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United Bakeries (Bathgate) Limited

Annual Report and Unaudited Financial Statements

For the 52 week Period Ended 31 December 2021

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Company Information For the 52 week Period Ended 31 December 2021

DIRECTORS:

Dr P Quinn I A Steel

SECRETARY:

Addleshaw Goddard (Scotland) Secretarial Limited

REGISTERED OFFICE:

43 Inchmuir Road

Whitehill Industrial Estate

Bathgate Scotland EH48 2EP

REGISTERED NUMBER:

SC161497 (Scotland)

GROUP AUDITOR:

RSM UK Audit LLP Third Floor 2 Semple Street Edinburgh EH3 8BL United Kingdom

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Strategic Report For the 52 week Period Ended 31 December 2021

The directors present their Strategic Report for the 52 week Period Ended 31 December 2021

REVIEW OF THE BUSINESS

The Company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the period and preceding financial period. It is anticipated that the Company will remain dormant for the foreseeable future. Key performance indicators are not considered necessary for an understanding of the development, performance or position of the business of the Company. There are no risks or uncertainties facing the Company including those within the context of the use of financial instruments.

Approved by the Board and signed on its behalf by:

Dr P Quinn - Director

Date: 29 September 2022

Directors' Report

For the 52 week Period Ended 31 December 2021

The directors present their Annual Report and unaudited financial statements for the 52 week period ended 31 December 2021. The Company is dormant and has not traded during the period.

DIRECTORS

The directors, who served during the period and to the date of this report except as noted, were as follows:

L Bruce-Gardyne

(Resigned 31 August 2021)

Dr P Quinn

I A Steel

(Appointed 31 August 2021)

FUTURE DEVELOPMENTS

Details of future developments can be found in the Strategic Report on page 2.

DIRECTOR'S INDEMNITIES

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

Approved by the Board and signed on its behalf by:

Dr P Quinn - Director

Date: 29 September 2022

Balance Sheet As at 31 December 2021

| | | 2021 | 2020 |
|--|------|-------------|-------------|
| | Note | £ | £ |
| FIXED ASSETS | | | |
| Investments | 2 | - | - |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | | |
| | | <u></u> | |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 3 | 786,731 | 786,731 |
| Share premium account | 4 | 1,667,512 | 1,667,512 |
| Retained earnings | 4 | (2,454,243) | (2,454,243) |
| SHAREHOLDERS' FUNDS | | <u> </u> | - |
| | | | |

United Bakeries (Bathgate) Limited, Company Registration No. SC161497 did not trade during the current period and has made neither profit nor loss, nor any items of comprehensive income. United Bakeries (Bathgate) Limited is a dormant company, as defined by the Companies Act 2006.

Audit Exemption Statement

For the financial 52 week period ended 31 December 2021 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the Company to obtain an audit of its financial statements for the 52 week period in question in accordance with section 476;
- The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved by the Board of Directors on 29 September 2022 and were signed on its behalf by:

Dr P Quinn - Director

Notes to the Financial Statements For the 52 week Period Ended 31 December 2021

1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

United Bakeries (Bathgate) Limited (the Company) is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in Scotland. The address of the Company's registered office is shown on page 1.

United Bakeries (Bathgate) Limited, is a dormant company, as defined by the Companies Act 2006, and has therefore elected to retain its accounting policies for reported assets, liabilities and equity at the date of transition to FRS 102 in accordance with the transition provisions in paragraph 35.10 in FRS 102.

The Company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the financial statements of Genius Foods Limited, a company registered in Scotland.

2. FIXED ASSET INVESTMENTS

| COST | £'000 |
|--|---------|
| At I January 2021 and 31 December 2021 | 1,770 |
| PROVISIONS FOR IMPAIRMENT At I January 2021 and 31 December 2021 | (1,770) |
| NET BOOK VALUE At 31 December 2021 | |
| At 31 December 2020 | - |

The following information relates to the subsidiary undertakings:

| Name of company | Country of incorporation | Proportion of nominal value of issued share capital held | Principal activity | Registered address 43 |
|------------------------------------|--------------------------|--|--|---|
| United Central Bakeries Limited | UK | 100% | production and distribution of gluten free bakery products | Inchmuir Road Whitehill Industrial Estate Bathgate EH48 2EP |

Notes to the Financial Statements - continued For the 52 week Period Ended 31 December 2021

3. CALLED UP SHARE CAPITAL

| Number: | Class: | Nominal value: | 2021 £ | 2020 |
|-----------|-------------------|-------------------|-----------|---------|
| 269,231 | Ordinary shares | £1 | 269,231 | 269,231 |
| 500,000 | A Ordinary shares | £1 | 500,000 | 500,000 |
| 1,750,000 | Preference shares | £0.01 | 17,500 | 17,500 |
| | | | 786,731 | 786,731 |
| | • | | | ===== |

Voting

All shareholders have one vote for every £1 of nominal amount of shares held.

4. RESERVES

| | Share premium account £ | Retained earnings |
|--|----------------------------------|----------------------|
| Balance at 1 January 2021 Movements | 1,667,512 | (2,454,243) |
| Balance at 31 December 2021 | 1,667,512 | (2,454,243) |

5. RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

Other transactions

The Company has taken advantage of the exemption available in accordance with Section 33 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the Company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions.

6. ULTIMATE AND IMMEDIATE CONTROLLING PARTY

United Bakeries (Bathgate) Limited is a 100% wholly owned subsidiary of United Bakeries Limited, a company registered in Scotland.

The smallest group which the results of this Company are consolidated is that headed by the intermediate parent company Genius Foods Limited (registered office address 22 Northumberland Street, South West Lane, Edinburgh, EH3 6JD). Copies of the consolidated financial statements of Genius Foods Limited are available from Companies House 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh EH3 9FF.

The largest group which the results of this Company are consolidated is that headed by the ultimate controlling party Katjesgreenfood GmbH & Co. KG, a company registered in Germany, registered address: Neue Schönhauser Str. 8, 10178 Berlin.

As at the year end, the ultimate controlling party was Verlinvest S.A., a company registered in Belgium, registered address: Place Eugene Flagey 18, 1050 Brussels. In June 2022, Genius Foods Limited was acquired by Katjes Greenfood UK Limited, an indirect 100% subsidiary of Katjesgreenfood GmbH & Co. KG. This resulted in change in the ultimate controlling party.

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