

Group Package Accounts

James Fleming & Company Limited

Registered number: SC131587

Annual Report

For the year ended 31 December 2021

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JAMES FLEMING & COMPANY LIMITED

COMPANY INFORMATION

Directors	D R Amos L H B Lockfeer
Company secretary	D R Amos
Registered number	SC131587
Registered office	Mazars LLP 100 Queen Street Glasgow G1 3DN
Independent auditor	Mazars LLP Chartered Accountants and Statutory Auditor Apex 2 97 Haymarket Terrace Edinburgh EH12 5HD

JAMES FLEMING & COMPANY LIMITED

CONTENTS

	Page
Strategic report	1 - 2
Directors' report	3 - 4
Independent auditor's report	5 - 8
Statement of comprehensive income	9
Statement of financial position	10
Statement of changes in equity	11
Notes to the financial statements	12 - 31

JAMES FLEMING & COMPANY LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

Introduction

The Directors present their Strategic report for James Fleming & Company Limited for the year ended 31 December 2021.

Principal activity

The Company's principal activity during the year was that of the manufacture of fruit-based food products for sale to the bakery, wholesale and confectionery industries.

Principal risks and uncertainties

The principal risks and uncertainties facing the Company include amongst others:

- Possible fluctuations in the price and availability of raw materials.
- Foreign currency exposure to the Euro.
- Post Brexit - implications of trade deal with EU.
- COVID-19 continued pandemic.

The impact of the United Kingdom trade deal with European Union

The Company has partnered with an external provider to provide support required to manage changes and increased paperwork linked to the importing and exporting since the UK left the EU. James Fleming is part of the Zeelandia Brexit team who continue to monitor developments with meetings on a monthly basis.

The impact of COVID-19

COVID-19 had a huge impact on the business during 2020, with huge fluctuations in sales, however due to the vaccination program it is hoped that sales will return to normal levels.

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in commodity prices, exchange rate, liquidity and credit. The Company seeks to limit the adverse effects on its financial performance by monitoring the impact of these and addressing them accordingly.

Following the late deal agreed between the EU & UK, it appears that not all of the potential impacts of the deal were foreseen, therefore the Company will remain vigilant and continues to:

1. Review supply chain
2. Review stock levels of key raw materials
3. Consult with customers

JAMES FLEMING & COMPANY LIMITED

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

Financial key performance indicators

The Company generated revenue of £27,613,403 in the year to 31 December 2021. Revenue has increased by 90% against prior year (2020 - £14,535,991), which is considered to be a significant achievement with the huge impact of COVID-19. The gross profit margin in the year was 19.1%, a slight decrease from 21.6% in the prior year due to the impact of COVID-19. Despite 2021 being a challenging year, profit before tax has increased by 68% during the year to £2,063,575 (2020 - £1,227,770).

At 31 December 2021, the Company had capital and reserves of £9,349,255 (2020 - £7,951,375).

Acquisitions during the year


On 21 June 2021, James Fleming & Company Limited acquired the assets of John Morley (Importers) Ltd. On 4 August 2021, the Company acquired the jams, bake stable fillings and low water activity fillings business of Kerry Ingredients (UK) Ltd. The acquisitions help Zeelandia expand its UK offering to its customer base in the industrial, craft, wholesale and in-store bakery sectors. With strong synergies between the businesses, this provided a great opportunity for the business to drive growth across a wider range of products in the bakery ingredients. The acquisitions further secure Zeelandia's leading position in the European market for bakery ingredients.

The Directors are pleased with the subsequent performance of both acquisitions executed in the year.

Outlook and future developments

The Company will continually look for growth opportunities and remain flexible and innovative to meet future consumer demands. The current trading environment remains, to say the least, difficult and focus must firmly be on operational efficiencies, tight cost control, cash management and customer service.

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


David Amos (May 13, 2022 17:11 GMT+1)

D R Amos
Director

Date: May 13, 2022

JAMES FLEMING & COMPANY LIMITED

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.

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 judgements and accounting estimates that are reasonable and prudent; and
- 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.

Results and dividends

The profit for the year, after taxation, amounted to £1,607,880 (2020 - £1,101,940).

Dividends of £210,000 (2020 - £1,096,381) were declared and paid during the year to the parent company.

Directors

The Directors who served during the year were:

D R Amos
L H B Lockfeer

Strategic report

The Company has chosen, in accordance with section 414C(11) Companies Act 2006, to set out in the Company's Strategic report information required by Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 to be contained in the Directors' report. It has done so in respect of principal risks and uncertainties, financial risk management, financial key performance indicators and outlook and future developments.

Research and development activities

The Company carries out research and development activities in relation to its principal activity noted on page 1.

JAMES FLEMING & COMPANY LIMITED

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

Disclosure of information to auditor

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

- so far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Directors have 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 auditor is aware of that information.


Post balance sheet events

On 24 February 2022 Russian Forces entered Ukraine, resulting in Western Nation reactions including announcements of sanctions against Russia and Russian interests worldwide and an economic ripple effect on the global economy. The Directors have carried out an assessment of the potential impact of Russian Forces entering Ukraine on the business, including the impact of mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event with the greatest impact on the business expected to be from the economic ripple effect on the global economy. The Directors have taken account of these potential impacts in their going concern assessment. There have been no other significant events affecting the Company since the year end.

Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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


David Amos (May 13, 2022 17:11 GMT+1)

D R Amos
Director

Date: May 13, 2022

JAMES FLEMING & COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JAMES FLEMING & COMPANY LIMITED

Opinion

We have audited the financial statements of James Fleming & Company Limited (the 'Company') for the year ended 31 December 2021 which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 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 Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

JAMES FLEMING & COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JAMES FLEMING & COMPANY LIMITED

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the 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 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.

JAMES FLEMING & COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JAMES FLEMING & COMPANY LIMITED

Responsibilities of Directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors intend either to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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

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

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.

Based on our understanding of the Company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements: employment regulation, health and safety regulation, food safety regulation, anti-money laundering regulation and non-compliance with implementation of government support schemes relating to COVID-19.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the Company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the Company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation and the Companies Act 2006.

JAMES FLEMING & COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JAMES FLEMING & COMPANY LIMITED

In addition, we evaluated the Directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of override of controls, and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, in particular in relation to goodwill and other intangible fixed assets, revenue recognition (which we have pinpointed to cut-off), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

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 auditor's report.

Use of the audit 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.

Anna Campbell

Anna Campbell (Senior statutory auditor)

for and on behalf of

Mazars LLP
Chartered Accountants and Statutory Auditor
Apex 2
Edinburgh
EH12 5HD

Date: May 17, 2022

JAMES FLEMING & COMPANY LIMITED

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

	Note	2021 £	2020 £
Turnover	4	27,613,403	14,535,991
Cost of sales		(22,348,978)	(11,400,954)
Gross profit		<u>5,264,425</u>	<u>3,135,037</u>
Distribution costs		(1,971,275)	(1,176,669)
Administrative expenses		(1,245,523)	(814,123)
Other operating income	5	<u>34,431</u>	<u>79,103</u>
Operating profit	6	<u>2,082,058</u>	<u>1,223,348</u>
Interest receivable and similar income	10	219	4,422
Interest payable and expenses	11	(18,702)	-
Profit before tax		<u>2,063,575</u>	<u>1,227,770</u>
Tax on profit	12	(455,695)	(125,830)
Profit for the financial year		<u><u>1,607,880</u></u>	<u><u>1,101,940</u></u>
Total comprehensive income for the year		<u><u>1,607,880</u></u>	<u><u>1,101,940</u></u>


The notes on pages 12 to 31 form part of these financial statements.

JAMES FLEMING & COMPANY LIMITED
REGISTERED NUMBER: SC131587

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2021

	Note	2021 £	2020 £
Fixed assets			
Intangible fixed assets	14	5,159,749	-
Tangible fixed assets	15	4,535,907	2,568,468
Investments	16	100,000	100,000
		<u>9,795,656</u>	<u>2,668,468</u>
Current assets			
Stocks	17	3,787,232	1,069,632
Debtors: amounts falling due within one year	18	8,599,932	2,646,689
Cash and cash equivalents	19	2,710,606	4,231,020
		<u>15,097,770</u>	<u>7,947,341</u>
Creditors: amounts falling due within one year	20	(15,142,103)	(2,571,950)
Net current (liabilities)/assets		<u>(44,333)</u>	<u>5,375,391</u>
Total assets less current liabilities		<u>9,751,323</u>	<u>8,043,859</u>
Provisions for liabilities			
Deferred tax	21	(402,068)	(92,484)
		<u>(402,068)</u>	<u>(92,484)</u>
Net assets		<u><u>9,349,255</u></u>	<u><u>7,951,375</u></u>
Capital and reserves			
Called up share capital	22	3,500,000	3,500,000
Profit and loss account	23	5,849,255	4,451,375
		<u><u>9,349,255</u></u>	<u><u>7,951,375</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


 David Amos (May 13, 2022 17:11 GMT+1)

D R Amos
 Director

Date: May 13, 2022

The notes on pages 12 to 31 form part of these financial statements.

JAMES FLEMING & COMPANY LIMITED

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

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2021	3,500,000	4,451,375	7,951,375
Profit for the year	-	1,607,880	1,607,880
Transactions with owners			
Dividends declared	-	(210,000)	(210,000)
At 31 December 2021	3,500,000	5,849,255	9,349,255

The notes on pages 12 to 31 form part of these financial statements.

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

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 January 2020	3,500,000	4,445,816	7,945,816
Profit for the year	-	1,101,940	1,101,940
Transactions with owners			
Dividends declared	-	(1,096,381)	(1,096,381)
At 31 December 2020	3,500,000	4,451,375	7,951,375

The notes on pages 12 to 31 form part of these financial statements.

JAMES FLEMING & COMPANY LIMITED

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

1. General information

James Fleming & Company Limited is a private company, limited by shares and registered in Scotland. The registered office is Mazars LLP, 100 Queen Street, Glasgow, G1 3DN. The Company's principal place of business is located at Lockett Road, South Lancashire Industrial Estate, Ashton-in-Makerfield, Wigan, Lancashire, WN4 8DE.

The Company's principal activity during the year was that of the manufacture of fruit-based food products for sale to the bakery, wholesale and confectionery industries.

2. Accounting policies**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom 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 Company is itself a subsidiary undertaking and is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

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 4 Statement of Financial Position paragraph 4.12(a)(iv);

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 11.41(b), 11.41(c), 11.41(e), 11.41(f), 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 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23; and

the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information will be included in the consolidated financial statements of Koninklijke Zeelandia Groep B.V. as at 31 December 2021 and these financial statements may be obtained from the Chamber of Commerce, Kanaalweg 3, 4337 PA Middelburg, The Netherlands.

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

2. Accounting policies (continued)

2.3 Going concern

The financial statements are prepared on a going concern basis. The COVID-19 pandemic has had significant implications for the industry as whole. In making their assessment, the Directors have considered and utilised as appropriate the various Government schemes available to mitigate the impact of COVID-19, as well as preparing and reviewing revised budgets and cash flow forecasts. The Company has strong cash reserves of £2,710,606 as at 31 December 2021. Subsequent to the year end, the Company undertook a refinancing of its short-term intercompany loans through a longterm bank loan of £11.9m. At the date of signing the financial statements the Company had received a committed offer to make available the facility from the bank which was in the process of being accepted. This will significantly improve the Company's net current assets and working capital. The Directors consider that the Company has sufficient resources to continue to trade and meet its liabilities as they fall due for a period of at least twelve months from the date the financial statements are signed, taking into account their latest assessment of the disruption to business and economic activity that is being caused by the COVID-19 coronavirus.

2.4 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP and amounts are rounded to the nearest £.

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 the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

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

2. Accounting policies (continued)

2.5 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.

2.6 Operating leases: lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the period of the lease.

2.7 Research and development

Research and development costs are recognised as an expense when incurred.

2.8 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to the Statement of Comprehensive income at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the Statement of comprehensive income in the same period as the related expenditure.

2.9 Interest income

Interest income is recognised in Statement of comprehensive income using the effective interest method.

2.10 Finance costs

Finance costs are charged to Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

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

2. Accounting policies (continued)

2.11 Pensions

The Company makes payments to a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge represents contributions payable by the Company to the fund in respect of the year.

2.12 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in Statement of comprehensive income 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 reporting 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 reporting 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 reporting date.

2.13 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 Income statement over its useful economic life.

Other intangible assets

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 five years.

JAMES FLEMING & COMPANY LIMITED

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

2. Accounting policies (continued)**2.14 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.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

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. Land is not depreciated. Assets under the course of construction are not depreciated until they come into use, at which point they are transferred to the fixed asset category to which they relate.

Depreciation is provided on the following basis:

Buildings	- 2%
Plant and equipment	- 10 - 20%
Motor vehicles	- 50%

2.15 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.16 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. Finished goods include labour and attributable overheads.

At each reporting 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 the Statement of comprehensive income.

2.17 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.18 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.

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

2. Accounting policies (continued)

2.19 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.20 Financial instruments

The Company only 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 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 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 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 in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a Director in the case of a small company, or a public benefit entity concessionary loan.

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 Statement of comprehensive income.

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 of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

2.21 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.

JAMES FLEMING & COMPANY LIMITED

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

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

In the application of the Company's accounting policies, which are described in note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amount of the assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to account for estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The Directors have performed an impairment review of the Company's goodwill and other intangible fixed assets with no issues arising. They do not consider there to be any further significant judgements, estimates or assumptions made in preparing the financial statements.

4. Turnover

Analysis of turnover by country of destination:

	2021 £	2020 £
United Kingdom	25,604,131	13,324,250
Rest of Europe	2,009,272	1,211,741
	<u>27,613,403</u>	<u>14,535,991</u>

The whole of the turnover in the current and prior year is attributable to the sale of sugar based food products to the bakery, wholesale and confectionery industries.

5. Other operating income

	2021 £	2020 £
Government grants receivable	<u>34,431</u>	<u>79,103</u>

JAMES FLEMING & COMPANY LIMITED

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

6. Operating profit

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

	2021 £	2020 £
Research and development costs	43,820	15,960
Exchange differences	(200,344)	(19,673)
Operating lease rentals	156,472	98,800
Depreciation	237,992	186,876
Amortisation	4,126	-
	<u> </u>	<u> </u>

7. Auditor's remuneration

	2021 £	2020 £
Fees payable to the Company's auditor for the audit of the Company's annual accounts	<u>25,000</u>	<u>19,250</u>
All other services	<u>3,050</u>	<u>1,750</u>

JAMES FLEMING & COMPANY LIMITED

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

8. Employees

Staff costs were as follows:

	2021 £	2020 £
Wages and salaries	2,868,030	1,656,365
Social security costs	238,746	145,856
Cost of defined contribution pension scheme	114,077	92,329
	<u>3,220,853</u>	<u>1,894,550</u>

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

	2021 No.	2020 No.
Manufacturing	95	60
Selling	2	3
Administration	9	5
	<u>106</u>	<u>68</u>

9. Directors' remuneration

The Directors received no remuneration in the current or prior year. They are remunerated through other group undertakings.

10. Interest receivable and similar income

	2021 £	2020 £
Bank interest receivable	<u>219</u>	<u>4,422</u>

JAMES FLEMING & COMPANY LIMITED

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

11. Interest payable and similar expenses

	2021 £	2020 £
Group interest payable (note 29)	16,106	-
Other interest payable	2,596	-
	<u>18,702</u>	<u>-</u>

The group interest payable relates to interest paid on a loan due to the company's ultimate parent undertaking - see note 20 for further details.

12. Taxation

	2021 £	2020 £
Corporation tax		
Current tax on profits for the year	154,168	172,538
Adjustments in respect of previous periods	(8,057)	(64,086)
Total current tax	<u>146,111</u>	<u>108,452</u>
Deferred tax		
Origination and reversal of timing differences	228,660	8,511
Adjustments in respect of prior periods	(15,572)	27
Effect of changes in tax rates	96,496	8,840
Total deferred tax	<u>309,584</u>	<u>17,378</u>
Taxation on profit on ordinary activities	<u>455,695</u>	<u>125,830</u>

JAMES FLEMING & COMPANY LIMITED

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

12. Taxation (continued)**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	2,063,576	1,227,770
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	392,231	233,276
Effects of:		
Expenses not deductible for tax purposes	18,633	10,299
Income not taxable	(19,377)	-
Adjustments to tax charge in respect of prior periods	(23,629)	(64,059)
Group relief	(8,659)	(62,526)
Tax rate changes	96,496	8,840
Total tax charge for the year	455,695	125,830

Factors that may affect future tax charges

The UK Government announced in the 2021 budget that from 1 April 2023, the rate of corporation tax in the United Kingdom will increase from 19% to 25%. Companies with profits of £50,000 or less will continue to be taxed at 19%, which is a new small profits rate. Where taxable profits are between £50,000 and £250,000, the higher 25% rate will apply but with a marginal relief applying as profits increase.

Aside from this and the availability of group relief, there are no other factors that may affect future tax charges.

13. Dividends

	2021 £	2020 £
Dividends declared	210,000	1,096,381

JAMES FLEMING & COMPANY LIMITED

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

14. Intangible fixed assets

	Computer software £	Brands £	Goodwill £	Total £
Cost				
Additions	50,599	433,361	4,679,915	5,163,875
At 31 December 2021	50,599	433,361	4,679,915	5,163,875
Amortisation				
Charge for the year	4,126	-	-	4,126
At 31 December 2021	4,126	-	-	4,126
Net book value				
At 31 December 2021	46,473	433,361	4,679,915	5,159,749
At 31 December 2020	-	-	-	-

The goodwill and brand name were acquired as part of the acquisition of certain businesses of Kerry Ingredients (UK) Ltd on 4 August 2021 (see note on business combinations for more information). No amortisation has been charged in the year in relation to these assets as the business combination was still being implemented at the reporting date.

The acquisition of these businesses is a part of the Company's ongoing strategic growth plan to increase its geographical presence and the brand name acquired is fundamental to the success of this acquisition.

JAMES FLEMING & COMPANY LIMITED

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

15. Tangible fixed assets

	Land and buildings £	Plant and equipment £	Motor vehicles £	Assets under the course of construction £	Total £
Cost					
At 1 January 2021	2,956,028	1,642,182	-	174,132	4,772,342
Additions	-	415,756	7,483	1,782,192	2,205,431
Transfers between classes	2,000	88,862	-	(90,862)	-
At 31 December 2021	2,958,028	2,146,800	7,483	1,865,462	6,977,773
Depreciation					
At 1 January 2021	1,222,932	980,942	-	-	2,203,874
Charge for the year	52,380	183,637	1,975	-	237,992
At 31 December 2021	1,275,312	1,164,579	1,975	-	2,441,866
Net book value					
At 31 December 2021	1,682,716	982,221	5,508	1,865,462	4,535,907
At 31 December 2020	1,733,096	661,240	-	174,132	2,568,468

Included within land and buildings is freehold land, which is not depreciated, of £338,351 (2020 - £338,351).

16. Fixed asset investments

	Investment in subsidiary company £
Cost	
At 1 January 2021	100,000
At 31 December 2021	100,000

JAMES FLEMING & COMPANY LIMITED

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

16. Fixed asset investments (continued)**Subsidiary undertaking**

The following was a subsidiary undertaking of the Company:

Name	Registered office	Class of shares	Holding
W.T. Mather Limited	England and Wales	Ordinary	100%

W.T. Mather Limited is a dormant company and its registered office address is Lockett Road, Ashton-In-Makerfield, Wigan, Lancs, WN4 8DE.

17. Stocks

	2021 £	2020 £
Raw materials	2,821,431	842,343
Work in progress (goods to be sold)	4,225	-
Finished goods and goods for resale	961,576	227,289
	<u>3,787,232</u>	<u>1,069,632</u>

18. Debtors

	2021 £	2020 £
Trade debtors	7,078,179	2,023,752
Amounts owed by group undertakings (note 29)	-	25,776
Other debtors	1,521,753	597,161
	<u>8,599,932</u>	<u>2,646,689</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

19. Cash and cash equivalents

	2021 £	2020 £
Cash at bank and in hand	<u>2,710,606</u>	<u>4,231,020</u>

JAMES FLEMING & COMPANY LIMITED

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

20. Creditors: Amounts falling due within one year

	2021 £	2020 £
Trade creditors	5,102,604	963,794
Amounts owed to group undertakings (note 29)	5,968,424	100,982
Corporation tax	154,911	134,097
Other taxation and social security	109,137	46,140
Other creditors	2,605,186	-
Accruals and deferred income	1,201,841	1,326,937
	<u>15,142,103</u>	<u>2,571,950</u>

Amounts owed to group undertakings includes a loan of £5,756,533 from the ultimate parent undertaking. The loan is denominated in Euros. The loan is due for repayment on 1 July 2022, with interest being charged at a rate of 0.7% per annum. The remaining amounts due to group undertakings are unsecured, interest free and repayable on demand.

21. Deferred taxation

	2021 £
At beginning of year	(92,484)
Charged to the Statement of Comprehensive Income	(325,156)
Adjustment in respect of prior years	15,572
At end of year	<u><u>(402,068)</u></u>

The deferred tax liability, which is calculated based on a tax rate of 25% (2020 - 19%), is made up as follows:

	2021 £	2020 £
Accelerated capital allowances	(411,766)	(93,883)
Short term timing differences	9,698	1,399
	<u><u>(402,068)</u></u>	<u><u>(92,484)</u></u>

JAMES FLEMING & COMPANY LIMITED

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

22. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
3,500,000 (2020 - 3,500,000) Ordinary shares of £1 each	3,500,000	3,500,000

The Company has one class of ordinary shares which carry voting rights but no right to fixed income.

23. Reserves**Profit & loss account**

This reserve includes all current and prior period retained profits and losses net of dividends paid.

24. Business combinations

On 21 June 2021, the company acquired the trade and assets of John Morley (Importers) Ltd.

On 4 August 2021, the company acquired the jams, bake stable fillings and low water activity fillings business of Kerry Ingredients (UK) Ltd. This was a trade and asset purchase.

Acquisition of trade and assets of John Morley (Importers) Ltd.**Recognised amounts of identifiable assets acquired and liabilities assumed**

	Fair value £
Fixed assets	
Tangible fixed assets	367,256
Intangible fixed assets	30,004
	<u>397,260</u>
Current assets	
Stocks	2,147,500
Debtors	91,926
Total assets	2,636,686
Creditors	
Due within one year	(56,080)
Total identifiable net assets	<u>2,580,606</u>
Goodwill	-
Total purchase consideration	<u>2,580,606</u>

JAMES FLEMING & COMPANY LIMITED

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

24. Business combinations (continued)**Consideration**

	£
Cash	2,580,606
Cash outflow on acquisition	<u><u>2,580,606</u></u>

The results of this business since acquisition are as follows:

	Current period since acquisition £
Turnover	7,929,218
Profit for the period since acquisition	<u><u>98,706</u></u>

**Acquisition of the jams, bake stable fillings and low water activity fillings business of Kerry
Ingredients (UK) Ltd.****Recognised amounts of identifiable assets acquired and liabilities assumed**

	Fair value £
Fixed assets	
Tangible fixed assets	400,000
Intangible fixed assets (brand)	433,361
	<u>833,361</u>
Debtors	<u>-</u>
Total assets	833,361
Creditors	
Due within one year	(49,783)
Total identifiable net assets	<u><u>783,578</u></u>
Goodwill	4,679,915
Total purchase consideration	<u><u>5,463,493</u></u>

JAMES FLEMING & COMPANY LIMITED

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

24. Business combinations (continued)**Consideration**

	£
Cash	2,913,493
Contingent consideration	2,550,000
Total purchase consideration	5,463,493

Cash outflow on acquisition

	£
Purchase consideration settled in cash, as above	2,913,493

The results of this business since acquisition are as follows:

	Current period since acquisition £
Turnover	4,991,933
Profit for the period since acquisition	613,889

25. Contingent liabilities

On 24 December 2018, the Company's immediate parent undertaking entered into a secured loan agreement with Lloyds Bank plc for a loan in the principal amount of £2,110,500 at a variable annual interest rate of 1.95% plus base rate. As at 31 December 2021, the outstanding balance was £1,808,783 (2020 - £1,934,523). The obligation is secured by all of the assets of the immediate parent undertaking and is guaranteed jointly and severally by James Fleming & Company Limited and its subsidiary undertaking, W.T. Mather Limited. This loan has been fully repaid in March 2022.

26. Pension commitments

The Company makes payments to a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge represents contributions payable by the Company to the fund in respect of the year.

The total pension charge in the year amounted to £114,077 (2020 - £92,329). Contributions totalling £18,734 (2020 - £10,793) were payable to the defined contribution pension scheme fund at the reporting date and are included in accruals and deferred income.

JAMES FLEMING & COMPANY LIMITED

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

27. 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 £
Motor vehicles and other		
Not later than 1 year	96,472	96,472
Later than 1 year and not later than 5 years	101,440	196,580
	<u>197,912</u>	<u>293,052</u>
	2021 £	2020 £
Land and buildings		
Not later than 1 year	120,000	-
Later than 1 year and not later than 5 years	60,000	-
	<u>180,000</u>	<u>-</u>

28. Other financial commitments

At the reporting date, the Company had a commitment to purchase raw materials to the value of £4,153,546 (2020 - £2,061,863).

29. Related party transactions

The Company has taken advantage of the exemption relating to the disclosure of related party transactions with other group undertakings conferred by FRS 102 on the grounds that it and the other companies are wholly owned subsidiaries of Koninklijke Zeelandia Groep B.V., the Company's ultimate parent undertaking during the year.

30. Post balance sheet events

On 24 February 2022 Russian Forces entered Ukraine, resulting in Western Nation reactions including announcements of sanctions against Russia and Russian interests worldwide and an economic ripple effect on the global economy. The Directors have carried out an assessment of the potential impact of Russian Forces entering Ukraine on the business, including the impact of mitigation measures and uncertainties, and have concluded that this is a non-adjusting post balance sheet event with the greatest impact on the business expected to be from the economic ripple effect on the global economy. The Directors have taken account of these potential impacts in their going concern assessment. There have been no other significant events affecting the Company since the year end.

JAMES FLEMING & COMPANY LIMITED

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

31. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Zeelandia Holdings (UK) Limited, a company registered in England and Wales.

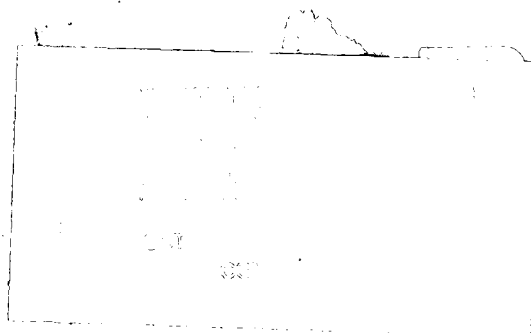
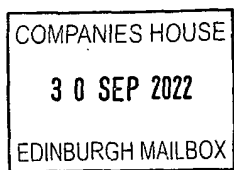
The Company's ultimate parent undertaking is Koninklijke Zeelandia Groep B.V., a company incorporated in The Netherlands. In the opinion of the directors, there is no ultimate controlling party.

The financial statements for Koninklijke Zeelandia Groep B.V. can be obtained from the Chamber of Commerce, Kanaalweg 3, 4337 PA Middelburg, The Netherlands. The largest and smallest group in which the results of the Company are consolidated is that headed by Koninklijke Zeelandia Groep B.V.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Annual Report 2021

12 April 2022



Koninklijke Zeelandia Groep B.V.
Zierikzee

Table of Contents

Annual Report 2021	3
Management Board Report	4
Report of the Supervisory Board	5
Financial statements	6
Consolidated balance sheet as of 31 December 2021	7
Consolidated profit and loss account for 2021	8
Consolidated cash flow statement for 2021	9
Statement of comprehensive income 2021	11
Notes to the consolidated financial statements	12
Overview of group companies	36
Overview of non-consolidated participations	37
Company balance sheet as of 31 December 2021	38
Company profit and loss account for 2021	39
Notes to the company financial statements	40
Other information	44
Audit report by the independent auditor	44
Articles of association regulations regarding the appropriation of result	44

Koninklijke Zeelandia Groep B.V.
Zierikzee

Annual Report 2021

- Management Board Report
- Report of the Supervisory Board
- Financial statements
- Other information

Koninklijke Zeelandia Groep B.V.
Zierikzee

Management Board Report

The Management Board Report is available for inspection at the company's office.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Report of the Supervisory Board

The Supervisory Board Report is available for inspection at the company's office.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Financial statements

- Consolidated balance sheet
- Consolidated profit and loss account
- Consolidated cash flow statement
- Statement of comprehensive income
- Explanatory notes on the consolidated financial statements
- Company balance sheet
- Company profit and loss account
- Explanatory notes on the company financial statements

Koninklijke Zeelandia Groep B.V.
Zierikzee

Consolidated balance sheet as of 31 December 2021

(before allocation of result)	Note	31.12.2021 €000	31.12.2020 €000
Fixed assets			
Intangible fixed assets	1		
Goodwill		24,434	16,502
Other intangible fixed assets		<u>3,844</u>	<u>4,911</u>
		28,278	21,413
Tangible fixed assets:	2		
Land and buildings		47,793	45,111
Plant and machinery		22,874	23,922
Other tangible fixed assets		9,742	8,792
Tangible fixed assets under construction		<u>18,886</u>	<u>6,210</u>
		99,295	84,035
Financial fixed assets:	3		
Other participations		33,674	31,587
Shareholders and participations		0	183
Deferred tax assets		2,862	2,321
Other financial fixed assets		<u>209</u>	<u>292</u>
		<u>36,745</u>	<u>34,383</u>
		164,318	139,831
Current assets			
Inventories:	4		
Raw materials and consumables		31,245	24,063
Finished product and goods for resale		<u>29,434</u>	<u>23,603</u>
		60,679	47,666
Receivables:	5		
Trade receivables		65,716	54,279
Shareholders and participations		2,699	2,432
Other receivables and prepayments		<u>13,186</u>	<u>12,088</u>
		81,601	68,799
Cash and cash equivalents	6	<u>48,236</u>	<u>59,351</u>
		<u>354,834</u>	<u>315,647</u>

	Note	31.12.2021	31.12.2020
		€000	€000
Group equity	7		
Share of the entity in the group equity		246,125	230,337
Third-party share in the group equity		<u>107</u>	<u>298</u>
		246,232	230,635
Provisions	8		
Employee benefits		6,043	5,717
Deferred tax liabilities		<u>3,628</u>	<u>2,442</u>
		9,671	8,159
Long-term liabilities	9		
Credit institutions		8,892	6,143
Other long-term liabilities		<u>729</u>	<u>23</u>
		9,621	6,166
Short-term liabilities	10		
Credit institutions		8,481	6,701
Trade account payables		48,026	36,992
Shareholders and participations		19	14
Taxes and social security contributions		6,561	6,643
Other payables, accruals and deferred income		<u>26,223</u>	<u>20,337</u>
		89,310	70,687
		<u>354,834</u>	<u>315,647</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Consolidated profit and loss account for 2021

	Note	2021 €000	2020 €000
Net turnover	11	461,766	413,214
Cost of sales		<u>312,033</u>	<u>274,061</u>
Gross turnover result		149,733	139,153
Selling costs		78,890	76,093
General management costs		<u>62,768</u>	<u>57,087</u>
Sum of the costs	12-14	141,658	133,180
Net turnover result		8,075	5,973
Other operating income	15	<u>6,975</u>	<u>-</u>
Operating result		15,050	5,973
Share in result of non-consolidated participations	3	4,348	3,849
Financial income		1,137	899
Financial expenses		<u>(1,160)</u>	<u>(2,697)</u>
Result before tax		19,375	8,024
Taxes	16	<u>(4,944)</u>	<u>(2,488)</u>
Consolidated result after taxes		<u>14,431</u>	<u>5,536</u>
Of which third-party interest	7	<u>(23)</u>	<u>(117)</u>
Result attributable to the legal entity		<u>14,407</u>	<u>5,653</u>

Consolidated cash flow statement for 2021

	2021 €000	2020 €000
Operating result	15,050	5,973
Adjustments to arrive from the operating result to the cash flow from business operations:		
Depreciation and additional impairment of intangible fixed assets	3,884	3,330
Depreciation and additional impairment of tangible fixed assets	10,909	10,178
Movements in provisions	105	36
Movements in working capital:		
Inventories	(9,771)	(3,300)
Operating receivables	(4,968)	4,602
Operating payables	4,279	402
Cash flow from operations	19,488	21,221
Other operating activities:		
Interest income received	1,145	899
Interest expense paid	1,376	2,034
Taxes paid	(4,210)	(4,326)
Dividends received	4,483	365
Cash flow from other operating activities	42	(5,096)
Cash flow from operating activities	19,530	16,125
Investment activities		
Acquisition of group companies	(8,309)	(778)
Investments in intangible fixed assets	(552)	(1,091)
Investments in tangible fixed assets	(22,423)	(9,883)
Disposals of tangible fixed assets	501	600
Disposals of intangible fixed assets	160	-
Movements in financial fixed assets	1,66	520
	8	
Cash flow from investment activities	(28,955)	(10,632)
Subtotal	(9,425)	5,493

Koninklijke Zeelandia Groep B.V.
Zierikzee

Statement of comprehensive income 2021

	<u>2021</u>	<u>2020</u>
	€000	€000
Consolidated net result after tax attributable to the legal entity	14,407	5,653
Exchange rate results of foreign participations	<u>4,130</u>	<u>(14,283)</u>
Total comprehensive income of the legal entity	<u>18,537</u>	<u>(8,360)</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

	<u>2021</u>	<u>2020</u>
	€000	€000
Transport subtotal	(9,425)	5,493
Financing activities		
Withdrawal of long-term loans from credit institutions	2,612	1,502
Repayments of long-term loans from credit institutions	(532)	(285)
Movement in short-term loans from credit institutions	(1,013)	(145)
Dividends paid	(2,830)	-
Cash flow from financing activities	(1,763)	1,072
Change in cash and cash equivalents	(11,188)	6,565
Balance as of 1 January	59,351	58,384
Change in cash and cash equivalents	(11,188)	6,565
Exchange rate differences	73	(5,598)
Balance as of 31 December	48,236	59,351

Koninklijke Zeelandia Groep B.V.
Zierikzee

Notes to the consolidated financial statements

General

Activities

The activities of Koninklijke Zeelandia Groep B.V., having its registered office in Zierikzee (Poststraat 11, 4301 AA Zierikzee, listed under the register number 22043788) and its group companies primarily focus on the development, manufacture and sale of high-quality ingredients for bread and pastry.

Group structure

Koninklijke Zeelandia Groep B.V. stands at the head of a group of legal entities. An overview of the data required pursuant to Sections 2:379 and 2:414 of the Netherlands Civil Code is included in this report. The group company Zeelandia South Africa (PTY) Ltd. located in Blackheath, South Africa was divested during the financial year.

Mergers and acquisitions

In 2021, an expansion of the interest in Wigo GmbH Aromen & Backmittel, which is based in Germany, took place. The remaining 20% of the shares were acquired for € 0.4 million. The acquisition was accounted for using the purchase accounting method in effect as of 1 January 2021. In this transaction, a goodwill amount of €0.3 million was paid.

Furthermore, on 1 April 2021 a 100% interest was acquired in J.H. Wouters N.V., which is based in Belgium. In this transaction, accounted for using the purchase accounting method, a negative fair value of €1.5 million was obtained against a direct payment of €2.2 million. An additional payment of €0.7 million is expected in 2022, bringing the goodwill paid up to €4.7 million.

In addition, over the course of the financial year, two transactions of assets and liabilities took place. In one case, a package of assets and liabilities worth € 3.0 million was acquired. The acquisition was accounted for using the purchase accounting method in effect as of 1 June and no goodwill was paid for this. In the other case, a package of assets and liabilities was acquired against an immediate payment of € 3.4 million and a deferred payment of an expected €2.7 million. This acquisition was accounted for using the purchase accounting method in effect as of 1 August and a goodwill amount of € 5.2 million was paid.

Impact of the coronavirus

Since the spring of 2020, the Netherlands has been affected by the Covid-19 pandemic, which has also had major repercussions on the world economy. Compared to the previous financial year 2020, in which we were confronted with far-reaching restrictions in societies and their impact on our business for the first time, 2021 has seen a recovery in revenue and EBITDA. The company continues to closely monitor developments and makes well-timed decisions to keep the impact as

Koninklijke Zeelandia Groep B.V.
Zierikzee

manageable as possible and to ensure continuity of production and deliveries. At the time that the financial statements were prepared, the exact impact of Covid-19 on future operating activities was not yet clear due to uncertainty about how the virus would develop and what (government) measures might be necessary in that respect. Covid-19 is not expected to have any impact on the principles on which the financial statements were prepared.

Basis of consolidation

The consolidated financial statements of the Koninklijke Zeelandia Groep B.V. include the financial data of the companies belonging to the Koninklijke Zeelandia Groep B.V. and other legal entities over which control can be exercised or which are under central management.

The consolidated financial statements are prepared in accordance with the accounting policies of Koninklijke Zeelandia Groep B.V.

The financial data of the group companies is included in full in the consolidated financial statements, with the elimination of intercompany relationships and transactions.

Third-party interests in the equity and results of group companies are reported separately in the consolidated financial statements.

The results of group companies are consolidated from the date on which control was acquired. On that date, the assets and liabilities are valued at fair value. The goodwill paid is capitalised and depreciated over the economic life.

The results of divested interests are included in the consolidation until the moment the group link is terminated.

The financial data of Koninklijke Zeelandia Groep B.V. have been included in the consolidated financial statements in such a way that, pursuant to Section 2:402 of the Dutch Civil Code, a summarised profit and loss account has been used for the company financial statements.

General principles for the preparation of the consolidated financial statements

The consolidated financial statements have been prepared according to the provisions of Title 9 of Book 2 of the Dutch Civil Code.

The valuation of assets and liabilities and the determination of the result are based on historical costs, unless stated otherwise.

Income and expenses are allocated to the year to which they relate. Profits are only recognised to the extent that they have been realised on the balance sheet date.

Liabilities and potential losses arising before the end of the year are taken into account if they were known before the preparation of the financial statements.

Financial instruments

Financial instruments include both primary financial instruments, such as receivables and payables, and financial derivatives.

In the explanatory notes on the various items in the balance sheet, the fair value of the relevant instrument is explained if it differs from the carrying amount. If the financial instrument is not included in the balance sheet, the information on its fair value is given in the explanatory notes on the 'Off-balance sheet rights and obligations'.

Primary financial instruments

For the principles of primary financial instruments, please refer to the handling per balance sheet item.

Financial derivatives

Financial derivatives where the underlying asset is not stock exchange-listed are recorded at cost. If, at the time of the balance sheet date, the fair value is lower than the cost or has a negative value, the derivative is written off at the lower fair value and is reported in the profit and loss account. In determining the lower fair value, the effect of accrued interest is not taken into account.

Hedge accounting

The group does not apply hedge accounting.

Foreign currency transactions

Receivables, liabilities and obligations in foreign currencies are converted at the exchange rate on the balance sheet date. Transactions in foreign currencies during the report period are included in the financial statements at the exchange rate applicable on the date of the transaction. The foreign exchange rate differences resulting from the conversion are included in the profit and loss account.

Various foreign group companies and non-consolidated participations qualify as operating abroad with a functional currency other than that of the company. For the conversion of the financial statements of these foreign companies, the closing rate is used for the balance sheet. The average exchange rate is used for the profit and loss account. The conversion differences that arise are credited or debited directly to the group equity and are included in the conversion differences.

Estimates

Estimates have been used in the preparation of various items in the financial statements. The elements of estimation have been applied to the following items: intangible fixed assets, tangible fixed assets, financial fixed assets, provisions and other current liabilities. Results may differ from the estimates made. The estimates and underlying assumptions are reviewed on a regular basis.

Koninklijke Zeelandia Groep B.V.
Zierikzee

The most important estimates relate to purchase price allocation, depreciation of fixed assets, obsolete inventory, doubtful debts, provisions and accrued expenses.

Due to the coronavirus, uncertainty surrounding estimations has increased. The coronavirus has implications for the nature and reliability of the information available to support the preparation of estimates. As a result of the coronavirus, the range of possible assumptions within reason underpinning these estimates is considerable. For Koninklijke Zeelandia Groep B.V., this may have an impact on provisions for doubtful debts.

A change in an accounting estimate occurs when a previous estimate is revised. A change in accounting estimate is recognised in the period in which the change occurs and in future periods if the change affects both the current period and future periods.

Principles for the valuation of assets and liabilities

Intangible fixed assets

Intangible fixed assets are valued at the amount of the costs incurred, less cumulative depreciation, which is calculated on a straight-line basis, and, if applicable, impairments. The annual depreciations amounts to a fixed percentage of the costs incurred, as specified in the notes to the balance sheet. The expected economic life and the depreciation method are reassessed at the end of each financial year.

Tangible fixed assets

Tangible fixed assets are valued at acquisition price, less accumulated depreciation and, if applicable, impairments. Depreciation is based on estimates of the economic life of the various objects and is calculated on the basis of a fixed percentage of the acquisition price, taking into account any residual value. Depreciation is applied from the time of commissioning. Land is not depreciated.

Costs for regular major maintenance are capitalised according to the component approach. Here, the total expenditure is allocated to the constituent components.

The tangible fixed assets of which the company and its group companies have the beneficial ownership pursuant to a financial lease agreement are capitalised. The obligation arising from the financial lease agreement is reported as a liability. The interest included in future lease instalments is entered against the result over the duration of the financial lease agreement.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Financial fixed assets

The non-consolidated participations in which significant influence is exercised on the business and financial policy are valued at the net asset value. This value is calculated on the basis of the same principles that Koninklijke Zeelandia Groep B.V. applies to the valuation and determination of results.

Participations with a negative net asset value are valued at nil. A provision is formed when the company is fully or partially responsible for the debts of the respective participating interest, or has the actual obligation to enable the participating interest (for its share) to pay its debts. In determining the amount of this provision, provisions for bad debts already deducted from amounts receivable from the participating interest are taken into account.

Receivables included in financial fixed assets are initially recognised at fair value and subsequently valued at amortised cost, which is equal to the nominal value, less any provisions deemed necessary.

Deferred tax assets are reported under financial fixed assets, if and insofar that it is probable that the tax claim will be realised in due course. These deferred tax assets are valued at nominal value and is mainly of a long-term nature.

Inventories

Inventories of raw materials, consumables and commercial goods are valued at the acquisition price or lower net realisable value. This lower net realisable value is determined by an individual assessment of the inventories. The valuation of the inventories of raw materials and consumables is done on a FIFO basis.

Inventories of finished products are valued at production cost or lower net realisable value. This lower net realisable value is determined by individual assessment of the inventories. The production cost includes the direct consumption of materials, direct labour and machinery costs and other costs directly attributable to production, plus a surcharge for indirect manufacturing costs.

The inventory of trade goods is valued separately at the acquisition price or lower net realisable value. Where necessary, inventories have been written down to a lower net realisable value. This lower net realisable value is determined by individual assessment of the stocks.

Net realisable value is based on an expected sales price, less costs to be incurred for the completion and sale.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Receivables including prepayments

Receivables are initially recognised at fair value and subsequently valued at amortised cost, which is equal to the nominal value, less any provisions deemed necessary for the risk of irrecoverable debts. These provisions are determined on the basis of an individual assessment of the receivables.

Cash and cash equivalents

Cash and cash equivalents are valued at nominal value. If funds are not freely available, this is taken into account in the valuation.

Third-party share in group equity

Third-party share in group equity are minority interests in the equity of consolidated companies. The third-party share in the results of consolidated companies are deducted from the group result in the profit and loss account.

If the losses attributable to the minority interest of third parties exceed the minority interest of third parties in the equity of the consolidated companies, the difference and any further losses will be borne entirely by Koninklijke Zeelandia Groep B.V., unless and insofar that the minority shareholder has the obligation and is able to bear the losses. If the consolidated companies subsequently make a profit again, this profit will accrue in full to Zeelandia Group B.V. until the losses incurred by Zeelandia Group B.V. have already been recovered.

Provisions

Provisions for employee benefits:

The group has various pension schemes. The Dutch schemes are financed by payments to pension providers, i.e. insurance companies, and are defined contribution schemes. The pensionable salary is capped at the annual salary on which a fiscally favourable pension can be built up. The annual contribution to be paid by the employer is based on the tax contribution tables.

Foreign pension schemes that are comparable to the way in which the Dutch pension system is organised and functions are valued in the same way as the Dutch schemes. The pension benefit obligations from both the Dutch and foreign schemes are valued according to the 'liability under the pension administrator approach'. In this approach, the premium to be paid to the pension provider is recognised as an expense in the profit and loss account.

Based on the pension administration agreement, it is assessed whether, and if so which, obligations exist on the balance sheet date in addition to the payment of the annual premium owed to the pension provider. These additional obligations, including any obligations from recovery plans of the pension provider, result in costs for the group and are included in the balance sheet as a provision.

Koninklijke Zeelandia Groep B.V.
Zierikzee

The valuation of the obligation is the best estimate of the amounts that are required to settle this on the given balance sheet date. If the effect of the time value of money is material, the liability is valued at the present value. Discounting is done on the basis of interest rates of high-quality corporate bonds.

Additions to and releases from the obligations are charged or credited to the profit and loss account.

A pension receivable is recognised in the balance sheet when the group has power of disposal over the pension receivable, when it is probable that the future economic benefits embodied in the pension receivable will accrue to the group, and when the pension receivable can be reliably determined.

Provision for deferred tax liabilities:

For tax amounts that are payable in the future and which arise from differences between commercial and fiscal balance sheet valuations, a provision for deferred tax liabilities is formed equal to the sum of these differences, multiplied by the applicable tax rate. This provision will be reduced by the tax amounts to be settled in the future by way of the available loss carry-forward scheme, insofar as it is likely that the future taxable profits will be eligible for offsetting.

The provision for deferred tax liabilities is valued at nominal value.

Other provisions

If the effect of the time value of money is material, the other provisions are valued at the present value of the expenditures that are expected to be necessary to settle the related liabilities. If the effect of the time value of money is not material, the other provisions are measured at nominal value.

Long-term and short-term liabilities

Loans and liabilities are initially reported at fair value and subsequently evaluated at the amortised cost price.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Principles for the determination of the result

Net turnover

Net turnover includes the income from the goods supplied in the reporting period, less discounts and taxes levied on the turnover.

Revenue from the sale of goods is recognised when all significant rights to economic benefits as well as all significant risks have been transferred to the buyer. The cost of these goods is allocated to the same period.

Cost of sales

Cost of sales comprises the cost of goods sold and delivered, consisting of direct material consumption, direct labour and machinery costs and other direct and indirect costs attributable to manufacturing.

Other operating income

The other operating income are incidental revenues. These other operating revenues are allocated to the period to which they relate.

Share in the result of non-consolidated participations

The result of participations in which significant influence is exercised on the business and financial policy is included in the share in the result of these participations accruing to the company. This result is determined on the basis of the accounting principles for valuation and determination of results applicable at Koninklijke Zeelandia Groep B.V.

Taxes

Corporate income tax is calculated at the applicable rate in the various countries on the result for the financial year, taking into account permanent differences between the profit calculation according to the financial statements and the profit calculation for tax purposes, and deferred tax assets are only valued to the extent that their realisation is probable.

Group companies included in the fiscal unity are subject to corporate income tax as if they were independently liable to pay tax. Any advantages or disadvantages of the fiscal unity accrue shall be borne by the parent company.

Principles of consolidated cash flow statement

The consolidated cash flow statement has been prepared using the indirect method.

The cash in the cash flow statement consists of cash and cash equivalents.

Cash flows in foreign currencies are converted at an estimated average exchange rate. Exchange rate differences relating to cash are presented separately in the cash flow statement.

Profit taxes, interest received and paid, and dividends received are included in the cash flow from operating activities. Dividends paid are included in the cash flow from financing activities.

The acquisition price of acquired group companies is included in the cash flow from investment activities, insofar the payment in cash has taken place. Cash in these group companies is deducted from the purchase price.

Transactions that do not involve the exchange of cash, including financial leases, are not included in the cash flow statement. The payment of the lease instalments under the financial lease agreement is regarded as an expense from financing activities for the part relating to the repayment, and as an expense from operating activities for the part relating to the interest.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Notes to the consolidated balance sheet

1) Intangible fixed assets

Goodwill:

	<u>2021</u>	<u>2020</u>
	€000	€000
Book value as of 1 January	16,502	18,730
Acquisitions	10,493	318
Depreciation	(2,700)	(2,546)
Exchange rate differences	<u>139</u>	<u>0</u>
Book value as of 31 December	<u>24,434</u>	<u>16,502</u>
Historical cost as of 31 December	<u>110,370</u>	<u>99,877</u>
Cumulative depreciation and additional impairments as of 31 December	<u>(85,936)</u>	<u>(83,375)</u>

Depreciation of capitalised goodwill relating to acquired equity interests takes place over a period of 5 or 15 years. Goodwill is depreciated in line with its estimated economic life. The goodwill that is depreciated over 15 years relates to the acquisition of activities that, given their nature and size, have been part of the group for a very long time.

Depreciation and any impairments are recognised under general management costs in the profit and loss account.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Other intangible fixed assets

	2021	2020
	€000	€000
Book value as of 1 January	4,911	4,049
Acquisitions	574	-
Investments	552	2,096
Disposal	(1,099)	(327)
Exchange rate differences	89	(122)
Depreciation	(1,183)	(785)
Book value as of 31 December	<u>3,844</u>	<u>4,911</u>
Historical cost as of 31 December	<u>7,036</u>	<u>7,175</u>
Cumulative depreciation as of 31 December	<u>(3,192)</u>	<u>(2,264)</u>

The other intangible fixed assets relate to software and trademark and patent rights. Depreciations take place over a period of 5 years. Depreciation is included in general management costs in the profit and loss account.

2) Tangible fixed assets

The acquisition values, depreciation and book values of these assets show the following movements in 2021:

	Land and buildings	Plant and machinery	Other tangible fixed assets	Tangible fixed assets under constructi on	Total
	€000	€000	€000	€000	€000
Book value as of 1 January 2021	45,111	23,922	8,792	6,210	84,035
Investments	2,634	3,209	2,990	15,055	23,888
Acquisitions	10	589	374	465	1,438
Put into use	930	1,141	1,117	(3,188)	-
Disposal	(98)	(49)	(136)	(102)	(385)
Depreciation	(1,732)	(4,978)	(3,452)	(23)	(10,185)
Reversal of impairment	950	-	-	-	950
Depreciation	(694)	(956)	(24)	-	(1,674)
Deconsolidation	-	(306)	(5)	-	(311)
Exchange rate differences	682	302	86	469	1,539
Book value as of 31 December 2021	<u>47,793</u>	<u>22,874</u>	<u>9,742</u>	<u>18,886</u>	<u>99,295</u>
<i>As of 1 January 2021</i>					
Acquisition value	<u>87,505</u>	<u>110,971</u>	<u>50,273</u>	<u>6,525</u>	<u>255,266</u>
Cumulative depreciation	<u>(42,393)</u>	<u>(87,048)</u>	<u>(41,480)</u>	<u>(315)</u>	<u>(171,231)</u>
<i>As of 31 December 2021</i>					
Acquisition value	<u>91,088</u>	<u>113,301</u>	<u>54,910</u>	<u>19,250</u>	<u>278,549</u>
Cumulative depreciation	<u>(43,295)</u>	<u>(90,427)</u>	<u>(45,167)</u>	<u>365</u>	<u>(179,254)</u>
Depreciation percentages	<u>0-10</u>	<u>10-20</u>	<u>10-20</u>	<u>0</u>	

Part of the land and buildings with a book value of €6.2 million serves as security for mortgage loans.

3) Financial fixed assets

Other participations:

Movements in the balance sheet value of the non-consolidated participations in 2021 is as follows:

	2021 €000
Balance as of 1 January	31,587
Results	4,522
Other	(135)
Exchange rate differences	2,182
Dividends paid	(4,482)
Balance as of 31 December	<u>33,674</u>

A list of group companies and non-consolidated participations is included in the other explanatory notes.

Shareholders and participations:

	2021 €000	2020 €000
Balance as of 1 January	392	600
Repayments	(181)	(208)
	211	392
Repayment commitment for the next financial year (included in current receivables)	(211)	(209)
Balance as of 31 December (long-term)	<u>0</u>	<u>183</u>

Deferred tax assets:

Deferred tax assets relate to the difference between the tax treatment and the treatment in the financial statements of balance sheet items and a receivable pursuant to compensable losses with foreign group companies. This receivable has a predominantly long-term character.

For the remaining - in principle - compensable losses at foreign group companies, totalling approximately €908,000 (2020: €1,253,000), no deferred tax asset has been reported, given that these losses are not expected to be offset against taxable profits within the expiry period.

Movements in this deferred tax asset were as follows:

Koninklijke Zeelandia Groep B.V.
Zierikzee

	2021	2020
	€000	€000
Balance as of 1 January	2,321	1,900
Reclassification	0	292
Transaction credited/debited to the profit and loss account	545	360
Deconsolidation	(51)	0
Exchange rate differences	47	(231)
Balance as of 31 December	<u>2,862</u>	<u>2,321</u>

This deferred tax asset can be broken down into an amount of EUR 39,000 arising from loss compensation and an amount of EUR 2,823,000 arising from differences between commercial and fiscal valuation.

Other financial fixed assets:

	31.12.2021	31.12.2020
	€000	€000
Equipment financing and other receivables	<u>209</u>	<u>292</u>

The repayment of the equipment financed for customers takes place in proportion to the purchase of products over a maximum of six years. The average remaining term of the third-party loans is two years. Movements in the financing of equipment and third-party loans were as follows:

	2021	2020
	€000	€000
Balance as of 1 January	632	1,231
Funding provided	45	20
Repayments	(411)	(422)
Impairments	-	(186)
Exchange rate differences	6	(11)
	<u>272</u>	<u>632</u>
Repayment commitments for the next financial year (included in current receivables)	<u>(63)</u>	<u>(340)</u>
Balance as of 31 December (long-term)	<u>209</u>	<u>292</u>

4) Inventories

The book value of inventories valued at lower net realisable value amounts to €1.6 million (2020: €2.0 million). The provision for obsolete inventory amounts to €0.9 million (2020: €0.8 million) and is deducted from the total inventory value.

5) Receivables

Trade receivables:

A provision of €2.7 million (2020: €3.0 million) has been deducted from the trade receivables.

Shareholders and participations:

This concerns receivables from other participations in respect of goods supplied. Therefore, no securities have been provided, no repayment schedules have been agreed upon and no interest is charged.

Other receivables

The other receivables are considered to be current.

6) Cash and cash equivalents

There are restrictions on the availability of cash and cash equivalents for an amount of €0.5 million.

7) Group equity

Share of the legal entity in the group equity:

For an explanation of the legal entity's share in the group equity, reference is made to the explanatory notes on the equity in the company financial statements.

Third-party share in the group capital:

This concerns minority interests of third parties in consolidated group companies. Movements are as follows:

Koninklijke Zeelandia Groep B.V.
Zierikzee

	2021	2020
	€000	€000
Balance as of 1 January	298	490
Decrease in minority interest (due to increase in interest)	(51)	(22)
Deconsolidation	(116)	-
Dividend payment	(54)	-
Profit share	25	(117)
Exchange rate differences	5	(53)
Balance as of 31 December	107	298

The decrease in the minority interest in 2021 is mainly due to the expansion of the interest in Wigo GmbH Aromen & Backmittel and the disposal of the interest in Zeelandia South Africa (PTY) Ltd.

8) Provisions

Employee benefits:

Employee benefits can be specified as follows:

	31.12.2021	31.12.2020
	€000	€000
Pension obligations	2,918	3,065
Other deferred employee benefits	3,125	2,652
	6,043	5,717

Pension obligations:

The movement of the provision for pension obligations is as follows:

	2021
	€000
Balance as of 1 January	3,065
Withdrawal	(749)
Addition	601
Exchange rate differences	1
Balance as of 31 December	2,918

The expected cash outflows are discounted at a rate varying between 0.9% and 7.0%.
The expense for the year is included in the general management costs in the profit and loss account.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Other deferred employee benefits:

The movement of the provision for jubilee benefits is as follows:

	<u>2021</u>
	€000
Balance as of 1 January	2,652
Withdrawal	(79)
Addition	552
Exchange rate differences	<u>0</u>
Balance as of 31 December	<u>3,125</u>

The provisions for employee benefits mainly have a long-term character.

Deferred tax liabilities:

The movement of the provision for deferred taxes is as follows:

	<u>2021</u>
	€000
Balance as of 1 January	2,442
Transaction credited/debited to the profit and loss account	1,218
Deconsolidation	(89)
Exchange rate differences	<u>57</u>
Balance as of 31 December	<u>3,628</u>

Provisions for taxes predominantly mainly have a long-term character.

9) Long-term liabilities

Credit institutions:

Movements in these loans during 2021 are as follows:

	2021	2020
	€000	€000
Balance as of 1 January (long-term)	6,143	5,743
Repayment commitments for the financial year	688	796
	6,831	6,539
Funding received	2,426	1,198
Acquisitions	863	-
Repayments	(263)	(243)
Deconsolidation	(2)	-
Exchange rate differences	376	(663)
	10,231	6,831
Repayment commitment for the coming year (short-term)	(1,339)	(688)
Balance as of 31 December (long-term)	8,892	6,143

The interest rate is fixed. The interest rate for financial year 2021 varies between 2.0 and 8.0% (2020: between 2.0 and 12.0%). The relatively high interest rate is mainly caused by the currency of the Russian Rouble, and in the previous year by the South African Rand. The amount of long-term loans with a term longer than 5 years is €3.0 million (2020: €3.2 million).

The following securities have been provided to credit institutions for the foreign long-term and short-term debts:

- Right of mortgage on the real estate in Great Britain;
- Right of mortgage on the real estate in Italy;
- Pledging of current assets in the respective countries;
- Corporate guarantee for the loans in Russia and Great Britain.

10) Short-term liabilities

Credit institutions:

A compte-joint and co-liability agreement between all Dutch group companies of Koninklijke Zeelandia Groep B.V. has been provided as security for an acquired credit facility of up to € 25,000,000 on the balance sheet date. At the end of 2021, an amount of € 5.2 million was drawn from the credit facility.

In addition to the facility above, credit facilities of up to €3.2 million are available in various countries, secured by local assets. No use of these facilities has been made by the end of 2021.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Shareholders and participations:

This concerns debts to other participations in respect of purchased goods. Therefore, no securities have been provided, no repayment schedules agreed upon and no interest is charged.

Taxes and social security contributions:

Of this, €1.5 million (2020: €0.7 million) relates to corporate income tax payable. The other receivables include an amount of €2.5 million (2020: €2.2 million) in respect of corporate income tax receivable. The items have not been netted as they relate to different tax authorities.

Off balance sheet commitments

Bank guarantees issued on behalf of third parties amounted to €189,000 as of 31 December 2021 (31 December 2020: €501,000).

In the normal course of business, purchase commitments for the purchase of raw materials were entered into in 2021, for the coming financial year.

As of 31 December 2021, the investment commitments entered into amount to €7.4 million (31 December 2020: €0.3 million).

Commitments arising from rental and lease obligations entered into with third parties amount to €14.2 million (31 December 2020: €7.0 million). Of these, an amount of €8.6 million (31 December 2020: €4.4 million) has a term longer than one year and an amount of €2.2 million (31 December 2020: €0.1 million) has a term longer than five years.

As of 31 December, there is an ongoing insurance claim for business losses suffered as a result of a fire in a production facility.

Financial risks

The group's policy on financial risks is set out below.

General

The main financial risks that the group is exposed to are foreign exchange rate risks, interest rate risks, liquidity risks and credit risks.

In addition to forward currency contracts, the group does not use financial derivatives and does not take speculative positions.

Foreign exchange risk

The group's policy is to limit the exchange rate risks arising from sales and purchases to an acceptable level and, in the short term, to limit the effects of exchange rate and interest rate fluctuations on the result to an acceptable level and, in the long term, to follow market exchange rates and market interest rates. The risks arising from currency positions are analysed regularly

Koninklijke Zeelandia Groep B.V.
Zierikzee

and, where necessary, hedged by means of forward exchange contracts. The main countries that cause this foreign exchange risk are the countries where the group has a (majority or minority) participation, where the local currency is not the euro, and in the case of relevant foreign currencies where exchange rate fluctuations are higher than average.

Interest rate risk

A limited number of foreign group companies have taken out loans from credit institutions. The group's interest rate risk is limited.

Liquidity risk

Liquidity budgets are prepared on a regular basis. Liquidity risks are managed by means of interim monitoring and possible adjustments.

Credit risk

The group limits its credit risk by using credit limits and periodically assessing the creditworthiness of debtors. On the balance sheet date, there were no unacceptable concentrations of credit risk.

Notes to the consolidated profit and loss account

11) Net turnover

Net turnover broken down by geographical area is as follows:

	2021	2020
	€000	€000
The Netherlands	81,154	78,836
Other European Union	242,352	207,510
Rest of Europe	79,551	57,322
Rest of the world	58,709	69,546
	<u>461,766</u>	<u>413,214</u>

All net turnover is realised within the same business.

12) General management costs

Salaries included in the costs amount to €77,174,000 (2020: €73,149,000). The social security costs amount to €20,786,000 (2020: €20,380,000). This includes pension charges amounting to €4,945,000 (2020: €4,973,000).

The average number of employees (expressed in FTEs) in 2021 was: 2,506 (2020: 2,545).

	2021	2020
The Netherlands	396	400
Other European Union	996	988
Rest of Europe	468	438
Rest of the world	646	719
	<u>2,506</u>	<u>2,545</u>

The amounts referred to in article 2:383(1) of the Netherlands Civil Code are €1,622,000 (2020: €2,086,000) (directors) and €162,000 (2020: €170,000) (supervisory directors) respectively. The remuneration for directors for the 2020 financial year includes a one-time payment to a former director.

Koninklijke Zeelandia Groep B.V.
Zierikzee

13) Depreciations

The profit and loss account includes an amount of €14,792,000 (2020: €13,509,000) for depreciation and impairments of fixed assets.

14) Other operating expenses

The total fees charged in the financial year against the result in the Netherlands for work carried out by the external auditor and the accounting firm amounted to €230,000 (2020: €270,000).

This amount can be divided as follows:

	2021	2020
	€000	€000
Audit of the financial statements	158	163
Other non-audit services	2	32
Tax advice	68	75
	<u>230</u>	<u>270</u>

15) Other operating income

Other operating income comprise includes compensation received for business damages incurred.

16) Taxes

The corporate income tax recognised in the profit and loss account can be specified as follows:

	2021	2020
	€000	€000
Corporation income tax payable	4,271	3,299
Movement in deferred tax assets	(545)	(360)
Movement in deferred tax liability	1,218	(451)
	<u>4,944</u>	<u>2,489</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

The 2021 effective tax rate is 32.9% (2020: 59.6%) of the result before tax (excluding the result from participations) and can be specified as follows:

	2021		2020	
	%	€000	%	€000
Profit before tax		<u>15,027</u>		<u>4,175</u>
Tax charged based on Dutch nominal rate	25.0	3,757	25.0	1,044
Application of foreign nominal rates	(1.5)	(232)	(1.3)	(56)
Non-deductible costs	5.1	759	40.1	1,674
Exempted income	(0.6)	(90)	10.6	441
Income from tax facilities	0	0	(0.1)	(2)
Loss compensation previous years	0.7	111	(3.3)	(138)
Charges/income due to valuation differences	4.1	609	(19.4)	(811)
Non-deductible withholding taxes	0	0	2.9	122
Accrued charges/(income) previous years	0.2	30	5.1	214
	<u>32.9</u>	<u>4,944</u>	<u>59.6</u>	<u>2,488</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Subsequent events

The new financial year has seen global geopolitical turmoil caused by the Russian invasion of Ukraine. The financial impact of this event could not be reliably estimated at the time that the financial statements were prepared. However, the impact on business activities in both countries is expected to be significant. In connection with this, there may also be an impact on the valuation of fixed assets (both tangible and intangible). Furthermore, the disruption of the supply chain is expected to have a strong impact on how prices develop further and on the availability of raw materials, which will invariably lead to an increase in the cost price of our products. This event and the related uncertainties are not expected to affect the going concern assumption of the group as a whole.

In addition, insurance payments were received in the new financial year amounting to EUR 5.9 million in connection with incurred business losses. The final extent of the damage sustained and the related insurance payment are not as yet known.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Overview of group companies

(Unless stated otherwise, the participation is 100%)

- Aldia N.V., Oudenaarde (Belgium);
- N.V. Zeelandia, Wommelgem (Belgium);
- J.H. Wouters N.V., Lokeren (Belgium);
- Emulzint Ltda., Jundiai (Brazil);
- Zeelandia Colombia S.A.S., Bogotá (Colombia);
- Zeelanco Verwaltungs GmbH, Frankfurt am Main (Germany);
- Zeelandia GmbH & Co. KG, Frankfurt am Main (Germany);
- Zeelandia van Esso GmbH, Trittau (Germany);
- Wigo GmbH Aromen & Backmittel, Trittau (Germany);
- Zeelandia Holdings (UK) Ltd., Billericay (Great Britain);
- Zeelandia Limited, Billericay (Great Britain);
- Magyar Zeelandia KFT, Budapest (Hungary);
- PT Zeelandia Indonesia, Tangerang (Indonesia);
- PT Seelindo Sejahterata, Tangerang (Indonesia);
- Novaterra Zeelandia S.p.A., Ossona (Italy);
- Zeelandia East Africa Limited, Nairobi (Kenya) (70%);
- UAB Zeelandia, Klaipėdos (Lithuania);
- Erando B.V., Rotterdam;
- Zeelandia-BakeCanto Holding B.V., Zierikzee;
- Zeelandia H.J. Doeleman B.V., Zierikzee;
- Zeelandia International B.V., Zierikzee;
- Zeelandia Nederland B.V., Zierikzee;
- Zeelandia International Holding B.V., Zierikzee;
- Zeelco B.V., Zierikzee;
- LLC Zeelandia, Brovary (Ukraine);
- S.C. Zeelandia, Brovary (Ukraine);
- Zeelandia Sp. z o.o., Poznań (Poland);
- S.C. Zeelandia SRL, Iasi (Romania);
- Zeelandia OOO, Elino (Russia);
- James Fleming & Company Ltd., Glasgow (Scotland);
- Zeelandia s.r.o., Kosice (Slovakia);
- Zeelandia Productos Alimentarios S.A., Santa Margarida I els Monjos (Spain);
- Zeelandia spol. s r.o., Malsice (Czech Republic);
- Zeelandia Gıda Sanayi ve Ticaret Anonim Şirketi (Turkey);
- Zeelandia Pakistan (Private) Limited (Pakistan) (60%).

The company has issued an article 403 liability declaration for the Dutch group companies.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Overview of non-consolidated participations

- Zeelandia Bakery Ingredients (Wuxi) Co. Ltd (China); (50%)
- Sefco Zeelandia S.A., Athens (Greece); (50%)
- Fine Zeelandia Private limited company, Mumbai (India); (50%)
- Prodite Zeelandia Produtos Alimentares Lda, Rio Tinto (Portugal); (48.8%)
- Zeelandia D.O.O. Belgrade (Serbia)
(100% shareholding of Sefco Zeelandia S.A.). (50%)
- Zeelandia EOOD, Sofia (Bulgaria)
(100% shareholding of Sefco Zeelandia S.A.). (50%)

	Toe- lichting	31.12.2021 € 000	31.12.2020 € 000
Eigen vermogen	3		
Geplaatst kapitaal		368	368
Agioreserve		64.688	64.688
Reserve niet-uitgekeerde winsten deelnemingen		19.647	18.565
Reserve koersverschillen		(29.235)	(33.366)
Algemene reserve		176.250	174.429
Onverdeeld resultaat		<u>14.407</u>	<u>5.653</u>
		246.125	230.337
Langlopende schulden			
Groepsmaatschappijen	4	6.506	4.500
Kortlopende schulden			
Kredietinstellingen		5.200	2.141
Groepsmaatschappijen		51.228	72.819
Overige schulden en overlopende passiva		<u>1.404</u>	<u>1.156</u>
		57.832	76.116
		<u>310.463</u>	<u>310.953</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Enkelvoudige balans per 31 december 2021

(voor resultaatbestemming)	Toe- lichting	31.12.2021 € 000	31.12.2020 € 000
Vaste activa			
Immateriële vaste activa:			
Overige immateriële vaste activa		806	1.318
Materiële vaste activa:			
Machines en installaties	5		6
Andere vaste bedrijfsmiddelen	232		54
		237	60
Financiële vaste activa:	1		
Deelnemingen	283.129		294.278
Vorderingen op groepsmaatschappijen	20.047		4.004
		303.176	298.282
Vlottende activa			
Vorderingen:	2		
Groepsmaatschappijen	2.128		6.453
Overige vorderingen en overlopende activa	850		570
		2.978	7.023
Liquide middelen		3.266	4.270
		<u>310.463</u>	<u>310.953</u>

Notes to the company financial statements

The company financial statements have been prepared according to the provisions of Title 9 of Book 2 of the Dutch Civil Code.

Accounting principles

For the general principles for the preparation of the financial statements, as well as for the principles for the valuation of assets and liabilities and the determination of the results, and for the notes on the various assets, liabilities and results, reference is made to the notes on the consolidated financial statements, unless stated otherwise.

Insofar as the items of the balance sheet are not explained in the consolidated balance sheet, further explanations are given below.

Statutory reserve for participations

The statutory reserve for participations is formed equal to the share of Koninklijke Zeelandia Groep B.V. in the results and direct increases of the participations since the initial valuation of these participations at net asset value, insofar as Koninklijke Zeelandia Groep B.V. cannot affect distribution without restrictions. The statutory reserve for participations is determined on an individual basis.

Notes to the various items of the balance sheet

1) Financial fixed assets

Participations:

Movement in the balance sheet value of participations in group companies in 2021 is as follows:

	<u>2021</u> €000
Balance as of 1 January	294,278
Results	23,865
Other	55
Dividends	(39,199)
Exchange rate differences	<u>4,130</u>
	<u>(11,149)</u>
Balance as of 31 December	<u><u>283,129</u></u>

Company profit and loss account for 2021

	Notes	<u>2021</u>	<u>2020</u>
		€000	€000
Share in result of participations	1	23,865	13,569
Other income and expenses after tax		<u>(9,458)</u>	<u>(7,916)</u>
Result after tax		<u><u>14,407</u></u>	<u><u>5,653</u></u>

2) Current assets

Group companies

No security has been provided for the receivables from group companies of the Koninklijke Zeelandia Groep B.V. and no repayment schedule has been agreed upon. Interest is charged on these receivables.

3) Equity

	Issued capital	Share premium reserve	Reserve for undistributed profits of participations	Reserve for exchange rate differences	General reserve	Unappropriated result	Total Equity
	€000	€000	€000	€000	€000	€000	€000
Balance as of 1 January 2020	368	64,688	15,160	(19,083)	158,596	19,213	238,942
<i>Changes 2020</i>							
Result appropriation	-	-	3,405	-	15,808	(19,213)	-
Net result for financial year	-	-	-	-	-	5,653	5,653
Changes in exchange rate differences	-	-	-	(14,283)	-	-	(14,283)
Other	-	-	-	-	25	-	25
Balance as of 31 December 2020	368	64,688	18,565	(33,366)	174,429	5,653	230,337
<i>Changes 2021</i>							
Result appropriation	-	-	1,082	-	4,571	(5,653)	-
Net result for financial year	-	-	-	-	-	14,407	14,407
Changes in exchange rate differences	-	-	-	4,131	-	-	4,131
Dividend paid	-	-	-	-	(2,750)	-	(2,750)
Balance as of 31 December 2021	368	64,688	19,647	(29,235)	176,250	14,407	246,125

Issued capital

The authorised capital is divided into 1,500,000 shares amounting to €1 each.

The issued and fully paid-up share capital amounts to 367,702 ordinary shares of €1 each and is held by Houdstermaatschappij H.J. Doeleman B.V. in Zierikzee.

Share premium reserve

The share premium is also paid for tax purposes. There were no changes in the annual reports of 2021 and 2020.

Result appropriation for the financial year 2020

The 2020 financial statements were approved at the general meeting held on 27 May 2021.

The general meeting determined the appropriation of the result in accordance with the proposal that was drawn up for that purpose.

Result appropriation proposal for the financial year 2021

The Executive Board proposes distributing the profit for the financial year 2021 as follows:

	<u>2021</u>
	€000
Result after tax	14,407
Movement in statutory reserve	1,969
Movement in general reserve	<u>12,438</u>
	<u>14,407</u>

In accordance with the current dividend policy, it is proposed to distribute a dividend of €7,204,000 from the general reserve in 2022 (this is based on 50% of the net result for 2021).

The proposals above have not yet been incorporated into the balance sheet as of 31 December 2021.

4) Long-term liabilities

Group companies:

No securities have been provided for the liabilities to group companies and no repayment schedule has been agreed upon. Interest is charged on these liabilities.

Off balance sheet commitments

Pursuant to Section 403 of Book 2 of the Dutch Civil Code, the company has assumed liability for the debts of its Dutch group companies arising from legal acts.

Together with the other Dutch companies belonging to the group, Koninklijke Zeelandia Groep B.V. forms a fiscal unit for corporate income tax purposes and is therefore jointly and severally liable for the tax liability of this fiscal unit as a whole.

Bank guarantees issued on behalf of third parties amounted to €0 as of 31 December 2021 (31 December 2020: €375,000).

Guarantees were issued for outstanding loans with credit institutions on behalf of subsidiaries in Russia and Great Britain.

Signing of the financial statements

Zierikzee, 12 April 2022

Executive Board:

I.E. Meekma

L.H.B. Lockefer

C.J. van Wees

Supervisory Board:

B.C. Jansen,
Chair

E.E. Schotte

M.C.G. Iacono

R. Krist

Other information

Audit report by the independent auditor

Please refer to the audit report included below.

Articles of association regulations regarding the appropriation of result

Article 23 of the articles of association contains the following provisions in this respects:

23.1 The general meeting is authorised to allocate the profit as determined by the adoption of the financial statements. If the general meeting does not pass a resolution on the appropriation of the profit prior to or no later than immediately after the resolution to adopt the financial statements, the profit will be added to the reserves.

23.2 The general meeting is authorised to determine distributions. If the company is required to maintain reserves by law, this authority shall only apply to the extent that the equity exceeds these reserves. A resolution of the general meeting to make a distribution shall have no effect until the Executive Board has given its approval. The Executive Board may only withhold approval if it knows or should presume within reason that the company will not be able to continue to pay its outstanding debts after the distribution.

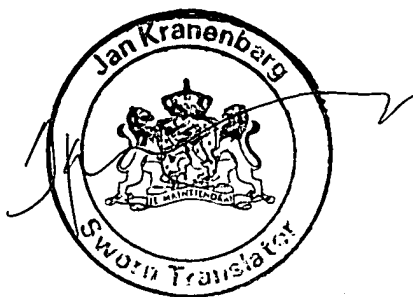
23.3 The calculation of the amount to be distributed on each share shall be based on its nominal value.

AFFIDAVIT

SUBJECT: Annual Report 2021 prepared by Koninklijke Zeelandia Groep B.V., dated 12 April 2022.

I, Jan Kranenborg, a sworn translator appointed by the District Court of Zutphen, Netherlands, reg. no WBTV 2983, certify the attached document to be a true and full translation from Dutch into English of the original seen by me.

Wenum Wiesel, 8 June 2022



Koninklijke Zeelandia Groep B.V.
Zierikzee

Inhoud

Jaarstukken 2021	3
Bestuursverslag	4
Verslag van de Raad van Commissarissen	5
Jaarrekening	6
Geconsolideerde balans per 31 december 2021	7
Geconsolideerde winst-en-verliesrekening over 2021	8
Geconsolideerd kasstroomoverzicht over 2021	9
Overzicht van het totaalresultaat van de rechtspersoon over 2021	11
Toelichting op de geconsolideerde jaarrekening	12
Overzicht groepsmaatschappijen	36
Overzicht niet-geconsolideerde deelnemingen	37
Enkelvoudige balans per 31 december 2021	38
Enkelvoudige winst-en-verliesrekening over 2021	39
Toelichting op de enkelvoudige jaarrekening	40
Overige gegevens	44
Controleverklaring van de onafhankelijke accountant	44
Statutaire regeling betreffende de bestemming van het resultaat	44

Koninklijke Zeelandia Groep B.V.
Zierikzee

Jaarstukken 2021

- Bestuursverslag
- Verslag van de Raad van Commissarissen
- Jaarrekening
- Overige gegevens

Koninklijke Zeelandia Groep B.V.
Zierikzee

Bestuursverslag

Het bestuursverslag ligt ter inzage ten kantore van de vennootschap.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Verslag van de Raad van Commissarissen

Het jaarverslag van de Raad van Commissarissen ligt ter inzage ten kantore van de vennootschap.

	Toe- lichting	31.12.2021 € 000	31.12.2020 € 000
Groepsvermogen	7		
Aandeel van de rechtspersoon in het groepsvermogen		246.125	230.337
Aandeel van derden in het groepsvermogen		<u>107</u>	<u>298</u>
		246.232	230.635
Voorzieningen	8		
Personeelsbeloningen		6.043	5.717
Latente belastingverplichtingen		<u>3.628</u>	<u>2.442</u>
		9.671	8.159
Langlopende schulden	9		
Kredietinstellingen		8.892	6.143
Overige langlopende schulden		<u>729</u>	<u>23</u>
		9.621	6.166
Kortlopende schulden	10		
Kredietinstellingen		8.481	6.701
Handelscrediteuren		48.026	36.992
Participanten en maatschappijen waarin wordt deelgenomen		19	14
Belastingen en premies sociale verzekeringen		6.561	6.643
Overige schulden en overlopende passiva		<u>26.223</u>	<u>20.337</u>
		89.310	70.687
		<u>354.834</u>	<u>315.647</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Jaarrekening

- Geconsolideerde balans
- Geconsolideerde winst-en-verliesrekening
- Geconsolideerd kasstroomoverzicht
- Overzicht van het totaalresultaat van de rechtspersoon
- Toelichting op de geconsolideerde jaarrekening
- Enkelvoudige balans
- Enkelvoudige winst-en-verliesrekening
- Toelichting op de enkelvoudige jaarrekening

Koninklijke Zeelandia Groep B.V.
Zierikzee

Geconsolideerde balans per 31 december 2021

(voor resultaatbestemming)	Toe- lichting	31.12.2021 € 000	31.12.2020 € 000
Vaste activa			
Immateriële vaste activa:	1		
Goodwill		24.434	16.502
Overige immateriële vaste activa		<u>3.844</u>	<u>4.911</u>
		28.278	21.413
Materiële vaste activa:	2		
Bedrijfsgebouwen en -terreinen		47.793	45.111
Machines en installaties		22.874	23.922
Andere vaste bedrijfsmiddelen		9.742	8.792
Vaste bedrijfsmiddelen in uitvoering		<u>18.886</u>	<u>6.210</u>
		99.295	84.035
Financiële vaste activa:	3		
Andere deelnemingen		33.674	31.587
Participanten en maatschappijen waarin wordt deelgenomen		0	183
Latente belastingvordering		2.862	2.321
Overige financiële vaste activa		<u>209</u>	<u>292</u>
		<u>36.745</u>	<u>34.383</u>
		164.318	139.831
Vlottende activa			
Vorraden:	4		
Grond- en hulpstoffen		31.245	24.063
Gereed product en handelsartikelen		<u>29.434</u>	<u>23.603</u>
		60.679	47.666
Vorderingen:	5		
Handelsdebiteuren		65.716	54.279
Participanten en maatschappijen waarin wordt deelgenomen		2.699	2.432
Overige vorderingen en overlopende activa		<u>13.186</u>	<u>12.088</u>
		81.601	68.799
Liquide middelen	6	<u>48.236</u>	<u>59.351</u>
		<u>354.834</u>	<u>315.647</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Geconsolideerde winst-en-verliesrekening over 2021

	Toe- lichting	2021 € 000	2020 € 000
Netto-omzet	11	461.766	413.214
Kostprijs van de omzet		<u>312.033</u>	<u>274.061</u>
Bruto-omzetresultaat		149.733	139.153
Verkoopkosten		78.890	76.093
Algemene beheerskosten		<u>62.768</u>	<u>57.087</u>
Som der kosten	12-14	141.658	133.180
Netto-omzetresultaat		8.075	5.973
Overige bedrijfsopbrengsten	15	<u>6.975</u>	<u>-</u>
Bedrijfsresultaat		15.050	5.973
Aandeel in resultaat van niet-geconsolideerde deelnemingen	3	4.348	3.849
Financiële baten		1.137	899
Financiële lasten		<u>(1.160)</u>	<u>(2.697)</u>
Resultaat voor belastingen		19.375	8.024
Belastingen	16	<u>(4.944)</u>	<u>(2.488)</u>
Geconsolideerd resultaat na belastingen		<u>14.431</u>	<u>5.536</u>
Waarvan aandeel van derden	7	<u>(23)</u>	<u>(117)</u>
Resultaat toekomend aan de rechtspersoon		<u>14.407</u>	<u>5.653</u>

Geconsolideerd kasstroomoverzicht over 2021

	2021	2020
	€ 000	€ 000
Bedrijfsresultaat	15.050	5.973
Aanpassingen om van het bedrijfsresultaat tot de kasstroom uit bedrijfsoperaties te komen:		
Afschrijvingen en additionele waardeverminderingen van immateriële vaste activa	3.884	3.330
Afschrijvingen en additionele waardeverminderingen van materiële vaste activa	10.909	10.178
Mutaties voorzieningen	105	36
Mutaties in het werkkapitaal:		
Vorraden	(9.771)	(3.300)
Operationele vorderingen	(4.968)	4.602
Operationele schulden	4.279	402
Kasstroom uit bedrijfsoperaties	19.488	21.221
Overige operationele activiteiten:		
Ontvangen rentebaten	1.145	899
Betaalde rentelasten	(1.376)	(2.034)
Betaalde belastingen	(4.210)	(4.326)
Ontvangen dividenden	4.483	365
Kasstroom uit Overige operationele activiteiten	42	(5.096)
Saldo van kasstroom uit operationele activiteiten	19.530	16.125
Investeringsactiviteiten		
Acquisitie groepsmaatschappijen	(8.309)	(778)
Investerings in immateriële vaste activa	(552)	(1.091)
Investerings in materiële vaste activa	(22.423)	(9.883)
Desinvesteringen van materiële vaste activa	501	600
Desinvesteringen van immateriële vaste activa	160	-
Ontvangsten uit financiële vaste activa	1.668	520
Saldo van kasstroom uit investeringsactiviteiten	(28.955)	(10.632)
Subtotaal	(9.425)	5.493

Koninklijke Zeelandia Groep B.V.
Zierikzee

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Transport sub totaal	(9.425)	5.493
Financieringsactiviteiten		
Opname van langlopende leningen kredietinstellingen	2.612	1.502
Aflossingen van langlopende leningen kredietinstellingen	(532)	(285)
Mutatie van kortlopende leningen kredietinstellingen	(1.013)	(145)
Uitgekeerd dividend	(2.830)	-
Saldo van kasstroom uit financieringsactiviteiten	(1.763)	1.072
Mutatie saldo liquide middelen	(11.188)	6.565
 Stand per 1 januari	 59.351	 58.384
Mutatie saldo liquide middelen	(11.188)	6.565
Koersverschillen	73	(5.598)
Stand per 31 december	48.236	59.351

Koninklijke Zeelandia Groep B.V.
Zierikzee

Overzicht van het totaalresultaat van de rechtspersoon over 2021

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Geconsolideerd nettoresultaat na belastingen toekomend aan de rechtspersoon	14.407	5.653
Koersresultaten buitenlandse deelnemingen	<u>4.130</u>	<u>(14.283)</u>
Totaalresultaat van de rechtspersoon	<u>18.537</u>	<u>(8.360)</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Toelichting op de geconsolideerde jaarrekening

Algemeen

Activiteiten

De activiteiten van Koninklijke Zeelandia Groep B.V., statutair gevestigd te Zierikzee (Poststraat 11, 4301 AA Zierikzee, geregistreerd onder kvk-nummer 22043788), en haar groepsmaatschappijen zijn voornamelijk gericht op het ontwikkelen, fabriceren en verkopen van ingrediënten van hoogwaardige kwaliteit voor brood en banket.

Groepsverhoudingen

Koninklijke Zeelandia Groep B.V. staat aan het hoofd van een groep rechtspersonen. Een overzicht van de gegevens vereist op grond van de artikelen 2:379 en 2:414 BW is opgenomen in dit rapport. Gedurende het boekjaar is de groepsmaatschappij Zeelandia South Africa (PTY) Ltd. gevestigd in Blackheath, Zuid-Afrika afgestoten.

Fusies en overnames

Gedurende 2021 heeft een uitbreiding van het belang in Wigo GmbH Aromen & Backmittel gevestigd in Duitsland plaatsgevonden. Hierbij zijn de resterende 20% van de aandelen voor € 0,4 miljoen verkregen. De acquisitie is per 1 januari 2021 verwerkt volgens de purchase accounting methode. Bij deze transactie is een goodwill van € 0,3 mio betaald.

Voorts is per 1 april een 100% belang verkregen in J.H. Wouters N.V. gevestigd in België. In deze transactie die volgens de purchase accounting methode is verwerkt is een reële waarde verkregen van € 1,5 miljoen negatief tegen directe betaling van € 2,2 miljoen. Naar verwachting zal in 2022 nog een aanvullende betaling ad € 0,7 miljoen plaatsvinden waarmee de betaalde goodwill € 4,7 miljoen bedraagt.

Verder hebben gedurende het boekjaar twee activa en passiva transacties plaatsgevonden. Hierbij is in een geval voor € 3,0 miljoen een pakket aan activa en passiva verkregen. De acquisitie is per 1 juni verwerkt volgens de purchase accounting methode en daarbij is geen goodwill betaald. Bij de andere acquisitie is een pakket activa en passiva verkregen tegen directe betaling van € 3,4 miljoen en een uitgestelde betaling van naar verwachting € 2,7 miljoen. Deze acquisitie is per 1 augustus verwerkt volgens de purchase accounting methode en daarbij is een goodwill van € 5,2 miljoen betaald.

Impact coronavirus

Sinds het voorjaar van 2020 is Nederland getroffen door de Covid-19 pandemie die grote gevolgen heeft voor de wereldeconomie. Ten opzichte van het vorig boekjaar 2020 waarin we voor het eerst werden geconfronteerd met verregaande beperkingen in samenlevingen en de impact die deze hadden op onze business is er in 2021 sprake van een herstel van de omzet en de EBITDA. De

Koninklijke Zeelandia Groep B.V.
Zierikzee

onderneming volgt de ontwikkelingen nog steeds nauwlettend en neemt tijdig beslissingen om de impact zo beheersbaar mogelijk te houden en de continuïteit van de productie en de leveringen te waarborgen. Bij het opstellen van de jaarrekening is de precieze impact van Covid-19 op de toekomstige operationele activiteiten nog niet geheel duidelijk, dit doordat onzekerheid bestaat over hoe het virus zich zal ontwikkelen en welke (overheids)maatregelen in dat kader noodzakelijk zijn. De verwachting is dat Covid-19 geen invloed heeft op de grondslagen op basis waarvan de jaarrekening is opgesteld.

Grondslagen voor de consolidatie

In de geconsolideerde jaarrekening van Koninklijke Zeelandia Groep B.V. zijn de financiële gegevens verwerkt van de tot Koninklijke Zeelandia Groep B.V. behorende maatschappijen en andere rechtspersonen waarop een overheersende zeggenschap kan worden uitgeoefend of waarover de centrale leiding wordt gevoerd.

De geconsolideerde jaarrekening wordt opgesteld met toepassing van de grondslagen voor de waardering en de resultatenbepaling van Koninklijke Zeelandia Groep B.V.

De financiële gegevens van de groepsmaatschappijen worden volledig in de geconsolideerde jaarrekening opgenomen onder eliminatie van de onderlinge verhoudingen en transacties.

Belangen van derden in het vermogen en in het resultaat van groepsmaatschappijen worden afzonderlijk in de geconsolideerde jaarrekening tot uitdrukking gebracht.

De resultaten van de groepsmaatschappijen worden geconsolideerd vanaf de datum waarop overheersende zeggenschap is verkregen.

Op die datum worden de activa en verplichtingen gewaardeerd tegen de reële waarden. De betaalde goodwill wordt geactiveerd en afgeschreven over de economische levensduur.

De resultaten van afgestoten deelnemingen worden in de consolidatie verwerkt tot het tijdstip waarop de groepsband wordt verbroken.

De financiële gegevens van Koninklijke Zeelandia Groep B.V. zijn verwerkt in de geconsolideerde jaarrekening zodat, gebruikmakend van artikel 402 Boek 2 van het Burgerlijk Wetboek, is volstaan met een verkorte winst-en-verliesrekening in de enkelvoudige jaarrekening.

Algemene grondslagen voor de opstelling van de geconsolideerde jaarrekening

De geconsolideerde jaarrekening is opgesteld volgens de bepalingen van Titel 9 Boek 2 BW.

De waardering van activa en passiva en de bepaling van het resultaat vinden plaats op basis van historische kosten, tenzij anders vermeld.

Baten en lasten worden toegerekend aan het jaar waarop deze betrekking hebben. Winsten worden slechts opgenomen voor zover deze op balansdatum zijn gerealiseerd.

Verplichtingen en mogelijke verliezen die hun oorsprong vinden voor het einde van het verslagjaar, worden in acht genomen indien deze voor het opmaken van de jaarrekening bekend zijn geworden.

Financiële instrumenten

Onder financiële instrumenten worden zowel primaire financiële instrumenten, zoals vorderingen en schulden, als financiële derivaten verstaan.

In de toelichting op de onderscheiden posten van de balans wordt de reële waarde van het betreffende instrument toegelicht als die afwijkt van de boekwaarde. Indien het financiële instrument niet in de balans is opgenomen, wordt de informatie over de reële waarde gegeven in de toelichting op de 'Niet in de balans opgenomen rechten en verplichtingen'.

Primaire financiële instrumenten

Voor de grondslagen van primaire financiële instrumenten wordt verwezen naar de behandeling per balanspost.

Financiële derivaten

Financiële derivaten waarbij de onderliggende waarde niet beursgenoteerd is, worden tegen kostprijs opgenomen. Indien per balansdatum de reële waarde lager is dan de kostprijs dan wel negatief is, wordt het derivaat ten laste van de winst-en-verliesrekening afgewaardeerd naar de lagere reële waarde. Bij de bepaling van de lagere reële waarde wordt het effect van lopende rente buiten beschouwing gelaten.

Hedge accounting

De groep past geen hedge accounting toe.

Omrekening van vreemde valuta

Vorderingen, schulden en verplichtingen in vreemde valuta worden omgerekend tegen de koers per balansdatum. Transacties in vreemde valuta gedurende de verslagperiode zijn in de jaarrekening verwerkt tegen de koers die geldt op de datum van de transactie. De uit de omrekening voortvloeiende koersverschillen worden opgenomen in de winst-en-verliesrekening.

Diverse buitenlandse groepsmaatschappijen en niet-geconsolideerde deelnemingen kwalificeren als bedrijfsuitoefening in het buitenland met een andere functionele valuta dan die van de vennootschap. Voor de omrekening van de jaarrekening van deze bedrijfsuitoefening in het buitenland wordt voor de balans de eindkoers gehanteerd. Voor wat betreft de winst-en-verliesrekening wordt de gemiddelde koers gehanteerd. De omrekeningsverschillen die optreden, worden rechtstreeks ten gunste of ten laste van het groepsvermogen gebracht en verwerkt in de omrekenverschillen.

Schattingen

Bij de totstandkoming van diverse posten in de jaarrekening is gebruik gemaakt van schattingen. De schattingselementen zijn toegepast op de volgende posten: immateriële vaste activa, materiële vaste activa, financiële vaste activa, voorzieningen en overige kortlopende schulden. Uitkomsten

Koninklijke Zeelandia Groep B.V.
Zierikzee

kunnen afwijken van de gemaakte schattingen. De schattingen en onderliggende aannames worden op regelmatige basis getoetst. De belangrijkste schattingen hebben betrekking op purchase price allocation, afschrijving van vaste activa, incurante voorraad, dubieuze debiteuren, voorzieningen en nog te betalen kosten.

Als gevolg van de invloed van het coronavirus is de schattingsonzekerheid toegenomen. Het coronavirus heeft invloed op de aard en betrouwbaarheid van de beschikbare informatie ter ondersteuning bij het maken van schattingen. Als gevolg van het coronavirus is de bandbreedte van redelijkerwijs mogelijke veronderstellingen die ten grondslag liggen aan deze schattingen groot. Voor Koninklijke Zeelandia Groep B.V. heeft dit bijvoorbeeld mogelijk impact op de voorziening dubieuze debiteuren.

Van een schattingswijziging is sprake indien een eerdere schatting wordt herzien. Een schattingswijziging wordt verwerkt in de periode waarin deze plaatsvindt, alsmede in toekomstige perioden, indien de wijziging zowel van invloed is op de huidige periode als op de toekomstige perioden.

Grondslagen van de waardering van activa en passiva

Immateriële vaste activa

De immateriële vaste activa worden gewaardeerd op het bedrag van de bestede kosten, verminderd met de cumulatieve afschrijvingen welke lineair worden berekend, en, indien van toepassing, met bijzondere waardeverminderingen. De jaarlijkse afschrijvingen bedragen een vast percentage van de bestede kosten, zoals nader in de toelichting op de balans is gespecificeerd. De verwachte gebruiksduur en de afschrijvingsmethode worden aan het einde van elk boekjaar opnieuw beoordeeld.

Materiële vaste activa

De materiële vaste activa worden gewaardeerd op verkrijgingsprijs, verminderd met de cumulatieve afschrijvingen en indien van toepassing met bijzondere waardeverminderingen. De afschrijvingen worden gebaseerd op grond van schattingen van de economische levensduur van de verschillende objecten en worden berekend op basis van een vast percentage van de verkrijgingsprijs, rekening houdend met een eventuele residuwaarde. Er wordt afgeschreven vanaf het moment van ingebruikneming. Op terreinen wordt niet afgeschreven.

Periodiek groot onderhoud wordt volgens de componentenbenadering geactiveerd. Hierbij worden de totale uitgaven toegewezen aan de samenstellende delen.

De materiële vaste activa waarvan de vennootschap en haar groepsmaatschappijen, krachtens een financiële leaseovereenkomst de economische eigendom heeft, worden geactiveerd. De uit de financiële leaseovereenkomst voortvloeiende verplichting wordt als schuld verantwoord. De in de toekomstige leasetermijnen begrepen interest wordt gedurende de looptijd van de financiële leaseovereenkomst ten laste van het resultaat gebracht.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Financiële vaste activa

De niet-geconsolideerde deelnemingen waarin invloed van betekenis op het zakelijke en financiële beleid wordt uitgeoefend, worden gewaardeerd op de nettovermogenswaarde. Deze waarde wordt berekend op basis van dezelfde grondslagen die Koninklijke Zeelandia Groep B.V. hanteert bij de waardering en resultaatbepaling.

Deelnemingen met een negatieve nettovermogenswaarde worden op nihil gewaardeerd. Wanneer de vennootschap geheel of ten dele instaat voor de schulden van de desbetreffende deelneming, respectievelijk de feitelijke verplichting heeft de deelneming (voor haar aandeel) tot betaling van haar schulden in staat te stellen, wordt een voorziening gevormd. Bij het bepalen van de omvang van deze voorziening wordt rekening gehouden met reeds op vorderingen op de deelneming in mindering gebrachte voorzieningen voor oninbaarheid.

De onder de financiële vaste activa opgenomen vorderingen worden bij eerste verwerking opgenomen tegen de reële waarde en vervolgens gewaardeerd tegen de geamortiseerde kostprijs, welke gelijk zijn aan de nominale waarde, onder aftrek van noodzakelijk geachte voorzieningen.

Onder de financiële vaste activa zijn latente belastingvorderingen opgenomen, indien en voor zover het waarschijnlijk is dat realisatie van de belastingclaim te zijner tijd zal kunnen plaatsvinden. Deze latente belastingvordering is gewaardeerd tegen nominale waarde en heeft overwegend een langlopend karakter.

Voorraden

Voorraden grond- en hulpstoffen worden gewaardeerd tegen verkrijgingsprijs of lagere netto-opbrengstwaarde. Deze lagere netto-opbrengstwaarde wordt bepaald door individuele beoordeling van de voorraden. De waardering van de voorraden grond- en hulpstoffen komt tot stand op basis van fifo.

De voorraden gereed product worden gewaardeerd tegen vervaardigingsprijs of lagere netto-opbrengstwaarde. Deze lagere netto-opbrengstwaarde wordt bepaald door individuele beoordeling van de voorraden. De vervaardigingsprijs omvat het directe materiaalverbruik, de directe loon- en machinekosten en de overige kosten die rechtstreeks aan de vervaardiging kunnen worden toegerekend, en een opslag voor indirecte fabricagekosten.

De voorraad handelsgoederen wordt individueel gewaardeerd tegen verkrijgingsprijs of lagere netto-opbrengstwaarde. Voor zover nodig zijn de voorraden afgewaardeerd naar lagere netto-opbrengstwaarde. Deze lagere netto-opbrengstwaarde wordt bepaald door individuele beoordeling van de voorraden.

De netto-opbrengstwaarde is gebaseerd op een verwachte verkoopprijs, onder aftrek van nog te maken kosten voor voltooiing en verkoop.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Vorderingen en overlopende activa

De vorderingen worden bij eerste verwerking opgenomen tegen de reële waarde en vervolgens gewaardeerd tegen de geamortiseerde kostprijs, welke gelijk zijn aan de nominale waarde, onder aftrek van de noodzakelijk geachte voorzieningen voor het risico van oninbaarheid. Deze voorzieningen worden bepaald op basis van individuele beoordeling van de vorderingen.

Liquide middelen

De liquide middelen zijn gewaardeerd tegen de nominale waarde. Indien middelen niet ter vrije beschikking staan, dan wordt hiermee bij de waardering rekening gehouden.

Aandeel van derden in het groepsvermogen

Het aandeel van derden in het groepsvermogen betreft het minderheidsbelang van derden in het eigen vermogen van geconsolideerde maatschappijen. Het aandeel van derden in het resultaat van geconsolideerde maatschappijen wordt in de winst-en-verliesrekening in mindering gebracht op het groepsresultaat.

Indien de aan het minderheidsbelang van derden toerekenbare verliezen het minderheidsbelang van derden in het eigen vermogen van de geconsolideerde maatschappijen overtreffen, komen het verschil en de eventuele verdere verliezen, volledig ten laste van Koninklijke Zeelandia Groep B.V., tenzij en voor zover de minderheidsaandeelhouder de verplichting heeft, en in staat is, om die verliezen voor haar rekening te nemen. Als de geconsolideerde maatschappijen vervolgens weer winst maken, komen die winsten volledig ten gunste van Koninklijke Zeelandia Groep B.V. totdat de door Koninklijke Zeelandia Groep B.V. voor haar rekening genomen verliezen zijn gerecupereerd.

Voorzieningen

Voorzieningen voor personeelsbeloningen:

De groep heeft diverse pensioenregelingen. De Nederlandse regelingen worden gefinancierd door afdrachten aan pensioenuitvoerders, te weten verzekeringsmaatschappijen en het betreft een beschikbare premieregeling. Het pensioengevend salaris is maximaal het jaarsalaris waarover fiscaal gunstig pensioen kan worden opgebouwd. De jaarlijkse premie die voor rekening van de werkgever komt is gebaseerd op de fiscale premiestaffels.

De buitenlandse pensioenregelingen welke vergelijkbaar zijn met de wijze waarop het Nederlandse pensioenstelsel is ingericht en functioneert, worden overeenkomstig de Nederlandse regelingen gewaardeerd. De pensioenverplichtingen uit zowel de Nederlandse als de buitenlandse regelingen worden gewaardeerd volgens de 'verplichting aan de pensioenuitvoerder benadering'. In deze benadering wordt de aan de pensioenuitvoerder te betalen premie als last in de winst-en-verliesrekening verantwoord.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Aan de hand van de uitvoeringsovereenkomst wordt beoordeeld of en zo ja welke verplichtingen naast de betaling van de jaarlijkse aan de pensioenuitvoerder verschuldigde premie op balansdatum bestaan. Deze additionele verplichtingen, waaronder eventuele verplichtingen uit herstelplannen van de pensioenuitvoerder, leiden tot lasten voor de groep en worden in de balans opgenomen in een voorziening.

De waardering van de verplichting is de beste schatting van de bedragen die noodzakelijk zijn om deze per balansdatum af te wikkelen. Indien het effect van de tijdswaarde van geld materieel is wordt de verplichting gewaardeerd tegen de contante waarde. Discontering vindt plaats op basis van rentetarieven van hoogwaardige ondernemingsobligaties.

Toevoegingen aan en vrijval van de verplichtingen komen ten laste respectievelijk ten gunste van de winst-en-verliesrekening.

Een pensioenvordering wordt in de balans opgenomen wanneer de groep beschikkingsmacht heeft over de pensioenvordering, wanneer het waarschijnlijk is dat de toekomstige economische voordelen die de pensioenvordering in zich bergt, zullen toekomen aan de groep, en wanneer de pensioenvordering betrouwbaar kan worden vastgesteld.

Voorziening voor latente belastingverplichtingen:

Voor in de toekomst te betalen belastingbedragen uit hoofde van verschillen tussen commerciële en fiscale balanswaarderingen wordt een voorziening voor latente belastingverplichtingen getroffen ter grootte van de som van deze verschillen vermenigvuldigd met het geldende belastingtarief. Op deze voorziening worden in mindering gebracht de in de toekomst te verrekenen belastingbedragen uit hoofde van beschikbare voorwaartse verliescompensatie, voor zover het waarschijnlijk is dat de toekomstige fiscale winsten beschikbaar zullen zijn voor verrekening.

De voorziening voor latente belastingverplichtingen wordt gewaardeerd tegen nominale waarde.

Overige voorzieningen

Indien het effect van de tijdswaarde van geld materieel is, worden de overige voorzieningen gewaardeerd tegen de contante waarde van de uitgaven die naar verwachting noodzakelijk zijn om de betreffende verplichtingen af te wikkelen. Indien het effect van de tijdswaarde van geld niet materieel is, worden de overige voorzieningen gewaardeerd tegen de nominale waarde.

Langlopende en kortlopende schulden

Opgenomen leningen en schulden worden bij eerste verwerking opgenomen tegen de reële waarde en vervolgens gewaardeerd tegen de geamortiseerde kostprijs.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Grondslagen voor de bepaling van het resultaat

Netto-omzet

Onder netto-omzet wordt opgenomen de opbrengst van de in het verslagjaar geleverde goederen onder aftrek van kortingen en de over de omzet geheven belastingen.

Opbrengsten voortvloeiend uit de verkoop van goederen worden verantwoord op het moment dat alle belangrijke rechten op economische voordelen alsmede alle belangrijke risico's zijn overgegaan op de koper. De kostprijs van deze goederen wordt aan dezelfde periode toegerekend.

Kostprijs omzet

De kostprijs van de omzet omvat de kostprijs van de verkochte en geleverde goederen, bestaande uit het directe materiaalverbruik, de directe loon- en machinekosten en de overige directe en indirecte kosten die aan de vervaardiging toegerekend kunnen worden.

Overige bedrijfsopbrengsten

De overige bedrijfsopbrengsten betreffen incidentele opbrengsten. Deze overige bedrijfsopbrengsten zijn toegerekend aan de periode waarop ze betrekking hebben.

Aandeel in het resultaat van niet-geconsolideerde ondernemingen waarin wordt deelgenomen

Als resultaat van deelnemingen waarin invloed van betekenis wordt uitgeoefend op het zakelijke en financiële beleid, wordt opgenomen het aan de vennootschap toekomende aandeel in het resultaat van deze deelnemingen. Dit resultaat wordt bepaald op basis van de bij Koninklijke Zeelandia Groep B.V. geldende grondslagen voor de waardering en resultaatbepaling.

Belastingen

De vennootschapsbelasting wordt berekend tegen het geldende tarief van de verschillende landen over het resultaat van het boekjaar, waarbij rekening wordt gehouden met permanente verschillen tussen de winstberekening volgens de jaarrekening en de fiscale winstberekening, en waarbij actieve belastinglatenties slechts worden gewaardeerd voor zover de realisatie daarvan waarschijnlijk is.

Bij de in de fiscale eenheid opgenomen groepsmaatschappijen wordt de vennootschapsbelasting berekend als waren zij zelfstandig belastingplichtig. Eventuele voor- of nadelen van de fiscale eenheid komen voor rekening van de moedermaatschappij.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Grondslagen geconsolideerd kasstroomoverzicht

Het geconsolideerd kasstroomoverzicht is opgesteld volgens de indirecte methode.

De geldmiddelen in het kasstroomoverzicht bestaan uit liquide middelen.

Kasstromen in vreemde valuta's worden omgerekend tegen een geschatte gemiddelde koers. Koersverschillen inzake geldmiddelen worden afzonderlijk in het kasstroomoverzicht getoond.

Winstbelastingen, ontvangen en betaalde rente en ontvangen dividenden worden opgenomen onder de kasstroom uit operationele activiteiten. Betaalde dividenden worden opgenomen onder de kasstroom uit financieringsactiviteiten.

De verkrijgingsprijs van verworven groepsmaatschappijen wordt opgenomen onder de kasstroom uit investeringsactiviteiten, voor zover betaling in geldmiddelen heeft plaatsgevonden. Hierbij worden geldmiddelen aanwezig in deze groepsmaatschappijen afgetrokken van de aankoopprijs.

Transacties waarbij geen ruil van geldmiddelen plaatsvindt, waaronder financiële leasing, worden niet in het kasstroomoverzicht opgenomen. De betaling van de leasetermijnen uit hoofde van het financiële leasecontract wordt voor het gedeelte dat betrekking heeft op de aflossing als een uitgave uit financieringsactiviteiten aangemerkt en voor het gedeelte dat betrekking heeft op de intrest als een uitgave uit operationele activiteiten.

Toelichting op de onderscheiden posten van de geconsolideerde balans

1) Immateriële vaste activa

Goodwill:

	2021	2020
	€ 000	€ 000
Boekwaarde per 1 januari	16.502	18.730
Verwervingen	10.493	318
Afschrijvingen	(2.700)	(2.546)
Koersverschillen	139	0
Boekwaarde per 31 december	<u>24.434</u>	<u>16.502</u>
Historische kostprijs per 31 december	<u>110.370</u>	<u>99.877</u>
Cumulatieve afschrijvingen en additionele waardeverminderingen per 31 december	<u>(85.936)</u>	<u>(83.375)</u>

Afschrijving van geactiveerde goodwill met betrekking tot verkregen aandelenbelangen vindt plaats over een periode van 5 of 15 jaar. De goodwill wordt afgeschreven in lijn met de geschatte economische levensduur. De goodwill die in 15 jaar wordt afgeschreven houdt verband met de verkrijging van activiteiten welke, gezien aard en omvang, zeer langdurig onderdeel van de groep zijn.

De afschrijvingen en eventuele waardeverminderingen zijn verantwoord onder de algemene beheerskosten in de winst-en-verliesrekening.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Overige immateriële vaste activa:

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Boekwaarde per 1 januari	4.911	4.049
Verwervingen	574	-
Investerings	552	2.096
Desinvesteringen	(1.099)	(327)
Koersverschillen	89	(122)
Afschrijvingen	<u>(1.183)</u>	<u>(785)</u>
Boekwaarde per 31 december	<u>3.844</u>	<u>4.911</u>
Historische kostprijs per 31 december	<u>7.036</u>	<u>7.175</u>
Cumulatieve afschrijvingen per 31 december	<u>(3.192)</u>	<u>(2.264)</u>

De overige immateriële vaste activa hebben betrekking op software en merk- en patentrechten. Afschrijvingen vinden plaats over een periode van 5 jaar. De afschrijvingen zijn verantwoord onder de algemene beheerskosten in de winst-en-verliesrekening.

2) Materiële vaste activa

De aanschaffingswaarden, afschrijvingen en boekwaarden van deze activa tonen over 2021 het volgende verloop:

	Bedrijfs- gebouwen en - terreinen € 000	Machines en installaties € 000	Andere vaste bedrijfs- middelen € 000	Vaste bedrijfs- middelen in uitvoering € 000	Totaal € 000
Boekwaarde per 1 januari 2021	45.111	23.922	8.792	6.210	84.035
Investeringsen	2.634	3.209	2.990	15.055	23.888
Verwervingen	10	589	374	465	1.438
In gebruik genomen	930	1.141	1.117	(3.188)	-
Desinvesteringen	(98)	(49)	(136)	(102)	(385)
Afschrijvingen	(1.732)	(4.978)	(3.452)	(23)	(10.185)
Terugneming waardevermindering	950	-	-	-	950
Waardevermindering	(694)	(956)	(24)	-	(1.674)
Deconsolidatie	-	(306)	(5)	-	(311)
Koersverschillen	682	302	86	469	1.539
Boekwaarde per 31 december 2021	<u>47.793</u>	<u>22.874</u>	<u>9.742</u>	<u>18.886</u>	<u>99.295</u>
<i>Per 1 januari 2021</i>					
Aanschafwaarde	<u>87.505</u>	<u>110.971</u>	<u>50.273</u>	<u>6.525</u>	<u>255.266</u>
Cumulatieve afschrijvingen	<u>(42.393)</u>	<u>(87.048)</u>	<u>(41.480)</u>	<u>(315)</u>	<u>(171.231)</u>
<i>Per 31 december 2021</i>					
Aanschafwaarde	<u>91.088</u>	<u>113.301</u>	<u>54.910</u>	<u>19.250</u>	<u>278.549</u>
Cumulatieve afschrijvingen	<u>(43.295)</u>	<u>(90.427)</u>	<u>(45.167)</u>	<u>(365)</u>	<u>(179.254)</u>
Afschrijvings- percentages	<u>0-10</u>	<u>10-20</u>	<u>10-20</u>	<u>0</u>	

Een deel van de bedrijfsgebouwen en -terreinen met een boekwaarde van € 6,2 miljoen dient als zekerheid voor hypothecaire leningen.

3) Financiële vaste activa

Andere deelnemingen:

Het verloop van de balanswaarde van de niet-geconsolideerde deelnemingen in 2021 luidt als volgt:

	<u>2021</u> € 000
Stand per 1 januari	31.587
Resultaten	4.522
Overige	(135)
Koersverschillen	2.182
Uitgekeerde dividenden	<u>(4.482)</u>
Stand per 31 december	<u>33.674</u>

Een lijst met groepsmaatschappijen en niet-geconsolideerde deelnemingen is opgenomen onder de overige toelichtingen.

Participanten en maatschappijen waarin wordt deelgenomen:

	<u>2021</u> € 000	<u>2020</u> € 000
Stand per 1 januari	392	600
Aflossingen	<u>(181)</u>	<u>(208)</u>
	211	392
Aflossingsverplichting komend boekjaar (opgenomen onder de kortlopende vorderingen)	<u>(211)</u>	<u>(209)</u>
Stand per 31 december (langlopend)	<u>0</u>	<u>183</u>

Latente belastingvordering:

De latente belastingvordering heeft betrekking op het verschil tussen de fiscale behandeling en de behandeling in de jaarrekening van balansposten en een vordering uit hoofde van compensabele verliezen bij buitenlandse groepsmaatschappijen. Deze vordering heeft een overwegend langlopend karakter.

Voor de resterende - in beginsel - compensabele verliezen bij buitenlandse groepsmaatschappijen, in totaal circa € 908.000 (2020: € 1.253.000), is geen latente belastingvordering opgenomen, aangezien deze verliezen naar verwachting niet binnen de verjaringstermijn verrekend kunnen worden met fiscale winsten.

Het verloop van deze latente belastingvordering kan als volgt worden weergegeven:

Koninklijke Zeelandia Groep B.V.
Zierikzee

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Stand per 1 januari	2.321	1.900
Reclassificatie	0	292
Mutatie ten gunste/(laste) van de winst-en-verliesrekening	545	360
Deconsolidatie	(51)	0
Koersverschillen	<u>47</u>	<u>(231)</u>
Stand per 31 december	<u>2.862</u>	<u>2.321</u>

Deze latente belastingvordering kan worden gesplitst in een bedrag van € 39.000 uit hoofde van verliescompensatie en voor € 2.823.000 uit hoofde van verschillen tussen commerciële en fiscale waardering.

Overige financiële vaste activa:

	<u>31.12.2021</u>	<u>31.12.2020</u>
	€ 000	€ 000
Financiering apparatuur en overige vorderingen	<u>209</u>	<u>292</u>

De aflossing van de voor afnemers gefinancierde apparatuur vindt plaats naar rato van de afname van producten in maximaal zes jaar. De resterende looptijd van de leningen derden bedraagt gemiddeld twee jaar. Het verloop van de financiering apparatuur en leningen derden luidt als volgt:

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Stand per 1 januari	632	1.231
Verstreckte financiering	45	20
Aflossingen	(411)	(422)
Afwaarderingen	-	(186)
Koersverschillen	<u>6</u>	<u>(11)</u>
	272	632
Aflossingsverplichting komend boekjaar (opgenomen onder de kortlopende vorderingen)	<u>(63)</u>	<u>(340)</u>
Stand per 31 december (langlopend)	<u>209</u>	<u>292</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

4) Voorraden

De boekwaarde van voorraden die worden gewaardeerd op lagere netto-opbrengstwaarde bedraagt € 1,6 miljoen (2020: € 2,0 miljoen). De voorziening voor incurante voorraad bedraagt € 0,9 miljoen (2020: € 0,8 miljoen) en is in mindering gebracht op de totale voorraadwaarde.

5) Vorderingen

Handelsdebiteuren:

Op de handelsdebiteuren is een voorziening van € 2,7 miljoen (2020: € 3,0 miljoen) in mindering gebracht.

Participanten en maatschappijen waarin wordt deelgenomen:

Dit betreft vorderingen op andere deelnemingen uit hoofde van geleverde goederen. Derhalve zijn geen zekerheden verstrekt, zijn geen aflossingsschema's overeengekomen en wordt geen rente berekend.

Overige vorderingen

De overige vorderingen zijn als kortlopend te beschouwen.

6) Liquide middelen

Voor een bedrag van € 0,5 miljoen bestaan beperkingen inzake de beschikbaarheid van de liquide middelen.

7) Groepsvermogen

Aandeel van de rechtspersoon in het groepsvermogen:

Voor een toelichting op het aandeel van de rechtspersoon in het groepsvermogen wordt verwezen naar de toelichting op het eigen vermogen in de enkelvoudige jaarrekening.

Aandeel van derden in het groepsvermogen:

Dit betreft het minderheidsbelang van derden in geconsolideerde groepsmaatschappijen. Het verloop is als volgt:

Koninklijke Zeelandia Groep B.V.
Zierikzee

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Stand per 1 januari	298	490
Uitbreiding belang	(51)	(22)
Deconsolidatie	(116)	-
Dividenduitkering	(54)	-
Winstaandeel	25	(117)
Koersresultaat	<u>5</u>	<u>(53)</u>
Stand per 31 december	<u>107</u>	<u>298</u>

De afname van het minderheidsbelang in 2021 is met name het gevolg van de uitbreiding van het belang in Wigo GmbH Aromen & Backmittel en de afstoting van het belang in Zeelandia South Africa (PTY) Ltd.

8) Voorzieningen

Personeelsbeloningen:

De personeelsbeloningen kunnen als volgt worden gespecificeerd:

	<u>31.12.2021</u>	<u>31.12.2020</u>
	€ 000	€ 000
Pensioenverplichtingen	2.918	3.065
Overige uitgestelde personeelsbeloningen	<u>3.125</u>	<u>2.652</u>
	<u>6.043</u>	<u>5.717</u>

Pensioenverplichtingen:

Het verloop van de voorziening inzake pensioenverplichtingen is als volgt:

	<u>2021</u>
	€ 000
Stand per 1 januari	3.065
Onttrekking	(749)
Toevoeging	601
Koersverschillen	<u>1</u>
Stand per 31 december	<u>2.918</u>

De verwachte uitgaande geldstromen zijn contant gemaakt tegen een disconteringsvoet die varieert tussen 0,9% en 7,0%.

Koninklijke Zeelandia Groep B.V.
Zierikzee

De last voor het jaar is opgenomen onder de algemene beheerskosten in de winst-en-verliesrekening.

Overige uitgestelde personeelsbeloningen:

Het verloop van de voorziening inzake jubileumuitkeringen is als volgt:

	<u>2021</u>
	€ 000
Stand per 1 januari	2.652
Onttrekking	(79)
Toevoeging	552
Koersverschillen	<u>0</u>
Stand per 31 december	<u>3.125</u>

De voorzieningen voor personeelsbeloningen hebben overwegend een langlopend karakter.

Latente belastingverplichtingen:

Het verloop van de voorziening voor latente belastingen is als volgt:

	<u>2021</u>
	€ 000
Stand per 1 januari	2.442
Mutatie ten gunste/(laste) van de winst-en-verliesrekening	1.218
Deconsolidatie	(89)
Koersverschil	<u>57</u>
Stand per 31 december	<u>3.628</u>

De voorzieningen voor belastingen hebben overwegend een langlopend karakter.

Koninklijke Zeelandia Groep B.V.
Zierikzee

9) Langlopende schulden

Kredietinstellingen:

Het verloop van deze leningen gedurende 2021 luidt als volgt:

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Stand per 1 januari (langlopend)	6.143	5.743
Aflossingsverplichting boekjaar	<u>688</u>	<u>796</u>
	6.831	6.539
Ontvangen financieringen	2.426	1.198
Verwervingen	863	-
Aflossingen	(263)	(243)
Deconsolidatie	(2)	-
Koersverschillen	<u>376</u>	<u>(663)</u>
	10.231	6.831
Aflossingsverplichting komend jaar (kortlopend)	<u>(1.339)</u>	<u>(688)</u>
Stand per 31 december (langlopend)	<u>8.892</u>	<u>6.143</u>

Het rentepercentage is vast. Het rentepercentage voor boekjaar 2021 varieert tussen de 2,0 en 8,0% (2020: tussen 2,0 en 12,0%). Het relatief hoge rentepercentage wordt voornamelijk veroorzaakt door de valuta Russische Roebel en in voorgaand jaar de Zuid Afrikaanse Rand. Het bedrag van de langlopende leningen met een looptijd langer dan 5 jaar bedraagt € 3,0 miljoen (2020: € 3,2 miljoen).

Aan de kredietinstellingen zijn voor de buitenlandse langlopende en kortlopende schulden de volgende zekerheden verstrekt:

- Recht van hypotheek op de onroerende zaken in Groot-Brittannië;
- Recht van hypotheek op de onroerende zaken in Italië;
- Verpanding van vlottende activa in de betreffende landen;
- Corporate guarantee voor de lening in Rusland en Groot-Brittannië.

10) Kortlopende schulden

Kredietinstellingen:

Als zekerheid voor een verkregen kredietfaciliteit van maximaal € 25.000.000 op balansdatum is een compte-joint- en medeaansprakelijkheidsovereenkomst tussen alle Nederlandse groepsmaatschappijen van Koninklijke Zeelandia Groep B.V. verstrekt. Ultimo 2021 is van de kredietfaciliteit een bedrag ad € 5,2 miljoen opgenomen.

In aanvulling op bovenstaande faciliteit zijn in diverse landen kredietfaciliteiten beschikbaar van maximaal € 3,2 miljoen waarvoor lokaal activa als zekerheid zijn verstrekt. Ultimo 2021 wordt geen gebruik gemaakt van deze faciliteiten.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Participanten en maatschappijen waarin wordt deelgenomen:

Dit betreft schulden aan andere deelnemingen uit hoofde van gekochte goederen. Derhalve zijn geen zekerheden verstrekt, zijn geen aflossingsschema's overeengekomen en wordt geen rente berekend.

Belastingen en premies sociale verzekeringen:

Hiervan heeft € 1,5 miljoen (2020: € 0,7 miljoen) betrekking op te betalen vennootschapsbelasting. Onder de overige vorderingen is een bedrag ad € 2,5 miljoen (2020: € 2,2 miljoen) opgenomen inzake te vorderen vennootschapsbelasting. De posten zijn niet gesaldeerd, omdat deze op verschillende fisici betrekking hebben.

Niet in de balans opgenomen rechten en verplichtingen

De ten behoeve van derden afgegeven bankgaranties bedroegen per 31 december 2021 € 189.000 (31 december 2020: € 501.000).

Binnen de normale bedrijfsuitoefening zijn voor de aankoop van grondstoffen in 2021 aankoopverplichtingen aangegaan, voor het komende boekjaar.

Per 31 december 2021 bedragen de aangegane investeringsverplichtingen € 7,4 miljoen (31 december 2020: € 0,3 miljoen).

De verplichtingen uit hoofde van met derden aangegane huur- en leaseverplichtingen bedraagt € 14,2 miljoen (31 december 2020: € 7,0 miljoen). Hiervan heeft een bedrag van € 8,6 miljoen (31 december 2020: € 4,4 miljoen) een looptijd langer dan een jaar en heeft een bedrag van € 2,2 miljoen (31 december 2020: € 0,1 miljoen) een looptijd langer dan 5 jaar.

Per 31 december is sprake van een lopende verzekeringsclaim voor geleden bedrijfsschade als gevolg van een brand in een productiefaciliteit.

Financiële risico's

Onderstaand is het beleid van de groep opgenomen ten aanzien van financiële risico's.

Algemeen

De belangrijkste financiële risico's waaraan de groep onderhevig is zijn het valutarisico, het renterisico, het liquiditeitsrisico en het kredietrisico.

De groep maakt naast valutatermijncontracten geen gebruik van financiële derivaten en neemt geen speculatieve posities in.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Valutarisico

Het beleid van de groep is om de valutarisico's die voortvloeien uit verkopen en inkopen tot een aanvaardbaar niveau te beperken en om op de korte termijn de effecten van koers- en renteschommelingen op het resultaat tot een aanvaardbaar niveau te beperken en om op lange termijn de marktwisselkoersen en markttrentes te volgen. De risico's die voortvloeien uit valutapositities worden regelmatig geanalyseerd en waar nodig afgedekt middels valutatermijncontracten. De voornaamste landen die dit valutarisico veroorzaken zijn de landen waar de groep een (meerderheids- of minderheids)deelneming heeft, waar de lokale valuta niet de euro is en bij de betreffende vreemde valuta waar meer dan gemiddeld koersschommelingen optreden.

Renterisico

Door een beperkt aantal buitenlandse groepsmaatschappijen zijn leningen bij kredietinstellingen opgenomen. Het renterisico van de groep is gering.

Liquiditeitsrisico

Periodiek worden liquiditeitsbegrotingen opgesteld. Door tussentijdse monitoring en eventuele bijsturing worden liquiditeitsrisico's beheerst.

Kredietrisico

De groep beperkt het kredietrisico door gebruik te maken van kredietlimieten en periodiek kredietwaardigheid van debiteuren te toetsen. Op balansdatum waren er geen onacceptabele concentraties van kredietrisico.

Toelichting op de onderscheiden posten van de geconsolideerde winst-en-verliesrekening

11) Netto-omzet

De netto-omzet uitgesplitst naar geografische gebieden was als volgt:

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Nederland	81.154	78.836
Overige Europese Unie	242.352	207.510
Rest van Europa	79.551	57.322
Rest van de wereld	58.709	69.546
	<u>461.766</u>	<u>413.214</u>

Alle netto-omzet wordt binnen dezelfde business gerealiseerd.

12) Algemene beheerskosten

De in de kosten begrepen salarissen belopen een bedrag van € 77.174.000 (2020: € 73.149.000). De sociale lasten belopen € 20.786.000 (2020: € 20.380.000). Hierin is aan pensioenlasten begrepen een bedrag van € 4.945.000 (2020: € 4.973.000).

Het gemiddeld aantal medewerkers (uitgedrukt in FTE's) was in 2021: 2.506 (2020: 2.545).

	<u>2021</u>	<u>2020</u>
Nederland	396	400
Overige Europese Unie	996	988
Rest van Europa	468	438
Rest van de wereld	646	719
	<u>2.506</u>	<u>2.545</u>

De in BW 2 artikel 383, lid 1 bedoelde bedragen belopen € 1.622.000 (2020: € 2.086.000) (bestuurders), respectievelijk € 162.000 (2020: € 170.000) (commissarissen). In de bestuurdersbezoldiging over het boekjaar 2020 is een eenmalige uitkering opgenomen aan een gewezen bestuurder.

Koninklijke Zeelandia Groep B.V.
Zierikzee

13) Afschrijvingen

In de winst-en-verliesrekening is aan afschrijvingen en waardeverminderingen op vaste activa een bedrag begrepen van € 14.792.000 (2020: € 13.509.000).

14) Overige bedrijfskosten

De totaal in Nederland ten laste van het resultaat van het boekjaar gebrachte honoraria voor werkzaamheden van de externe accountant en de accountantsorganisatie bedragen € 230.000 (2020: € 270.000).

Dit bedrag is als volgt onder te verdelen:

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Onderzoek van de jaarrekening	158	163
Andere niet-controlediensten	2	32
Belastingadvies	<u>68</u>	<u>75</u>
	<u>230</u>	<u>270</u>

15) Overige bedrijfsopbrengsten

De overige bedrijfsopbrengsten bestaan uit ontvangen verzekeringsgelden inzake geleden bedrijfsschade.

16) Belastingen

De in de winst-en-verliesrekening verantwoorde vennootschapsbelasting kan als volgt gespecificeerd worden:

	<u>2021</u>	<u>2020</u>
	€ 000	€ 000
Te betalen vennootschapsbelasting	4.271	3.299
Mutatie latente belastingvordering	(545)	(360)
Mutatie latente belastingschuld	<u>1.218</u>	<u>(451)</u>
	<u>4.944</u>	<u>2.489</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

De belastingdruk 2021 bedraagt 32,9% (2020: 59,6%) van het resultaat voor belastingen (exclusief resultaat deelnemingen) en kan als volgt worden gespecificeerd:

	<u>2021</u>		<u>2020</u>	
	%	€ 000	%	€ 000
Winst voor belastingen		<u>15.027</u>		<u>4.175</u>
Belastinglast obv Nederlands nominaal tarief	25,0	3.757	25,0	1.044
Toepassing buitenlandse, nominale tarieven	(1,5)	(232)	(1,3)	(56)
Fiscaal niet-aftrekbare kosten	5,1	759	40,1	1.674
Vrijgestelde resultaten	(0,6)	(90)	10,6	441
Baten uit fiscale faciliteiten	0	0	(0,1)	(2)
Mutatie verliesverrekening	0,7	111	(3,3)	(138)
Lasten/baten a.g.v. waarderingsverschillen	4,1	609	(19,4)	(811)
Niet verrekenbare bronheffingen	0	0	2,9	122
Nagekomen lasten/(baten) vorige jaren	<u>0,2</u>	<u>30</u>	<u>5,1</u>	<u>214</u>
	<u>32,9</u>	<u>4.944</u>	<u>59,6</u>	<u>2.488</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Gebeurtenissen na balansdatum

In het nieuwe boekjaar is er op geopolitiek vlak wereldwijde onrust ontstaan door een Russische inval in Oekraïne. De financiële impact van deze gebeurtenis is op het moment van opstellen van de jaarrekening nog niet betrouwbaar in te schatten. De verwachting is echter dat de impact op de bedrijfsactiviteiten in beide betrokken landen significant zal zijn. Hieraan gekoppeld zal mogelijk ook sprake zijn van een impact op de waardering van de vaste activa (zowel materiële als immateriële). Daarnaast zal de verstoring van de supply chain naar verwachting een sterke invloed hebben op de ontwikkeling van de prijzen en beschikbaarheid van grondstoffen wat zal leiden tot een verhoging van de kostprijzen van onze producten. Deze gebeurtenis en de daaraan gerelateerde onzekerheid zal naar verwachting geen invloed hebben op de continuïteitsveronderstelling van de groep als geheel.

Daarnaast zijn in het nieuwe boekjaar verzekeringsuitkeringen ontvangen ter hoogte van € 5,9 miljoen in relatie tot geleden bedrijfsschade. De definitieve omvang van de geleden schade en de daaraan gerelateerde verzekeringsuitkering is vooralsnog niet bekend.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Overzicht groepsmaatschappijen

(Tenzij anders vermeld bedraagt het belang 100%)

- Aldia N.V., Oudenaarde (België);
- N.V. Zeelandia, Wommelgem (België);
- J.H. Wouters N.V., Lokeren (België);
- Emulzint Ltda., Jundiai (Brazilië);
- Zeelandia Colombia S.A.S., Bogotá (Colombia);
- Zeelanco Verwaltungs GmbH, Frankfurt am Main (Duitsland);
- Zeelandia GmbH & Co. KG, Frankfurt am Main (Duitsland);
- Zeelandia van Esso GmbH, Trittau (Duitsland);
- Wigo GmbH Aromen & Backmittel, Trittau (Duitsland);
- Zeelandia Holdings (UK) Ltd., Billericay (Groot-Brittannië);
- Zeelandia Limited, Billericay (Groot-Brittannië);
- Magyar Zeelandia KFT, Budapest (Hongarije);
- PT Zeelandia Indonesia, Tangerang (Indonesië);
- PT Seelindo Sejahteratama, Tangerang (Indonesië);
- Novaterra Zeelandia S.p.A., Ossona (Italië);
- Zeelandia East Africa Limited, Nairobi (Kenia) (70%);
- UAB Zeelandia, Klaipėdos (Litouwen);
- Erando B.V., Rotterdam;
- Zeelandia-BakeCanto Holding B.V., Zierikzee;
- Zeelandia H.J. Doeleman B.V., Zierikzee;
- Zeelandia International B.V., Zierikzee;
- Zeelandia Nederland B.V., Zierikzee;
- Zeelandia International Holding B.V., Zierikzee;
- Zeelco B.V., Zierikzee;
- LLC Zeelandia, Brovary (Oekraïne);
- S.C. Zeelandia, Brovary (Oekraïne);
- Zeelandia Sp. zo.o., Poznań (Polen);
- S.C. Zeelandia SRL, Iasi (Roemenië);
- Zeelandia OOO, Elino (Rusland);
- James Fleming & Company Ltd., Glasgow (Schotland);
- Zeelandia s.r.o., Kosice (Slowakije);
- Zeelandia Productos Alimentarios S.A., Santa Margarida I els Monjos (Spanje);
- Zeelandia spol. s.r.o., Malsice (Tsjechië);
- Zeelandia Gıda Sanayi ve Ticaret Anonim Şirketi (Turkije);
- Zeelandia Pakistan (Private) Limited (Pakistan) (60%).

Voor de Nederlandse groepsmaatschappijen is door de vennootschap een artikel 403 aansprakelijkheidsverklaring afgegeven.

Koninklijke Zeelandia Groep B.V.
Zierikzee

Overzicht niet-geconsolideerde deelnemingen

- Zeelandia Bakery Ingredients (Wuxi) Co. Ltd (China); (50%)
- Sefco Zeelandia S.A., Athene (Griekenland); (50%)
- Fine Zeelandia Private limited company, Mumbai (India); (50%)
- Prodite Zeelandia Produtos Alimentares Lda, Rio Tinto (Portugal); (48,8%)
- Zeelandia D.O.O. Beograd (Servië)
(100%-deelneming van Sefco Zeelandia S.A.). (50%)
- Zeelandia EOOD, Sofia (Bulgarije)
(100%-deelneming van Sefco Zeelandia S.A.). (50%)

	Notes	31.12.2021	31.12.2020
		€000	€000
Equity	3		
Issued capital		368	368
Share premium reserve		64,688	64,688
Reserve for undistributed profits			
participations		19,647	18,565
Reserve for exchange rate differences		(29,235)	(33,366)
General reserve		176,250	174,429
Unappropriated result		14,407	5,653
		246,125	230,337
Long-term liabilities			
Group companies	4	6,506	4,500
Short-term liabilities			
Credit institutions		5,200	2,141
Group companies		51,228	72,819
Other payables, accruals and deferred income		1,404	1,156
		57,832	76,116
		<u>310,463</u>	<u>310,953</u>

Koninklijke Zeelandia Groep B.V.
Zierikzee

Company balance sheet as of 31 December 2021

(before allocation of results)	Notes	31.12.2021	31.12.2020
		€000	€000
Fixed assets			
Intangible fixed assets			
Other intangible fixed assets		806	1,318
Tangible fixed assets:			
Plant and machinery	5	6	
Other tangible fixed assets	232	54	
		237	60
Financial fixed assets:	1		
Participations	283,129	294,278	
Receivables from group companies	20,047	4,004	
		303,176	298,282
Current assets			
Receivables:	2		
Group companies	2,128	6,453	
Other receivables including prepayments	850	570	
		2,978	7,023
Cash and cash equivalents		3,266	4,270
		<u>310,463</u>	<u>310,953</u>

Enkelvoudige winst-en-verliesrekening over 2021

	Toe- lichting	2021 € 000	2020 € 000
Aandeel in resultaat van deelnemingen waarin wordt deelgenomen	1	23.865	13.569
Overige baten en lasten na belastingen		<u>(9.458)</u>	<u>(7.916)</u>
Resultaat na belastingen		<u><u>14.407</u></u>	<u><u>5.653</u></u>

Toelichting op de enkelvoudige jaarrekening

De enkelvoudige jaarrekening is opgesteld volgens de bepalingen van Titel 9 Boek 2 BW.

Grondslagen

Voor de algemene grondslagen voor de opstelling van de jaarrekening, alsmede voor de grondslagen voor de waardering van activa en passiva en de resultaatbepaling en voor de toelichting op de onderscheiden activa, passiva en de resultaten wordt verwezen naar de toelichting op de geconsolideerde jaarrekening voor zover niet anders vermeld.

Voor zover de posten van de balans niet zijn toegelicht bij de geconsolideerde balans, volgt hierna een verdere toelichting.

Wettelijke reserve deelnemingen

De wettelijke reserve deelnemingen wordt gevormd ter hoogte van het aandeel van Koninklijke Zeelandia Groep B.V. in de resultaten en rechtstreekse vermeerderingen van de deelnemingen sinds de eerste waardering van deze deelnemingen op nettovermogenswaarde, voor zover Koninklijke Zeelandia Groep B.V. uitkering niet zonder beperkingen kan bewerkstelligen. De wettelijke reserve deelnemingen wordt op individuele wijze bepaald.

Toelichting op de onderscheiden posten van de balans

1) Financiële vaste activa

Deelnemingen:

Het verloop van de balanswaarde van de deelnemingen in groepsmaatschappijen in 2021 luidt als volgt:

	<u>2021</u>
	€ 000
Stand per 1 januari	294.278
Resultaten	23.865
Overig	55
Dividenden	(39.199)
Koersverschillen	<u>4.130</u>
	<u>(11.149)</u>
Stand per 31 december	<u>283.129</u>

2) Vlottende activa

Groepsmaatschappijen:

Voor de vorderingen op groepsmaatschappijen van de Koninklijke Zeelandia Groep B.V. zijn geen zekerheden verstrekt en er is geen aflossingsschema overeengekomen. Over deze vorderingen wordt rente berekend.

3) Eigen vermogen

	Geplaatst kapitaal	Agio- reserve	Reserve niet uitge- keerde winsten deel- nemingen	Reserve koers- verschillen	Algemene reserve	Onver- deeld resultaat	Totaal Eigen Vermogen
	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000	€ 000
Stand per 1 januari 2020	368	64.688	15.160	(19.083)	158.596	19.213	238.942
<i>Mutaties 2020</i>							
Resultaatbestemming	-	-	3.405	-	15.808	(19.213)	-
Nettoresultaat boekjaar	-	-	-	-	-	5.653	5.653
Wijzigingen koersverschillen	-	-	-	(14.283)	-	-	(14.283)
Overige	-	-	-	-	25	-	25
Stand per 31 december 2020	368	64.688	18.565	(33.366)	174.429	5.653	230.337
<i>Mutaties 2021</i>							
Resultaatbestemming	-	-	1.082	-	4.571	(5.653)	-
Nettoresultaat boekjaar	-	-	-	-	-	14.407	14.407
Wijzigingen koersverschillen	-	-	-	4.131	-	-	4.131
Dividenduitkering	-	-	-	-	(2.750)	-	(2.750)
Stand per 31 december 2021	368	64.688	19.647	(29.235)	176.250	14.407	246.125

Geplaatst kapitaal

Het maatschappelijk kapitaal is verdeeld in 1.500.000 aandelen elk groot € 1.

Het geplaatste en volgestorte aandelenkapitaal bedraagt 367.702 gewone aandelen van elk € 1 en is in handen van Houdstermaatschappij H.J. Doeleman B.V. te Zierikzee.

Agioreserve

Het agio is ook fiscaal gestort. In de verslagjaren 2021 en 2020 vonden geen mutaties plaats.

Resultaatbestemming over het boekjaar 2020

De jaarrekening 2020 is vastgesteld in de algemene vergadering gehouden op 27 mei 2021.

De algemene vergadering heeft de bestemming van het resultaat vastgesteld conform het daartoe gedane voorstel.

Voorstel resultaatbestemming over het boekjaar 2021

De Executive Board stelt voor de winst over het boekjaar 2021 als volgt te verdelen:

	<u>2021</u>
	€ 000
Resultaat na belastingen	14.407
Mutatie wettelijke reserve	1.969
Mutatie algemene reserve	<u>12.438</u>
	<u>14.407</u>

In overeenstemming met het huidige dividendbeleid wordt voorgesteld in 2022 uit de algemene reserve een dividend van € 7.204.000 uit te keren (dit is gebaseerd op 50% van het nettoresultaat 2021).

Bovengenoemde voorstellen zijn nog niet verwerkt in de balans per 31 december 2021.

4) Langlopende schulden

Groepsmaatschappijen:

Voor de schulden aan groepsmaatschappijen zijn geen zekerheden verstrekt en er is geen aflossingsschema overeengekomen. Over deze schulden wordt rente berekend.

Niet in de balans opgenomen rechten en verplichtingen

In het kader van BW 2 artikel 403 heeft de vennootschap zich aansprakelijk gesteld voor de uit rechtshandelingen voortvloeiende schulden van haar Nederlandse groepsmaatschappijen.

Koninklijke Zeelandia Groep B.V. vormt met de andere tot de groep behorende Nederlandse vennootschappen een fiscale eenheid voor de vennootschapsbelasting en is derhalve hoofdelijk aansprakelijk voor de belastingschuld van deze fiscale eenheid als geheel.

De ten behoeve van derden afgegeven bankgaranties bedroegen per 31 december 2021 € 0 (31 december 2020: € 375.000).

Ten behoeve van dochtermaatschappijen in Rusland en Groot-Brittannië zijn garanties afgegeven voor openstaande leningen bij kredietinstellingen.

Ondertekening van de jaarrekening

Zierikzee, 12 april 2022

Executive Board:

I.E. Meekma

L.H.B. Lockefeer

C.J. van Wees

Commissarissen:

B.C. Jansen,
Voorzitter

E.E. Schotte

M.C.G. Iacono

R. Krist

Overige gegevens

Controleverklaring van de onafhankelijke accountant

Hiervoor wordt verwezen naar de hierna opgenomen controleverklaring.

Statutaire regeling betreffende de bestemming van het resultaat

Artikel 23 der statuten houdt de volgende bepalingen ter zake in:

23.1 De algemene vergadering is bevoegd tot bestemming van de winst die door vaststelling van de jaarrekening is bepaald. Indien de algemene vergadering niet voorafgaand aan of uiterlijk direct na het besluit tot vaststelling van de jaarrekening een besluit neemt tot bestemming van de winst, zal de winst worden gereserveerd.

23.2 De algemene vergadering is bevoegd tot vaststelling van uitkeringen. Indien de vennootschap reserves krachtens de wet moet aanhouden, geldt deze bevoegdheid uitsluitend voorzover het eigen vermogen groter is dan die reserves. Een besluit van de algemene vergadering dat strekt tot uitkering heeft geen gevolgen zolang de directie geen goedkeuring heeft verleend. De directie mag deze goedkeuring slechts weigeren indien zij weet of redelijkerwijs behoort te voorzien dat de vennootschap na de uitkering niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.

23.3 Voor de berekening van het bedrag dat op ieder aandeel zal worden uitgekeerd is het nominale bedrag van het aandeel bepalend.