

Engagement with employees

The Company keeps employees informed of matters affecting them as employees and of the financial and economic factors affecting the performance of the Company. There are procedures in place for employees to make their views known to management so that the flow of information is maintained.

Disabled employees

Applications for employment by disabled persons are given full and fair consideration for all vacancies having regard to their particular aptitudes and abilities. They are given equal treatment during their employment in regard to training, employment and career development.

In the event of employees becoming disabled, every effort is made to retrain them in order that their employment with the Company may continue.

Matters covered in the Strategic Report

The directors have chosen to disclose information on the following, required by the Companies Act 2006 to be included in the Directors' Report, within the Strategic Report, found on pages 1 to 6:

- information on financial risk management and policies; and
- information on regarding future developments of the business.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

The auditors, Simmons Gainsford LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 22 July 2022 and signed on its behalf.

William Hay
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BARCLAY & MATHIESON LIMITED

Opinion

We have audited the financial statements of Barclay & Mathieson Limited (the 'Company') for the year ended 31 December 2021, which comprise the Profit and Loss Account, the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, 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 Company's affairs as at 31 December 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' 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 United Kingdom, including the Financial Reporting Council'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 Auditors' 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. 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BARCLAY & MATHIESON LIMITED (CONTINUED)

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 6, 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.

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

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

In order to identify and assess the risks of material misstatements, including fraud and non-compliance with laws and regulations that could be expected to have a material impact on the financial statements, we have considered:

- the results of our enquiries of management and those charged with governance of their assessment of the

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BARCLAY & MATHIESON LIMITED (CONTINUED)

risks of fraud and irregularities;

- the nature of the company, including its management structure and control systems (including the opportunity for management to override such controls);
- management's incentives and opportunities for fraudulent manipulation of the financial statements including the company's remuneration and bonus policies and performance targets; and
- the industry and environment in which it operates.

We also considered UK tax and pension legislation and laws and regulations relating to employment and the preparation and presentation of the financial statements such as the Companies Act 2006.

Based on this understanding we identified the following matters as being of significance to the entity:

- laws and regulations considered to have a direct effect on the financial statements including UK financial reporting standards, Company Law, tax and pension legislation and distributable profits legislation;
- the timing of the recognition of commercial income;
- compliance with legislation relating to health and safety, environmental legislation and ISO accreditation 45001;
- management bias in selecting accounting policies and determining estimates;
- inappropriate journal entries; and
- recoverability of debtors;

We communicated the outcomes of these discussions and enquiries, as well as consideration as to where and how fraud may occur in the entity, to all engagement team members

Audit procedures undertaken in response to the potential risks relating to irregularities (which include fraud and non-compliance with laws and regulations) comprised:

- enquiries of management and those charged with governance as to whether the entity complies with such laws and regulations;
- enquiries with the same concerning any actual or potential litigation or claims;
- discussion with the same regarding any known or suspected instances of non-compliance with laws and regulation and fraud;
- inspection of relevant legal correspondence;
- assessment of matters reported to management and the result of the subsequent investigation;
- obtaining an understanding of the relevant controls during the period;
- obtaining an understanding of the policies and controls over the recognition of income and testing their implementation during the year;
- review documentation relating to compliance with the regulations relating to health and safety including review of certificates held;
- challenging assumptions made by management in their specific accounting policies and estimates, in particular relation to purchase accruals and depreciation;
- identifying and testing journal entries, in particular any journal entries posted with unusual account combinations or crediting revenue or cash;
- accessing the recovery of debtors in the period since the balance sheet date and challenging assumptions made by management regarding the recovery of balances which remain outstanding;
- challenging key assumptions made by management;
- reviewing the financial statements for compliance with the relevant disclosure requirements;
- performing analytical procedures to identify any unusual or unexpected relationships or unexpected movements in account balances which may be indicative of fraud;
- reviewing the minutes of Board meetings and correspondence with HMRC;
- evaluating the underlying business reasons for any unusual transactions; and

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BARCLAY & MATHIESON LIMITED (CONTINUED)

· considered the implementation of controls during the year.

No instances of material non-compliance were identified. However, the likelihood of detecting irregularities, including fraud, is limited by the inherent difficulty in detecting irregularities, the effectiveness of the entity's controls, and the nature, timing and extent of the audit procedures performed. Irregularities that result from fraud might be inherently more difficult to detect than irregularities that result from error. As explained above, there is an unavoidable risk that material misstatements may not be detected, even though the audit has been planned and performed in accordance with ISAs (UK).

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. This description forms part of our Auditors' 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 Auditors' 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.

Daryush Farshchi-Heidari FCA (Senior Statutory Auditor)

for and on behalf of

Simmons Gainsford LLP

Chartered Accountants

Statutory Auditors

14th Floor

33 Cavendish Square

London

W1G 0PW

22 July 2022

BARCLAY & MATHIESON LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2021

	Note	2021 £	2020 £
Turnover	4	136,402,796	95,621,908
Cost of sales		(97,266,150)	(77,529,394)
Gross profit		39,136,646	18,092,514
Distribution costs		(1,624,829)	(1,525,702)
Administrative expenses		(19,615,773)	(16,692,842)
Other operating income	5	134,073	1,733,510
Operating profit	6	18,030,117	1,607,480
Income from other fixed asset investments	10	-	240,000
Amounts written off investments		-	(240,000)
Interest receivable and similar income	11	7,428	19,025
Interest payable and similar expenses	12	(1,268,929)	(1,280,654)
Profit before tax		16,768,616	345,851
Tax on profit	13	(3,848,346)	-
Profit for the financial year		12,920,270	345,851

The notes on pages 19 to 41 form part of these financial statements.

BARCLAY & MATHIESON LIMITED

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

	2021	2020
	£	£
Profit for the financial year	12,920,270	345,851
	<hr/>	<hr/>
Other comprehensive income		
Unrealised surplus/(deficit) on revaluation of tangible fixed assets	-	(12,951)
UK deferred tax attributable to revaluation reserve	(256,654)	-
	<hr/>	<hr/>
Other comprehensive income for the year	(256,654)	(12,951)
	<hr/>	<hr/>
Total comprehensive income for the year	<u>12,663,616</u>	<u>332,900</u>

The notes on pages 19 to 41 form part of these financial statements.

BARCLAY & MATHIESON LIMITED
REGISTERED NUMBER: SC030987

BALANCE SHEET
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible assets	15	3,375,208	3,915,241
Tangible assets	16	16,324,796	15,905,645
Investments	17	8,575,446	230,000
		<u>28,275,450</u>	<u>20,050,886</u>
Current assets			
Stocks	18	24,481,765	12,837,229
Debtors: amounts falling due within one year	19	54,981,644	45,494,600
Cash at bank and in hand	20	920,698	2,435,991
		<u>80,384,107</u>	<u>60,767,820</u>
Creditors: amounts falling due within one year	21	(54,145,357)	(39,094,773)
Net current assets		<u>26,238,750</u>	<u>21,673,047</u>
Total assets less current liabilities		<u>54,514,200</u>	<u>41,723,933</u>
Creditors: amounts falling due after more than one year	22	(5,303,736)	(7,252,085)
Provisions for liabilities			
Deferred tax	25	(2,352,560)	(277,560)
		<u>(2,352,560)</u>	<u>(277,560)</u>
Net assets		<u><u>46,857,904</u></u>	<u><u>34,194,288</u></u>

BARCLAY & MATHIESON LIMITED
REGISTERED NUMBER: SC030987

BALANCE SHEET (CONTINUED)
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Capital and reserves			
Called up share capital	26	8,600	8,600
Revaluation reserve	27	5,856,607	6,039,229
Capital redemption reserve	27	21,400	21,400
Other reserves	27	10,193,022	10,193,022
Profit and loss account	27	30,778,275	17,932,037
		<u>46,857,904</u>	<u>34,194,288</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 22 July 2022.

William Hay
Director

The notes on pages 19 to 41 form part of these financial statements.

BARCLAY & MATHIESON LIMITED

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

	Called up share capital £	Capital redemption reserve £	Revaluation reserve £	Capital contribution £	Profit and loss account £	Total equity £
At 1 January 2021	8,600	21,400	6,039,229	10,193,022	17,932,037	34,194,288
Comprehensive income for the year	-	-	-	-	12,920,270	12,920,270
Profit for the year	-	-	-	-	(256,654)	(256,654)
Movement relating to other comprehensive income	-	-	-	-	(74,032)	-
Movement of revaluation on properties sold to P&L reserve	-	-	74,032	-	(74,032)	-
Movement of deferred tax on revaluation reserve	-	-	(256,654)	-	256,654	-
At 31 December 2021	<u>8,600</u>	<u>21,400</u>	<u>5,856,607</u>	<u>10,193,022</u>	<u>30,778,275</u>	<u>46,857,904</u>

The notes on pages 19 to 41 form part of these financial statements.

BARCLAY & MATHIESON LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Called up share capital £	Capital redemption reserve £	Revaluation reserve £	Capital contribution £	Profit and loss account £	Total equity £
At 1 January 2020	8,600	21,400	6,121,730	10,193,022	17,782,796	34,127,548
Comprehensive income for the year	-	-	-	-	345,851	345,851
Profit for the year						
Deficit on revaluation of freehold property	-	-	(12,951)	-	-	(12,951)
Dividend: Equity capital	-	-	-	-	(266,160)	(266,160)
Movement of revaluation on properties sold to the P&L reserve	-	-	(69,550)	-	69,550	-
At 31 December 2020	<u>8,600</u>	<u>21,400</u>	<u>6,039,229</u>	<u>10,193,022</u>	<u>17,932,037</u>	<u>34,194,288</u>

The notes on pages 19 to 41 form part of these financial statements.

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

1. General information

The company is a private limited company, incorporated in Scotland and its registered office is 180 Hardgate Road, Glasgow, Scotland, G51 4TB.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The financial statements contain information about Barclay & Mathieson Limited as an individual company and do not contain consolidated financial information as the parent of the group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of Breal Capital Limited, a company registered in England & Wales, and the parent undertaking of the smallest group of which the company is a member and for which group financial statements are prepared.

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Breal Capital Limited as at 31 December 2021 and these financial statements may be obtained from 14th Floor, 33 Cavendish Square, London, W1G 0PW.

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

2. Accounting policies (continued)

2.3 Going concern

The global Coronavirus pandemic has caused unprecedented uncertainty across the manufacturing sector with the direct impact and ripple effect of the economic fallout currently unknown.

The directors acknowledge the presence of the coronavirus pandemic but are of the opinion that it

will not have a significant impact on the company's ability to operate. For this reason, they continue to

adopt the going concern basis in preparing the financial statements. There are no material uncertainties regarding going concern.

2.4 Revenue

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

Sale of goods

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

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company 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.

2.5 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the Profit and Loss Account over its useful economic life.

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

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

2. Accounting policies (continued)

2.6 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, using the straight-line method.

The estimated useful lives range as follows:

Buildings and additions	- 40 years or over the lease term
Plant and machinery	- 4 to 10 years or 10-25% reducing balance
Fixtures and fittings	- 4 to 10 years or 15-25% reducing balance

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 profit or loss.

2.7 Revaluation of tangible fixed assets

Individual freehold and leasehold properties are carried at current year value at fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are undertaken with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the Balance Sheet date.

Fair values are determined from market based evidence normally undertaken by professionally qualified valuers.

Revaluation gains and losses are recognised in the Statement of Comprehensive Income unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the excess losses are recognised in profit or loss.

2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.9 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

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

2. Accounting policies (continued)

2.10 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.

2.11 Financial instruments

The Company enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, finance leases, and loans from related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the 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 payables or receivables, 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 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 the 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 Profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company 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.

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Financial liabilities and equity instruments are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

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

2. Accounting policies (continued)

2.11 Financial instruments (continued)

Financial liabilities, including trade and other payables, bank loans, loans from fellow group companies, are initially measured at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest rate method.

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2.12 Government grants

Grants of a revenue nature are recognised in the Profit and Loss Account in the same period as the related expenditure.

2.13 Foreign currency translation

Functional and presentation currency

The Company'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 dates 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 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 profit or loss 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 Profit and Loss Account within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.14 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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

2. Accounting policies (continued)

2.15 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

2.16 Pensions

The Company operates a defined benefit pension scheme. The funds are valued on a regular basis by a professionally qualified independent actuary, the rate of contribution payable being determined by the actuary. In accordance with FRS 102 the service cost of pension provision relating to the year, together with the cost of any benefits relating to past service, is charged to the profit and loss account. A charge equal to the increase in the present value of the scheme liabilities (because the benefits are closer to settlement) and a credit equivalent to the Company's long-term expected return on assets (based on the market value of the scheme assets at the start of the period) are included in the statement of other comprehensive income.

The difference between the market value of the assets of the scheme and the present value of accrued pension liabilities is shown as an asset (if the company believes it will benefit from reduced future contributions) or liability on the balance sheet. Any difference between the expected return on assets and that actually achieved is recognised in the statement of comprehensive income along with differences which arise from experience of assumption changes. Further information on pension arrangements is set out in the note to the financial statements.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension cost is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

2.17 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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

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

The Company makes estimates and assumptions concerning the future. Management are also required to exercise judgment in the process of applying the company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations or future events that are believed to be reasonable under the circumstances.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

Carrying value of stock

Management review the market value of and demand for the company's stocks on a periodic basis to ensure stock is recorded in the financial statements at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Any provision for impairment is recorded against the carrying value of stocks. Management use their knowledge of market conditions, historical experiences and estimates of future events to assess future demand for the company's products and achievable selling prices.

Revaluation of tangible fixed assets

The Company engages independent valuation specialists to determine the fair value of its freehold and leasehold property interests on an annual basis. Details of the key assumptions and techniques utilised by the valuer have been detailed in the note to the financial statements.

It is the company's policy to measure freehold and leasehold properties at fair value less depreciation. The residual values of the properties are taken into consideration in this calculation. As at 31 December 2021 the directors do not consider the residual value of the properties to be materially different to the revalued amounts, therefore the depreciation charge on buildings is £nil.

Defined benefit pension scheme

The Company engages independent actuarial specialists to determine the level of contribution required into the scheme and to assess the level of pension surplus or deficit in relation to the scheme. Details of the key assumptions and techniques utilised by the actuary have been detailed in the note to the financial statements.

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

4. Turnover

An analysis of turnover by class of business is as follows:

	2021 £	2020 £
Sale of steel stock	<u>136,402,796</u>	<u>95,621,908</u>

Analysis of turnover by country of destination:

	2021 £	2020 £
United Kingdom	135,591,544	94,766,699
Rest of Europe	560,381	855,209
Rest of the world	250,871	-
	<u>136,402,796</u>	<u>95,621,908</u>

5. Other operating income

	2021 £	2020 £
Other operating income	1,010	-
Rental income	31,349	62,674
Government grants receivable	149,273	1,552,869
(Loss)/profit on disposal of tangible assets	(47,559)	117,967
	<u>134,073</u>	<u>1,733,510</u>

6. Operating profit

The operating profit is stated after charging:

	2021 £	2020 £
Exchange differences	80,540	44,546
Other operating lease rentals	1,714,962	1,832,668
Amortisation	540,033	675,041
Defined contribution pension cost	605,789	603,014
Depreciation	<u>1,041,207</u>	<u>800,458</u>

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

7. Auditors' remuneration

	2021 £	2020 £
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<u>36,000</u>	<u>60,000</u>

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

8. Employees

Staff costs, including directors' remuneration, were as follows:

	2021 £	2020 £
Wages and salaries	14,185,973	13,654,604
Social security costs	1,441,100	1,294,131
Cost of defined contribution scheme	605,789	603,014
	<u>16,232,862</u>	<u>15,551,749</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2021 No.	2020 No.
Sales and administration	162	209
Transport and warehouse	202	245
	<u>364</u>	<u>454</u>

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

9. Directors' remuneration

	2021 £	2020 £
Directors' emoluments	1,793,158	391,692
Company contributions to defined contribution pension schemes	343,967	35,584
	<u>2,137,125</u>	<u>427,276</u>

During the year retirement benefits were accruing to 6 directors (2020 - 4) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £508,667 (2020 - £171,842).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £73,167 (2020 - £12,180).

10. Income from investments

	2021 £	2020 £
Dividends received from subsidiary undertakings	<u>-</u>	<u>240,000</u>

11. Interest receivable

	2021 £	2020 £
Bank interest receivable	<u>7,428</u>	<u>19,025</u>

12. Interest payable and similar expenses

	2021 £	2020 £
Bank interest payable	971,357	1,030,421
Other loan interest payable	297,572	250,233
	<u>1,268,929</u>	<u>1,280,654</u>

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

13. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	2,030,000	-
Deferred tax		
Deferred tax	1,818,346	-
Taxation on profit on ordinary activities	3,848,346	-

Factors affecting tax charge for the year

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

	2021 £	2020 £
Profit on ordinary activities before tax	16,768,616	345,851
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	3,186,037	65,712
Effects of:		
Non-tax deductible amortisation of goodwill and impairment	158,604	8,003
Capital allowances for year in excess of depreciation	-	(83,120)
Utilisation of tax losses	(85,425)	-
Book profit on chargeable assets	-	(22,414)
Changes in provisions leading to an increase (decrease) in the tax charge	13,148	-
Unrelieved tax losses carried forward	-	31,819
Change in rates	347,842	-
Under provided deferred tax in prior years	228,140	-
Total tax charge for the year	3,848,346	-

Factors that may affect future tax charges

The Company has estimated tax losses of £Nil (2020: £4.2m) available to carry forward against future profits.

On 3 March 2021, the Government announced an increase in the rate of corporation tax to 25% from 1 April 2023 on all profits when they exceed £250,000 and this change in rate was enacted on 10 June 2021. Deferred tax has been applied at this rate.

BARCLAY & MATHIESON LIMITED

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

14. Dividends

	2021 £	2020 £
Dividends paid	<u>-</u>	<u>266,160</u>

15. Intangible assets

	Goodwill £
Cost	
At 1 January 2021	5,400,332
At 31 December 2021	<u>5,400,332</u>
Amortisation	
At 1 January 2021	1,485,091
Charge for the year on owned assets	540,033
At 31 December 2021	<u>2,025,124</u>
Net book value	
At 31 December 2021	<u>3,375,208</u>
At 31 December 2020	<u>3,915,241</u>

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

16. Tangible fixed assets

	Freehold land and buildings £	Plant and machinery £	Fixtures and fittings £	Total £
Cost or valuation				
At 1 January 2021	10,400,000	9,494,986	2,325,195	22,220,181
Additions	-	1,793,880	119,429	1,913,309
Disposals	(187,325)	(1,621,921)	(133,728)	(1,942,974)
At 31 December 2021	10,212,675	9,666,945	2,310,896	22,190,516
Depreciation				
At 1 January 2021	-	4,797,706	1,516,830	6,314,536
Charge for the year on owned assets	-	961,523	79,684	1,041,207
Disposals	-	(1,420,660)	(69,363)	(1,490,023)
At 31 December 2021	-	4,338,569	1,527,151	5,865,720
Net book value				
At 31 December 2021	10,212,675	5,328,376	783,745	16,324,796
At 31 December 2020	10,400,000	4,697,280	808,365	15,905,645

The most recent professional valuation of freehold land and buildings was in February 2022. The valuation was done on a Market Value basis by Landwood Group. In the opinion of the Directors, they do not consider these valuations to be materially different to the values at the year end date.

The residual value of the land and buildings are considered to be the same as the carrying value.

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2021 £	2020 £
Plant and machinery	2,296,350	2,470,827

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

16. Tangible fixed assets (continued)

If the land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2021 £	2020 £
Cost	6,504,796	7,019,098
Accumulated depreciation	(2,285,111)	(2,457,407)
Net book value	<u>4,219,685</u>	<u>4,561,691</u>

17. Fixed asset investments

	Investments in subsidiary companies £
Cost	
At 1 January 2021	230,000
Additions	8,345,446
At 31 December 2021	<u>8,575,446</u>
Net book value	
At 31 December 2021	<u>8,575,446</u>
At 31 December 2020	<u>230,000</u>

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

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Principal activity	Class of shares	Holding
Avon Steel Company Limited	Steel stockholders	Ordinary	100%
Alcyon Capital Management Limited *	Property holding company	Ordinary	100%
Steel Plate and Sections Limited *	Processing of high yield structural products for the Energy and Construction sectors	Ordinary	100%
Breal Capital (Pulman) Holdings Limited	Holding company	Ordinary	100%
Abram Pulman & Sons Limited**	Steel stockholders	Ordinary	100%

* Subsequent to the year end these subsidiary undertakings have entered into member voluntary liquidations.

** Shares held by Breal Capital (Pulman) Holdings Limited, which was acquired in the year.

18. Stocks

	2021 £	2020 £
Finished goods and goods for resale	<u>24,481,765</u>	<u>12,837,229</u>

In the opinion of the directors, the net realisable value of stock is not materially different from purchase price or production costs.

19. Debtors

	2021 £	2020 £
Trade debtors	27,810,879	20,244,676
Amounts owed by group undertakings	24,591,779	23,198,860
Other debtors	674,197	1,083,780
Prepayments and accrued income	1,904,789	967,284
	<u>54,981,644</u>	<u>45,494,600</u>

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

20. Cash and cash equivalents

	2021 £	2020 £
Cash at bank and in hand	920,698	2,435,991
Less: bank overdrafts	(14,509,288)	(14,385,571)
	<u>(13,588,590)</u>	<u>(11,949,580)</u>

21. Creditors: Amounts falling due within one year

	2021 £	2020 £
Bank overdrafts	14,509,288	14,385,571
Bank loans	2,124,924	2,802,076
Trade creditors	17,796,176	9,912,123
Amounts owed to group undertakings	-	29,621
Corporation tax	1,861,451	-
Other taxation and social security	2,428,820	4,995,167
Obligations under finance lease and hire purchase contracts	1,014,814	837,005
Other creditors	43,570	64,807
Accruals and deferred income	14,366,314	6,068,403
	<u>54,145,357</u>	<u>39,094,773</u>

For details of security see note 22.

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

22. Creditors: Amounts falling due after more than one year

	2021 £	2020 £
Bank loans	3,417,672	4,603,748
Other loans	352,400	1,000,000
Net obligations under finance leases and hire purchase contracts	1,533,664	1,648,337
	<u>5,303,736</u>	<u>7,252,085</u>

Secured loans

Secure Trust Bank PLC provides a term loan and working capital facility to the Company. These are secured over the properties held by, and all other assets, of the Company by way of fixed and floating charges.

Net obligations under finance lease and hire purchase contracts are secured over the assets which they relate to.

23. Loans

Analysis of the maturity of loans is given below:

	2021 £	2020 £
Amounts falling due within one year		
Term loan	2,124,924	2,802,076
Amounts falling due 1-2 years		
Term loan	1,691,220	1,791,600
Amounts falling due 2-5 years		
Term loan	1,726,452	2,812,148
Amounts falling due after more than 5 years		
Loan notes	<u>352,400</u>	<u>1,000,000</u>

The loan notes of £352,400 (2020: £1,000,000) are not wholly repayable by installments, and bear interest at the rate of 10% per annum. The loan is secured over a property.

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

24. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

	2021 £	2020 £
Within one year	1,014,814	978,870
Between 1-5 years	1,553,664	1,809,011
	<u>2,568,478</u>	<u>2,787,881</u>

25. Deferred taxation

	2021 £	2020 £
At beginning of year	277,560	277,560
Charged to profit or loss	(1,818,346)	-
Charged to other comprehensive income	(256,654)	-
At end of year	<u>2,352,560</u>	<u>277,560</u>

The provision for deferred taxation is made up as follows:

	2021 £	2020 £
Accelerated capital allowances	2,056,437	(29,689)
Revaluation reserve	524,129	267,475
Other timing differences	(228,006)	39,774
	<u>2,352,560</u>	<u>277,560</u>

26. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
8,600 (2020 - 8,600) Ordinary shares of £1.00 each	<u>8,600</u>	<u>8,600</u>

There is a single class of ordinary shares. There are no restrictions on distribution of dividends and the repayment of capital.

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

27. Reserves

Revaluation reserve

The reserve represents the revaluation of the company's freehold properties net of associated deferred tax.

Capital redemption reserve

This reserve records the nominal value of shares repurchased by the Company.

Other reserves

Capital contribution represents amounts arising on acquisition of the company in 2015.

Profit and loss account

Represents all current and prior period retained profit and loss and does not contain any non-distributable reserves.

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

28. Pension scheme

The Company operates a Defined Benefit Pension Scheme.

The Company operates one pension scheme, the Barclay & Mathieson Limited Retirement and Death Benefits Scheme, providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Company, being invested by professional investment managers. An actuarial valuation of the pension scheme was carried out at 31 August 2019 by a qualified independent actuary. The scheme was closed to new members in May 2005 and closed to future accrual for current members on 1 May 2012.

The Company has agreed to make contributions over a fixed period to the pension scheme as part of the ongoing recovery plan. The Company paid no contributions for the year ended 31 December 2021 as the pension scheme is in surplus. Should a funding shortfall exist the Company has agreed to pay an annual contribution of the funding shortfall or £400,000, whichever is lower.

In deciding upon the foregoing contribution levels of the Company it considered the cost accrual of future benefits on the assumptions underlying the FRS 102 calculations. By setting the contributions at the levels chosen, the Company anticipated that the agreed contributions would be in excess of the costs of the accruing FRS 102 based liability.

Reconciliation of present value of plan liabilities:

	2021 £	2020 £
Reconciliation of present value of plan liabilities		
At the beginning of the year	20,013,000	17,764,000
Interest cost	253,000	362,000
Actuarial (gains)/losses	(697,000)	2,905,000
Benefits paid	(752,000)	(1,018,000)
At the end of the year	18,817,000	20,013,000

Reconciliation of present value of plan assets:

	2021 £	2020 £
At the beginning of the year	23,103,000	21,652,000
Expected return on scheme assets	293,000	443,000
Actuarial gains	1,044,000	2,114,000
Benefits paid	(752,000)	(1,018,000)
Administration costs	(98,000)	(88,000)
At the end of the year	23,590,000	23,103,000

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

28. Pension scheme (continued)

Composition of plan assets:

	2021 £	2020 £
Equities	12,040,507	13,226,061
Bonds	11,469,176	9,509,437
Other	80,592	367,143
Total plan assets	<u>23,590,275</u>	<u>23,102,641</u>

The actuarial return on the plan assets over the period ended 31 December 2021 was £1,337,000.

	2021 £	2020 £
Fair value of plan assets	23,590,000	23,103,000
Present value of plan liabilities	(18,817,000)	(20,013,000)
Change in assets's not recognised due to surplus limitation	(4,773,000)	(3,090,000)
Net pension scheme liability	<u>-</u>	<u>-</u>

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

28. Pension scheme (continued)

Principal actuarial assumptions at the balance sheet date (expressed as weighted averages):

	2021	2020
	%	%
Discount rate	1.89	1.29
Future pension increases	3	3
Future revaluation of deferred pensions in excess increase	3.08	2.26
Inflation assumption	3.78	3.06
Life expectancy		
- for a male aged 65 now	21.2	21.2
- at 65 for a male aged 45 now	23.6	23.6
- for a female aged 65 now	22.5	22.5
- at 65 for a female member aged 45 now	25.1	25

History of experience gains and losses

	2021	2020	2019	2018	2017
	£	£	£	£	£
Fair value of scheme assets	23,590,000	23,103,000	21,652,000	19,308,000	19,783,000
Present value of scheme liabilities	(18,817,000)	(20,013,000)	(17,764,000)	(16,167,000)	(17,151,000)
Surplus not recognised	(4,773,000)	(3,090,000)	(3,888,000)	(3,141,000)	(2,632,000)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Surplus	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Experience gains/(losses) on scheme liabilities	697,000	(2,905,000)	(1,631,000)	(110,000)	1,105,000
Difference between the expected and actual return on the scheme	<u>1,044,000</u>	<u>2,114,000</u>	<u>2,339,000</u>	<u>(931,000)</u>	<u>1,818,000</u>

The surplus in the year has not been recognised as the Company believed it would not benefit from reduced future contributions to the scheme.

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

29. Commitments under operating leases

At 31 December 2021 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	2021 £	2020 £
Land and buildings		
Not later than 1 year	1,393,791	1,463,641
Later than 1 year and not later than 5 years	4,998,334	5,269,830
Later than 5 years	15,522,700	16,971,053
	<u>21,914,825</u>	<u>23,704,524</u>
	2021 £	2020 £
Other operating leases		
Not later than 1 year	227,902	167,627
Later than 1 year and not later than 5 years	315,346	261,741
	<u>543,248</u>	<u>429,368</u>

30. Related party transactions

At the balance sheet date amounts of £97,618 (2020: £666,570) were due from a company (2020: companies) under common control. During the year £1,717,036 (2020: £2,946,799) of sales were made to the related company.

31. Controlling party

At 31 December 2021, the immediate parent undertaking is MBM Group Services Limited and the ultimate parent undertaking is Breal Capital Limited, both incorporated in England & Wales.

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