

Company Registration No. SC205193 (England and Wales)

Compass Box Delicious Whisky Limited

**Financial statements
for the year ended 31 March 2021**

Pages for filing with the Registrar

Compass Box Delicious Whisky Limited

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Compass Box Delicious Whisky Limited

Statement of financial position

As at 31 March 2021

		2021		2020	
				as restated	
	Notes	£	£	£	£
Fixed assets					
Tangible assets	4		91,482		86,923
Investments	5		103,256		103,256
			<u>194,738</u>		<u>190,179</u>
Current assets					
Stocks	6	1,574,183		1,880,898	
Debtors	7	1,114,636		796,244	
Cash at bank and in hand		668,064		371,079	
		<u>3,356,883</u>		<u>3,048,221</u>	
Creditors: amounts falling due within one year	8	<u>(3,514,354)</u>		<u>(2,873,803)</u>	
Net current (liabilities)/assets			<u>(157,471)</u>		<u>174,418</u>
Total assets less current liabilities			<u><u>37,267</u></u>		<u><u>364,597</u></u>
Capital and reserves					
Called up share capital	10		2,493		2,493
Share premium account			3,544,323		3,544,323
Profit and loss reserves			<u>(3,509,549)</u>		<u>(3,182,219)</u>
Total equity			<u><u>37,267</u></u>		<u><u>364,597</u></u>

The directors of the company have elected not to include a copy of the income statement within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 15 December 2021 and are signed on its behalf by:

John Glaser
Director

Company Registration No. SC205193

Compass Box Delicious Whisky Limited

Statement of changes in equity
For the year ended 31 March 2021

	Notes	Share capital £	Share premium premium account £	Profit and loss reserves £	Total £
As restated for the period ended 31 March 2020:					
Balance at 1 April 2019		2,492	3,544,323	(2,488,602)	1,058,213
Year ended 31 March 2020:					
Loss and total comprehensive income for the year		-	-	(693,617)	(693,617)
Issue of share capital	10	1	-	-	1
Balance at 31 March 2020		2,493	3,544,323	(3,182,219)	364,597
Year ended 31 March 2021:					
Loss and total comprehensive income for the year		-	-	(327,330)	(327,330)
Balance at 31 March 2021		2,493	3,544,323	(3,509,549)	37,267

Compass Box Delicious Whisky Limited

Notes to the financial statements For the year ended 31 March 2021

1 Accounting policies

Company information

Compass Box Delicious Whisky Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4th Floor, 115 George Street, Edinburgh, EH2 4JN.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the exemption under section 399 of the Companies Act 2006 not to prepare consolidated accounts, on the basis that the group of which this is the parent qualifies as a small group. The financial statements present information about the company as an individual entity and not about its group.

1.2 Going concern

Covid-19 has had a significant impact on the business post year end, with the closure of bars and restaurants in many countries which has impacted on revenues (primarily in the US where a significant proportion of our business is on-premise). However, retail (off-premise) sales have grown in the majority of markets mitigating the impact of reduced sales in on-premise.

The business has utilised a number of Government support measures that have been made available including the furlough scheme, PAYE phased payment plan (now completed) and a £50,000 bounce back loan. In addition to support measures provided by the government, significant action has been taken to manage costs with non-furloughed staff and contractors taking a temporary reduction in pay, postponement of replacement hires and other discretionary spend reductions. The business also raised £355,000 with an issue of a convertible loan note in October 2020.

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future based on the forecasts that have been produced for a five year period and the lending facilities the company have, or are negotiating, in place to support its trading activities. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued) For the year ended 31 March 2021

1 Accounting policies (continued)

1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Design costs	A straight line provision based on the directors' assessment of the specific products' life
Fixtures, fittings & equipment	4 years straight line
Software & website costs	3 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

1.5 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

1.6 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1 Accounting policies (continued)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.7 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

1.8 Cash at bank and in hand

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1 Accounting policies (continued)

Basic financial assets

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.10 Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. Where it meets the definition of a basic financial instrument it is measured on an amortised cost basis using the effective interest method, otherwise it is measured on a fair value basis through profit or loss until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

1.11 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1 Accounting policies (continued)

1.12 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.13 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.14 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1 Accounting policies (continued)

1.15 Share-based payments

For cash-settled share-based payments, a liability is recognised for the goods and services acquired, measured initially at the fair value of the liability. At the balance sheet date until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss for the year.

1.16 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

1.17 Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

A grant that specifies performance conditions is recognised in income when the performance conditions are met. Where a grant does not specify performance conditions it is recognised in income when the proceeds are received or receivable. A grant received before the recognition criteria are satisfied is recognised as a liability.

1.18 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of 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 accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Share based payment

The company has incurred a charge of £103,254 based on the fair value of the cash settled share based payment transaction. The assumptions used to determine the fair value are detailed in note 13.

Market rate of interest on financial instruments

Convertible loans accrue interest at a rate of 8% per annum. The company considers this to represent a market rate of interest for similar, unsecured loans based on other third party financing offers in the year.

3 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Total	10 ==	13 ==

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued)

For the year ended 31 March 2021

4 Tangible fixed assets

	Tangible assets
	£
Cost	
At 1 April 2020	751,807
Additions	61,571
	<u> </u>
At 31 March 2021	813,378
	<u> </u>
Depreciation and impairment	
At 1 April 2020	664,883
Depreciation charged in the year	57,013
	<u> </u>
At 31 March 2021	721,896
	<u> </u>
Carrying amount	
At 31 March 2021	91,482
	<u> </u>
At 31 March 2020	86,923
	<u> </u>

5 Fixed asset investments

	2021	2020
	£	£
Investments	103,256	103,256
	<u> </u>	<u> </u>

Fixed asset investments relate to 100% shareholdings in Compass Box Whisky Supply Limited, a company incorporated in England and Wales, and Compass Box USA LLC, a company incorporated in the USA.

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued)
For the year ended 31 March 2021

5 Fixed asset investments (continued)

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 April 2020 & 31 March 2021	103,256
Carrying amount	
At 31 March 2021	103,256
At 31 March 2020	103,256

6 Stocks

	2021 £	2020 £
Stocks	1,574,183	1,880,898

7 Debtors

	2021 £	2020 as restated £
Amounts falling due within one year:		
Trade debtors	725,200	605,649
Amounts owed by group undertakings	-	2
Other debtors	277,526	190,593
	1,002,726	796,244
Amounts falling due after more than one year:		
Deferred tax asset	111,910	-
Total debtors	1,114,636	796,244

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued)
For the year ended 31 March 2021

8 Creditors: amounts falling due within one year

	2021	2020
Notes	£	£
Bank loans	1,065,000	1,150,000
Convertible loans	355,000	-
Trade creditors	1,555,920	947,246
Amounts owed to group undertakings	85,459	-
Taxation and social security	15,540	25,280
Other creditors	437,435	751,277
	<u>3,514,354</u>	<u>2,873,803</u>

Included in other creditors is an invoice financing facility secured by a floating charge over the assets and undertakings of the company and a charge over the debtor book.

Included in bank loans and overdrafts is an amount of £1,015,000 drawn under a Revolving Credit Facility. The facility was due for renewal in May 2021. Subsequent to the year end this facility was renewed on 25 May 2021 and extended to 19 June 2022.

The client issued £355,000 convertible debt in the year which remained outstanding at the year end. The debt accrues interest at a rate of 8% and is convertible on 31 December 2021 at the latest.

9 Share-based payment transactions

The company has entered into a phantom share scheme for four employees that are employed by its subsidiary Compass Box USA LLC. The phantom share scheme is in relation to 52 AA phantom shares and vest on the date of a change of control of the company as determined in the sole discretion of the board. The scheme will lapse on the date that the employee ceases to work for the company except when the cessation is terminated with good reason. The award payment will be made after the vesting date.

The company has used a Black Scholes model to determine the fair value of the cash settled share based payment transaction resulting in a change in the investment held in Compass Box USA LLC of £103,254. The model used relevant assumptions that were appropriate for the company as at the year-end 31 March 2021, these included;

- Exit event occurring within the next 3 years;
- 67% of employees eligible for phantom shares remaining in employment until the exit event occurs; and
- Low volatility of share price taking into account similar competitors and forecasts of the company

There is no impact to the income statement with an increase in other creditors and investment in its subsidiary, Compass Box USA LLC. No movement was recognised in the year as this was not considered to be material.

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued)

For the year ended 31 March 2021

10 Called up share capital

	2021	2020
	£	£
Ordinary share capital		
Issued and fully paid		
1,250 "A" Ordinary shares of £1 each	1,250	1,250
1,199 "B" Ordinary shares of £1 each	1,199	1,199
1 "C" Ordinary shares of £1 each	1	1
43 "AA" Ordinary shares of £1 each	43	43
	<u>2,493</u>	<u>2,493</u>

A shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer rights of redemption.

B shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer rights of redemption.

C shares shall have no right to vote and shall entitle the holder of such C share to receive a dividend of £1 per C share in any year in which the aggregate of all dividends declared and paid in respect of all A shares and B shares then in issue is not less than £1,000,000 for each such share. On a return of assets on liquidation, the holders of the C share shall be entitled only to the return of the nominal value of the C share held. the C share is not redeemable.

AA shares shall have no right to vote and shall entitle the holder of such AA shares to receive a dividend pro rata according to their holding of AA shares. On a return of assets on liquidation, the holders of the AA shares shall be entitled to receive any amount over £2,000,000 in equal proportions with the holders of the A shares and the B shares. The AA shares are not redeemable.

11 Audit report information

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was qualified and the auditor reported as follows:

11 Audit report information (continued)

Qualified opinion

We have audited the financial statements of Compass Box Delicious Whisky Limited (the 'company') for the year ended 31 March 2021 which comprise, the statement of financial position, the statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its loss 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 qualified opinion

Due the restrictions imposed because of Coronavirus we were unable to observe the counting of physical inventories at the end of the prior year. We were unable to satisfy ourselves by alternative means concerning the inventory quantities held at 31 March 2020, which are included in the balance sheet at £1,880,898.

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 qualified opinion.

Material uncertainty related to going concern

We draw attention to note 1.2 in the financial statements, which describes the impact of the Coronavirus pandemic on the results and financial position of the company.

The forecasts which support the going concern basis of accounting are reliant upon assumptions regarding continued relaxation of bank covenants and the extension of the revolving credit facility at the review date of 19 June 2022.

These events or conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

The senior statutory auditor was Jamie Cassell.

The auditor was Saffery Champness LLP.

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued)

For the year ended 31 March 2021

12 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, as follows:

2021	2020
£	£
43,735	39,668
<u> </u>	<u> </u>

Compass Box Delicious Whisky Limited

Notes to the financial statements (continued)

For the year ended 31 March 2021

13 Related party transactions

During the year the company received goods and services to a value of £926,990 (2020: £1,737,587) from Compass Box USA LLC. At the end of the year the company was owed £52,348 by Compass Box USA LLC (2020: £nil). Compass Box USA LLC is a wholly owned subsidiary of the company.

14 Directors' transactions

Remuneration paid to directors during the year was £48,482 (2020: £78,237). Remuneration paid to non-executive directors during the year was £6,600. Directors and non-executive directors were considered to be key management personnel during the year.

15 Parent company

The directors consider there to be no ultimate controlling party.

16 Prior period adjustment

The prior year results were restated to reflect a reclassification of a cash balance of £77,954 from trade debtors.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.