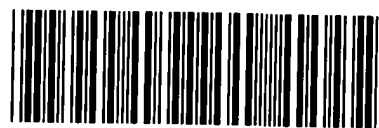


**J O SIMS HOLDINGS (1896) LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

TUESDAY



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**J O SIMS HOLDINGS (1896) LIMITED**

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**COMPANY INFORMATION**

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**Directors**

C O Sims  
J V O Sims  
A J Bell  
A G O Sims

**Company secretary**

A J Bell

**Registered number**

08288515

**Registered office**

Pudding Lane  
Pinchbeck  
Spalding  
Lincolnshire  
PE11 3TJ

**Independent auditor**

Grant Thornton UK LLP  
Chartered Accountants & Statutory Auditor  
Regent House  
80 Regent Road  
Leicester  
LE1 7NH

**Solicitors**

Isadore Goldman  
12 Bridewell Place  
London  
EC4V 6AP

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**J O SIMS HOLDINGS (1896) LIMITED**

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## J O SIMS HOLDINGS (1896) LIMITED

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### GROUP STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

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#### Principal activity and business model

The group has diverse activities which can be broadly grouped as follows:

- Trading of fresh fruit and dried fruit products, and provision of associated packing, storage and distribution services
- Orchard owners and growers
- Property owners and developers

The principal activity of the group is that of dealing in fresh and dried produce. This activity contributed 87% of the group's turnover in 2019. Fruit growing activities contributed 11% of revenues with the remainder being attributable to property ownership.

The principal activity has a clearly defined business model for delivering value:

- Strong, highly integrated supply base enables the company to reliably and ethically source top quality fruit and fruit products from reputable suppliers around the world. Many of our suppliers have worked with us for several decades and are considered true business partners. Supplier development is key to the continued improvements in product availability and quality. Exclusive supply agreements and relationships ensure that in many cases competitive advantage is gained as our fruit is simply the best available in the market place.
- Our wholly owned facilities for storing, processing and packing products ensure that we are highly responsive to be able to convert & deliver products to customer's requirements. We are not reliant upon third parties for the delivery of these services and are therefore in control of the whole supply chain.
- Our products are supported by highly skilled, knowledgeable and professional team who ensure that quality and service levels are enviable. Our team are loyal, and staff retention is excellent ensuring continuity and preservation of knowledge and talent.
- Our business has been trading since 1896 with this integrated approach of supplier development and partnership, enabling the business to deliver value for the company.

#### Business review

The fruit trading business remains focussed on delivering the highest quality of product to its customers and continues to invest in the development of both the supply chain and its employees for the future.

The continued application of these core values of the business enabled further sales activity to be secured, contributing to the delivery of the strong performance of the business in 2019. Our export business continues to thrive with an exciting future.

Turnover for the trading business of £84,031,531 (2018 £73,777,403) represents further 14% growth. Gross margin has seen 4% reduction during a period of difficult trading conditions, and a continued prolonged period of weakness of the pound.

Occupation levels of our available commercial and residential space have been maintained, with healthy rentals continuing to be achieved for properties in the fashionable Borough Market area of London.

Our Orchard Investments are particularly exciting for the business. Growing in various locations and in 5 countries.

Results for the group's US orchard activities are disappointing this year due to two main reasons. Firstly the apple market weakened throughout the year with significantly lower prices returned to the grower for the apples that were brought forward in inventory delivering a lower gross margin. Secondly the harvested cherry volume was significantly lower, down 43%, due to a poor pollination season. There has been a significant replanting

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## J O SIMS HOLDINGS (1896) LIMITED

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### GROUP STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

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exercise in the US Orchards with 350 acres planted in the past 4 years, which has affected production for several years while the trees mature. These high intensity plantings of desirable fruit varieties are forecast to yield strong returns in the coming years.

Orchard investments in other geographies continue to develop with earlier plantings starting reaching maturity and generating small revenues. Along with our existing cherry farms throughout the world, these developments further strengthen the company's position as the market leader in cherry availability throughout the whole year.

#### Principal risks and uncertainties

##### Currency risk

The group is exposed to translation and transaction foreign exchange risk. Where possible this is managed through the use of foreign currency bank accounts and cash holdings. The company enters into forward currency deals to reduce exposure to currency fluctuations on purchases.

##### Liquidity risk

The group seeks to manage liquidity risk by ensuring that sufficient liquidity is maintained to meet foreseeable needs and by investing cash assets safely and profitably. Primarily this is achieved through inter company loans and bank borrowings.

##### Interest rate risk

The group finances its operations through a mixture of retained earnings, bank borrowings and intercompany loans. The group's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities in both the UK and the USA.

##### Crop risk

Wherever possible the group seeks to mitigate the risk of crop failure or reduction by sourcing its products from diverse geographical locations and has multiple sources of supply.

##### 'Brexit'

The group is closely monitoring the ongoing political situation as the UK prepares to leave the European Union. Developments are considered as they arise, with the potential impact upon the business being assessed and mitigating steps to be taken where possible. Particular areas of the EU exit process which are being closely scrutinised include cross border movement of product, tariffs, logistics, labour and pricing. The group and its operating partners are committed to addressing any difficulties that may arise through the exit process and ensuring that business continuity is safeguarded.

#### Other key performance indicators

As explained more fully in accounting policy 2.3, having regard to the group's forecasts and projections to December 2021 and beyond the directors consider that the group has adequate resources to continue in operational existence for the foreseeable future and that it is appropriate to prepare the financial statements on a going concern basis.

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**J O SIMS HOLDINGS (1896) LIMITED**

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**GROUP STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**Financial key performance indicators**

The directors use financial key performance indicators to manage the business.

The principal measures used are:

*Turnover* which is monitored at numerous levels and against several measures. The business activity is related to customer, product and supplier metrics which enables performance to be measured and controlled at these levels.

*Gross margin* which is defined as the total cost of the product served, including all associated purchase, conversion and distributions costs to deliver the final product at its destination.

*Overheads and operating costs* are monitored and managed according to the demands of the business.

*Bins per acres/tons per acre* are used to measure fruit output of growing activities. The volumes are compared to both prior years and to budget, enabling the constant refinement of growing techniques to maximise yield.

*Fruit size and mix* are considered alongside volume to enhance and maximise revenues.

**GROUP STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**Directors' statement of compliance with duty to promote the success of the Group**

The directors consider, both individually and together, that they have acted in the way they consider, in good faith, would be most likely to promote the success of the group for the benefit of its members as a whole (having regard to the stakeholders and matters set out in s172(1)(a-f) of the Act) in the decisions taken during the year ended 31 December 2019.

In particular, by reference to the approval of our business plan ('our plan') for the period, our plan was designed to have a long-term beneficial impact on the group and to contribute to its success in delivering a best in class service to our customers.

We will continue to operate our business within tight budgetary controls and in line with our targets.

Our employees are fundamental to the delivery of our plan. We aim to be a responsible employer in our approach to the pay and benefits our employees receive. The health, safety and well-being of our employees is one of our primary considerations in the way we do business.

Our plan was informed by extensive engagement with customers, enabling us to gain an understanding of their views and priorities, purchasing plans and opportunities.

We also aim to act responsibly and fairly in how we engage with our suppliers; our credit providers; and our regulators; all of whom are integral to the successful delivery of our plan.


Our plan took into account the impact of the group's operations on the community and environment and our wider societal responsibilities, and in particular how we impact the regions we serve.

As the Board of Directors, our intention is to behave responsibly and ensure that management operate the business in a responsible manner, operating within the high standards of business conduct and good governance expected for a business such as ours and in doing so, will contribute to the delivery of our plan.

The intention is to nurture our reputation, through considering and treating all stakeholders fairly and respectfully, ensuring wherever possible business plans and targets are aligned with stakeholder desires and needs.

As the Board of Directors, our intention is to behave responsibly toward our shareholders and treat them fairly and equally, so they too may benefit from the successful delivery of our plan.

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

  
**C O Sims**  
Director

Date: 27 November 2020

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## J O SIMS HOLDINGS (1896) LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

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The directors present their report and the financial statements for the year ended 31 December 2019.

#### Results and dividends

The profit for the year, after taxation but before minority interests, amounted to £1,154,403 (2018: £5,466,299).

Particulars of dividends paid are detailed in the notes to the financial statements.

#### Directors

The directors who served during the year were:

C O Sims  
J V O Sims  
A J Bell  
A G O Sims

#### Directors' responsibilities statement

The directors are responsible for preparing the Group strategic report, the Directors' report and the consolidated 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 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 and profit or loss of the Company and the Group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group 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 the Group and 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**Principal risks and uncertainties**

The main risks arising from the group's financial instruments are interest rate risk, liquidity risk and currency risk. The directors review and agree policies for managing each of these risks and they are summarised below. The policies have remained unchanged from previous periods.

**Interest rate risk**

The group finances its operations through a mixture of retained earnings and bank borrowings. The group's exposure to interest rate fluctuations on its borrowings is managed by the use of both fixed and floating facilities in both the UK and the USA.

**Liquidity risk**

The group seeks to manage liquidity risk by ensuring that sufficient liquidity is maintained to meet foreseeable needs and by investing cash assets safely and profitably. Primarily this is achieved through inter company loans and bank borrowings.

**Currency risk**

The group is exposed to translation and transaction foreign exchange risk. Where possible this is managed through the use of foreign currency bank accounts and cash holdings. The group enters into forward currency contracts to reduce exposure to currency fluctuations on purchases.

**Modern Slavery Act**

The group trades and works with many multinational companies and is fully aware of its obligations to ensure compliance to the Act.

**Financial instruments**

The group uses financial instruments, other than derivatives, comprising borrowings, cash and other liquid resources and various other items such as trade debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the group's operations.

The main risks arising from the group's financial instruments are interest rate risk, liquidity risk and currency risk. The directors review and agree policies for managing each of these risks and they are summarised below. The policies have remained unchanged from previous periods.

**Disclosure of information to auditor**

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the Company and the Group's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company and the Group's auditor is aware of that information.

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**J O SIMS HOLDINGS (1896) LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**Auditor**

The auditor, Grant Thornton UK 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.

*Christopher Sims*

**C O Sims**  
Director

Date: 27 November 2020



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## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF J O SIMS HOLDINGS (1896) LIMITED

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### Opinion

We have audited the financial statements of J O Sims Holdings (1896) Limited (the 'parent Company') and its subsidiaries (the 'Group') for the year ended 31 December 2019, which comprise the Consolidated Statement of comprehensive income, the Consolidated and Company Balance sheets, the Consolidated Statement of cash flows, the Consolidated and Company 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 Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Group's and of the parent Company's affairs as at 31 December 2019 and of the Group's 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 Group 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.

### The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.



## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF J O SIMS HOLDINGS (1896) LIMITED (CONTINUED)

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### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the parent Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

### Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's report thereon. 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.



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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF J O SIMS HOLDINGS (1896) LIMITED  
(CONTINUED)**

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**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 Group 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 Group strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

**Matter on which we are required to report under the Companies Act 2006**

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

**Matters on which we are required to report by exception**

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

**Responsibilities of directors for the financial statements**

As explained more fully in the Directors' responsibilities statement on page 5, 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 Group's and the parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or the parent Company or to cease operations, or have no realistic alternative but to do so.



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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF J O SIMS HOLDINGS (1896) LIMITED  
(CONTINUED)**

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**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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's report.

**Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an 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.

*Grant Thornton UK LLP*

Christopher Frostwick  
Senior statutory auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Leicester

27 November 2020

**J O SIMS HOLDINGS (1896) LIMITED**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 £	2018 £
Turnover	4	96,369,176	83,902,386
Cost of sales		(87,147,254)	(73,886,394)
<b>Gross profit</b>		<b>9,221,922</b>	<b>10,015,992</b>
Distribution costs		(837,276)	(920,745)
Administrative expenses		(7,029,414)	(6,164,383)
Other operating income	5	1,664,728	1,541,765
Fair value movements		-	3,020,992
<b>Operating profit</b>	6	<b>3,019,960</b>	<b>7,493,621</b>
Interest receivable and similar income	10	42,632	61,278
Interest payable and expenses	11	(1,136,247)	(1,136,406)
<b>Profit before taxation</b>		<b>1,926,345</b>	<b>6,418,493</b>
Tax on profit	12	(802,105)	(1,057,927)
<b>Profit for the financial year</b>		<b>1,124,240</b>	<b>5,360,566</b>
Retranslation of opening net assets of overseas operations		(430,627)	422,080
<b>Other comprehensive income for the year</b>		<b>(430,627)</b>	<b>422,080</b>
<b>Total comprehensive income for the year</b>		<b>693,613</b>	<b>5,782,646</b>
<b>Profit for the year attributable to:</b>			
Non-controlling interests		(30,163)	(105,733)
Owners of the parent Company		1,154,403	5,466,299
		<b>1,124,240</b>	<b>5,360,566</b>
<b>Total comprehensive income for the year attributable to:</b>			
Non-controlling interest		(30,163)	(105,733)
Owners of the parent Company		723,776	5,888,379
		<b>693,613</b>	<b>5,782,646</b>

The notes on pages 21 to 43 form part of these financial statements.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**CONSOLIDATED BALANCE SHEET**  
**AS AT 31 DECEMBER 2019**


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	Note	2019 £	2018 £
<b>Fixed assets</b>			
Intangible assets	14	(110,725)	(133,221)
Tangible assets	15	30,517,114	27,736,506
Investments	16	118,789	69,894
Investment property	17	47,318,749	47,318,749
		<u>77,843,927</u>	<u>74,991,928</u>
<b>Current assets</b>			
Stocks	18	16,742,967	12,192,315
Debtors	19	14,450,210	12,208,745
Cash at bank and in hand	20	331,660	883,896
		<u>31,524,837</u>	<u>25,284,956</u>
Creditors: amounts falling due within one year	21	(30,551,090)	(22,369,357)
<b>Net current assets</b>		<u>973,747</u>	<u>2,915,599</u>
<b>Total assets less current liabilities</b>		<u>78,817,674</u>	<u>77,907,527</u>
Creditors: amounts falling due after more than one year	22	(25,862,198)	(25,561,306)
<b>Provisions for liabilities</b>			
Deferred taxation	25	(4,466,988)	(4,551,346)
		<u>(4,466,988)</u>	<u>(4,551,346)</u>
<b>Net assets</b>		<u><u>48,488,488</u></u>	<u><u>47,794,875</u></u>



**J O SIMS HOLDINGS (1896) LIMITED**  
**REGISTERED NUMBER:08288515**

**CONSOLIDATED BALANCE SHEET (CONTINUED)**  
**AS AT 31 DECEMBER 2019**

	Note	2019 £	2018 £
<b>Capital and reserves</b>			
Called up share capital	26	100	100
Share premium account	27	16,975,232	16,975,232
Revaluation reserve	27	17,429,137	17,429,137
Capital redemption reserve	27	800,000	800,000
Profit and loss account	27	12,518,990	11,767,874
<b>Equity attributable to owners of the parent Company</b>		<b>47,723,459</b>	<b>46,972,343</b>
Non-controlling interests		765,029	822,532
		<b>48,488,488</b>	<b>47,794,875</b>

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

**C O Sims**  
 Director *Christopher Sims*

**A J Bell**  
 Director *Andrew Bell*

Date: 27 November 2020

The notes on pages 21 to 43 form part of these financial statements.

**J O SIMS HOLDINGS (1896) LIMITED**  
**REGISTERED NUMBER:08288515**

**COMPANY BALANCE SHEET**  
**AS AT 31 DECEMBER 2019**

	Note	2019 £	2018 £
<b>Fixed assets</b>			
Investments	16	18,975,332	18,975,332
		<u>18,975,332</u>	<u>18,975,332</u>
<b>Current assets</b>			
Debtors	19	600,068	823,402
Cash at bank and in hand	20	-	2
		<u>600,068</u>	<u>823,404</u>
Creditors: amounts falling due within one year	21	(216,152)	(216,929)
<b>Net current assets</b>		<u>383,916</u>	<u>606,475</u>
<b>Total assets less current liabilities</b>		<u>19,359,248</u>	<u>19,581,807</u>
Creditors: amounts falling due after more than one year	22	(1,500,000)	(1,700,000)
<b>Net assets</b>		<u><u>17,859,248</u></u>	<u><u>17,881,807</u></u>
<b>Capital and reserves</b>			
Called up share capital	26	100	100
Share premium account	27	16,975,232	16,975,232
Capital redemption reserve	27	800,000	800,000
Profit and loss account	27	83,916	106,475
		<u><u>17,859,248</u></u>	<u><u>17,881,807</u></u>

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

**C O Sims**  
 Director *Christopher Sims*

**A J Bell**  
 Director *Andrew Bell*

Date: 27 November 2020

The notes on pages 21 to 43 form part of these financial statements.

## J O SIMS HOLDINGS (1896) LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2019

	Called up share capital	Share premium account	Capital redemption reserve	Revaluation reserve	Profit and loss account	Equity attributable to owners of parent Company	Non- controlling interests	Total equity
	£	£	£	£	£	£	£	£
At 1 January 2019	100	16,975,232	800,000	17,429,137	11,767,874	46,972,343	822,532	47,794,875
<b>Comprehensive income for the year</b>								
Profit for the year	-	-	-	-	1,154,403	1,154,403	(30,163)	1,124,240
Retranslation of opening net assets of overseas operations	-	-	-	-	(403,287)	(403,287)	(27,340)	(430,627)
<b>Total comprehensive income for the year</b>	-	-	-	-	751,116	751,116	(57,503)	693,613
<b>Total transactions with owners</b>	-	-	-	-	-	-	-	-
<b>At 31 December 2019</b>	<b>100</b>	<b>16,975,232</b>	<b>800,000</b>	<b>17,429,137</b>	<b>12,518,990</b>	<b>47,723,459</b>	<b>765,029</b>	<b>48,488,488</b>

The notes on pages 21 to 43 form part of these financial statements.

## J O SIMS HOLDINGS (1896) LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Share premium account	Capital redemption reserve	Revaluation reserve	Profit and loss account	Equity attributable to owners of parent Company	Non- controlling interests	Total equity
	£	£	£	£	£	£	£	£
At 1 January 2018	100	16,975,232	500,000	14,408,145	9,369,815	41,253,292	949,482	42,202,774
<b>Comprehensive income for the year</b>								
Profit for the year	-	-	-	-	5,466,299	5,466,299	(105,733)	5,360,566
Retranslation of opening net assets of overseas operations	-	-	-	-	442,440	442,440	(20,360)	422,080
Surplus on revaluation of freehold property	-	-	-	3,020,992	(3,015,680)	5,312	-	5,312
<b>Total comprehensive income for the year</b>	-	-	-	3,020,992	2,893,059	5,914,051	(126,093)	5,787,958
Dividends: Equity capital	-	-	-	-	(195,000)	(195,000)	-	(195,000)
Transfer to capital redemption reserve	-	-	300,000	-	(300,000)	-	-	-
Other equity movements in subsidiaries	-	-	-	-	-	-	(857)	(857)
<b>Total transactions with owners</b>	-	-	300,000	-	(495,000)	(195,000)	(857)	(195,857)
<b>At 31 December 2018</b>	<b>100</b>	<b>16,975,232</b>	<b>800,000</b>	<b>17,429,137</b>	<b>11,767,874</b>	<b>46,972,343</b>	<b>822,532</b>	<b>47,794,875</b>

The notes on pages 21 to 43 form part of these financial statements.

**J O SIMS HOLDINGS (1896) LIMITED**

**COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital	Share premium account	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2019	100	16,975,232	800,000	106,475	17,881,807
Loss for the year	-	-	-	(22,559)	(22,559)
Transfer to capital redemption reserve	-	-	-	-	-
<b>At 31 December 2019</b>	<b>100</b>	<b>16,975,232</b>	<b>800,000</b>	<b>83,916</b>	<b>17,859,248</b>

The notes on pages 21 to 43 form part of these financial statements.

**COMPANY STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2018**

	Called up share capital	Share premium account	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2018	100	16,975,232	500,000	126,859	17,602,191
Profit for the year	-	-	-	474,616	474,616
Dividends: Equity capital	-	-	-	(195,000)	(195,000)
Transfer to capital redemption reserve	-	-	300,000	(300,000)	-
<b>At 31 December 2018</b>	<b>100</b>	<b>16,975,232</b>	<b>800,000</b>	<b>106,475</b>	<b>17,881,807</b>

The notes on pages 21 to 43 form part of these financial statements.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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	2019 £	2018 £
<b>Cash flows from operating activities</b>		
Profit for the financial year	1,124,240	5,360,566
<b>Adjustments for:</b>		
Amortisation of intangible assets	(22,496)	(22,496)
Depreciation of tangible assets	2,115,422	1,691,334
Interest paid	1,136,247	1,136,406
Interest received	(42,632)	(61,278)
Taxation charge	802,105	1,057,927
(Increase)/decrease in stocks	(4,550,652)	841,352
(Increase) in debtors	(2,241,465)	(1,487,594)
Increase in creditors	4,638,175	1,238,468
Net fair value losses/(gains) recognised in P&L	-	(3,020,992)
Corporation tax (paid)	(710,154)	(794,609)
Movement on fair value forex swaps	(144,144)	357,834
Foreign exchange movements	567,237	200,502
<b>Net cash generated from operating activities</b>	<b>2,671,883</b>	<b>6,497,420</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(6,440,924)	(3,710,817)
Sale of tangible fixed assets	551,940	10,943
Purchase of investment properties	-	(556,007)
Purchase of unlisted and other investments	(53,805)	-
Interest received	42,632	61,278
<b>Net cash used in investing activities</b>	<b>(5,900,157)</b>	<b>(4,194,603)</b>
<b>Cash flows from financing activities</b>		
New secured loans	3,043,198	3,172,300
Repayment of loans	(1,564,382)	(1,133,926)
Repayment of other loans	(57,170)	(1,383,867)
Dividends paid	-	(195,000)
Interest paid	(1,136,247)	(1,136,406)
<b>Net cash generated from/ (used in) financing activities</b>	<b>285,399</b>	<b>(676,899)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(2,942,875)</b>	<b>1,625,918</b>
Cash and cash equivalents at beginning of year	883,896	(742,022)
<b>Cash and cash equivalents at the end of year</b>	<b>(2,058,979)</b>	<b>883,896</b>

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**J O SIMS HOLDINGS (1896) LIMITED**

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**CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	<b>331,660</b>	<b>883,896</b>
Bank overdrafts	<b>(2,390,639)</b>	<b>-</b>
	<b>(2,058,979)</b>	<b>883,896</b>

The notes on pages 21 to 43 form part of these financial statements.

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## **J O SIMS HOLDINGS (1896) LIMITED**

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### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

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#### **1. General information**

The J O Sims Holdings (1896) Limited group is principally engaged in selling fresh produce, selling fresh produce partly on its own behalf and partly on a commission basis.

The company is a private company limited by shares and is incorporated in England.

The address of the registered office is Pudding Lane, Pinchbeck, Spalding, Lincolnshire, PE11 3TJ.

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

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

The presentation and functional currency of the company is GBP.

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

The Company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own Statement of comprehensive income in these financial statements.

The following principal accounting policies have been applied:

##### **2.2 Basis of consolidation**

The consolidated financial statements present the results of the company and its own subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**2. Accounting policies (continued)**

**2.3 Going concern**

Management have considered the current and potential future impact on the group of the global Covid-19 pandemic. Trading in the core trading business during this period from the initial UK lockdown in March 2020 through to the current date has remained strong, due to the nature of the company's product offering including fresh fruit, and fruit products which are used in the manufacture of healthy foods such as breakfast cereals. The group has been able to operate at normal capacity due to the UK Government lockdown restrictions considering the needs of essential food businesses which has ensured that the company has been able to meet the demand from its customers. Looking into 2021 and beyond the directors are confident that demand will remain strong. In relation to the investment properties, residential demand has remained strong. We have agreed a range of rental forbearance agreements with our commercial tenants to recognise the challenges they have faced to date as a result of the pandemic. Going forward, we are confident that the strength of their respective offerings and the location of the sites means that our medium-term rental stream is secure at broadly historical levels. The group has adequate cash resources and access to operating finance to ensure that it is able to meet its' liabilities as they fall due.

The impending exit of the United Kingdom from the European Union continues to bring uncertainty to the group. The lack of clarity around how the exit will be resolved and the trading environment for the core trading business which will exist post Brexit has been constantly monitored and considered by management. Appropriate planning and actions have been taken by the group to ensure that the correct global logistic partners and facilities are in place in order that the trading business will minimise any negative affect through the process. The group is well prepared for this change and ready to meet the challenge on 1st January 2021.

Having regard to the group's forecasts and projections to December 2021 and beyond the directors therefore consider that the group has adequate resources to continue in operational existence for the foreseeable future and that it is appropriate to prepare the financial statements on a going concern basis.

**2.4 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group 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.

In respect of fruit sales, turnover is recognised in line with lot accounting, which matches all revenues and costs for each lot created at the consignment level. Revenue is recognised when goods have been received by the customer.

Development of property turnover is recognised upon completion.

Orchards turnover is recognised upon delivery.

Rental income is recognised as other operating income over the period of rental.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**2. Accounting policies (continued)**
**2.5 Intangible assets**
**Goodwill**

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the Group's share 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 Consolidated statement of comprehensive income over its useful economic life.

**2.6 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is provided on the following basis:

Freehold Buildings	- 2% straight line
Plant & Machinery	- 5 - 20% straight line
Motor Vehicles	- 20% straight line
Fixtures & Fittings	- 10 - 33% straight line

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

**2.7 Operating leases: the Group as lessee**

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

**2.8 Operating leases: the Group as lessor**

Rentals receivable under operating leases are credited to profit or loss on a straight line basis over the period of the lease.

**2.9 Investment property**

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

**2.10 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**2. Accounting policies (continued)**

**2.11 Stocks**

Stocks are stated at the lower of cost and net realisable value, after making allowance for obsolete and slow moving stock.

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

**2.12 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.

**2.13 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.

In the Consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Group's cash management.

**2.14 Financial instruments**

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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited directly to equity.

**2.15 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.

**2.16 Finance costs**

Finance costs are charged to profit or loss 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.

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**J O SIMS HOLDINGS (1896) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**2. Accounting policies (continued)****2.17 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.

Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**2.18 Pensions****Defined contribution pension plan**

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

**2.19 Interest income**

Interest income is recognised in profit or loss using the effective interest method.

**2.20 Borrowing costs**

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

**2.21 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Group a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Group becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**2. Accounting policies (continued)**

**2.22 Current and deferred taxation**

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

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

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

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Group can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

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

**2.23 Foreign currency translation**

**Functional and presentation currency**

The group's and company's functional and presentational currency is GBP.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at closing rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

Exchange gains and losses are recognised in the statement of comprehensive income.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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

Many of the amounts in the financial statements involve the use of judgement and/or estimation. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgements and estimation is contained in the accounting policies and/or the notes to the financial statements and the key areas are summarised below:

**Judgements in applying accounting policies:**

- the directors must judge whether all the conditions required for turnover to be recognised in the profit and loss account of the financial year, as set out in note 2.4 above, have been met.

**Sources of estimation uncertainty:**

- Depreciation rates are based on estimates of the useful lives of the assets involved as disclosed in note 2.6
- The Group carries its investment property at fair value as set out in note 2.9 above. The directors estimate fair value using external valuation reports and market yields as a guide, taking into account the nature, location and condition of the property.
- Based on the ageing of the stock the directors apply a set criteria, based on experience, to estimate the level of provision required to determine the net realisable value of stock, on a line by line basis.

**4. Turnover**

The turnover and profit before taxation are attributable to the principal activities of the group. 7% (2018: 9%) of the group turnover is derived in the US, the remainder being derived in the UK.

**5. Other operating income**

	2019 £	2018 £
Rental income	1,583,480	1,422,863
Sundry income	81,248	118,902
	<u>1,664,728</u>	<u>1,541,765</u>

**6. Operating profit**

The operating profit is stated after charging:

	2019 £	2018 £
Depreciation of tangible fixed assets	2,115,422	1,691,334
Amortisation of intangible assets, including goodwill	<u>(22,496)</u>	<u>(22,496)</u>

**J O SIMS HOLDINGS (1896) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**7. Auditor's remuneration**

	<b>2019</b> £	<b>2018</b> £
Fees payable to the Group's auditor and its associates for the audit of the Group's annual accounts	<b>5,000</b>	5,000
<b>Fees payable to the Group's auditor and its associates in respect of:</b>		
Subsidiary company audits	<b>46,700</b>	41,680
Subsidiary company accounting services	<b>4,000</b>	4,000
All other services	<b>79,855</b>	20,795
Tax compliance of the group's annual accounts	<b>11,670</b>	11,670

**8. Employees**

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

	<b>Group</b> <b>2019</b> £	<i>Group</i> <i>2018</i> £	<b>Company</b> <b>2019</b> £	<i>Company</i> <i>2018</i> £
Wages and salaries	<b>4,115,653</b>	3,807,570	-	-
Social security costs	<b>417,715</b>	368,240	-	-
Cost of defined contribution scheme	<b>195,072</b>	212,283	-	-
	<b>4,728,440</b>	4,388,093	-	-

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

	<b>2019</b> <b>No.</b>	<b>2018</b> <b>No.</b>
Sales and distribution	<b>159</b>	137
Office and management	<b>22</b>	15
	<b>181</b>	152

The average monthly number of employees in respect of the company were as follows:

Office management 3 (2018: 3)

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**9. Directors' remuneration**

	<b>2019</b> £	<b>2018</b> £
Directors' emoluments	<b>335,402</b>	372,845
Company contributions to defined contribution pension schemes	<b>20,650</b>	20,379
	<b>356,052</b>	393,224

The highest paid director received remuneration of £129,915 (2018: £165,514).

**10. Interest receivable**

	<b>2019</b> £	<b>2018</b> £
Other interest receivable	<b>42,632</b>	61,278

**11. Interest payable and similar expenses**

	<b>2019</b> £	<b>2018</b> £
Bank interest payable	<b>1,053,901</b>	1,002,145
Other loan interest payable	<b>68,346</b>	119,866
Preference share dividends	<b>14,000</b>	14,395
	<b>1,136,247</b>	1,136,406



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J O SIMS HOLDINGS (1896) LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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12. Taxation

	2019 £	2018 £
<b>Corporation tax</b>		
Current tax on profits for the year	628,534	642,721
Adjustments in respect of previous periods	10,158	(69,909)
	<u>638,692</u>	<u>572,812</u>
<b>Foreign tax</b>		
Foreign tax on income for the year	89,626	5,472
<b>Total current tax</b>	<u>728,318</u>	<u>578,284</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	73,787	479,643
<b>Total deferred tax</b>	<u>73,787</u>	<u>479,643</u>
<b>Taxation on profit on ordinary activities</b>	<u>802,105</u>	<u>1,057,927</u>

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**12. Taxation (continued)****Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2018: *lower than*) the standard rate of corporation tax in the UK of 19% (2018: 19.00%). The differences are explained below:

	2019 £	2018 £
Profit on ordinary activities before tax	<b>1,926,345</b>	6,418,493
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018: 19.00%)	<b>366,006</b>	1,219,514
<b>Effects of:</b>		
Expenses not deductible for tax purposes	<b>18,465</b>	4,588
Adjustments to brought forward values	<b>82,611</b>	-
Adjustments to tax charge in respect of prior periods	<b>10,158</b>	(69,909)
Chargeable capital gains	<b>60,194</b>	346,647
Adjustment to deferred tax rate	<b>(21,438)</b>	(36,616)
Deferred tax asset not recognised	<b>131,908</b>	283,041
Foreign tax (rate differential)	<b>187,958</b>	(159,263)
Fixed asset differences	<b>22,363</b>	-
Group relief claimed	<b>436</b>	(1,137)
Income not taxable	<b>(139,157)</b>	(573,988)
Income taxed on LLP profits	<b>82,601</b>	45,050
<b>Total tax charge for the year</b>	<b>802,105</b>	1,057,927

**13. Dividends**

	2019 £	2018 £
<b>Ordinary</b>		
Dividends paid on equity capital	-	195,000
<b>Preference</b>		
Dividends paid on preference share capital	<b>14,000</b>	14,395
	<b>14,000</b>	209,395

**J O SIMS HOLDINGS (1896) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**14. Intangible assets**

**Group and Company**

	Goodwill £	Negative goodwill £	Total £
<b>Cost</b>			
At 1 January 2019	277,001	(363,468)	(86,467)
At 31 December 2019	277,001	(363,468)	(86,467)
<b>Amortisation</b>			
At 1 January 2019	83,101	(36,347)	46,754
Charge for the year on owned assets	13,851	(36,347)	(22,496)
At 31 December 2019	96,952	(72,694)	24,258
<b>Net book value</b>			
At 31 December 2019	180,049	(290,774)	(110,725)
At 31 December 2018	193,900	(327,121)	(133,221)

## J O SIMS HOLDINGS (1896) LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

## 15. Tangible fixed assets

## Group

	Freehold property £	Plant & machinery £	Motor vehicles £	Fixtures & fittings £	Total £
<b>Cost or valuation</b>					
At 1 January 2019	23,375,644	19,075,572	307,973	977,049	43,736,238
Additions	4,035,363	2,364,410	-	41,151	6,440,924
Disposals	(737,293)	-	-	-	(737,293)
Exchange adjustments	(608,807)	(733,220)	-	-	(1,342,027)
At 31 December 2019	26,064,907	20,706,762	307,973	1,018,200	48,097,842
<b>Depreciation</b>					
At 1 January 2019	2,454,185	12,376,702	292,071	876,774	15,999,732
Charge for the year on owned assets	907,807	1,162,251	2,200	43,164	2,115,422
Disposals	(185,353)	-	-	-	(185,353)
Exchange adjustments	15,330	(378,105)	13,702	-	(349,073)
At 31 December 2019	3,191,969	13,160,848	307,973	919,938	17,580,728
<b>Net book value</b>					
At 31 December 2019	22,872,938	7,545,914	-	98,262	30,517,114
At 31 December 2018	20,921,459	6,698,870	15,902	100,275	27,736,506

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J O SIMS HOLDINGS (1896) LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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16. Fixed asset investments

Group

	Other fixed asset investments £
<b>Cost or valuation</b>	
At 1 January 2019	184,765
Additions	53,805
Foreign exchange movement	(4,910)
At 31 December 2019	<u>233,660</u>
<b>Impairment</b>	
At 1 January 2019	114,871
At 31 December 2019	<u>114,871</u>
<b>Net book value</b>	
At 31 December 2019	<u>118,789</u>
At 31 December 2018	<u>69,894</u>

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**16. Fixed asset investments (continued)****Company**

**Investments  
in  
subsidiary  
companies  
£**

**Cost or valuation**

At 1 January 2019

**18,975,332**

At 31 December 2019

**18,975,332****17. Investment property****Group**

**Freehold  
investment  
property  
£**

**Valuation**

At 1 January 2019

**47,318,749****At 31 December 2019****47,318,749**

The 2019 valuations were made by the directors at the balance sheet date, on an open market value for existing use basis.

The bank has first legal charge over the properties.

**J O SIMS HOLDINGS (1896) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**18. Stocks**

	<b>Group 2019 £</b>	<i>Group 2018 £</i>
Raw materials and consumables	<b>1,708,481</b>	1,313,323
Finished goods and goods for resale	<b>15,034,486</b>	10,878,992
	<b><u>16,742,967</u></b>	<u>12,192,315</u>

Stock recognised in cost of sales during the year as an expense was £66,503,398 (2018: £55,438,421).

Stock is stated net of a provision of £152,917 (2018: £120,716).

**19. Debtors**

	<b>Group 2019 £</b>	<i>Group 2018 £</i>	<b>Company 2019 £</b>	<i>Company 2018 £</i>
<b>Due after more than one year</b>				
Other debtors	<b>587,919</b>	839,230	-	-
	<b><u>587,919</u></b>	<u>839,230</u>	<u>-</u>	<u>-</u>
<b>Due within one year</b>				
Trade debtors	<b>10,855,579</b>	8,411,813	-	-
Amounts owed by group undertakings	-	-	<b>600,068</b>	823,402
Other debtors	<b>1,900,236</b>	2,208,255	-	-
Prepayments and accrued income	<b>898,142</b>	477,318	-	-
Tax recoverable	<b>81,825</b>	272,129	-	-
Financial instruments	<b>126,509</b>	-	-	-
	<b><u>14,450,210</u></b>	<u>12,208,745</u>	<b><u>600,068</u></b>	<u>823,402</u>

Trade debtors are stated net of a provision of £1,163 (2018: £118,606).

**20. Cash and cash equivalents**

	<b>Group 2019 £</b>	<i>Group 2018 £</i>	<b>Company 2019 £</b>	<i>Company 2018 £</i>
Cash at bank and in hand	<b>331,660</b>	883,896	-	2
Less: bank overdrafts	<b><u>(2,390,639)</u></b>	<u>-</u>	<u>-</u>	<u>-</u>

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**21. Creditors: Amounts falling due within one year**

	<b>Group 2019 £</b>	<b>Group 2018 £</b>	<b>Company 2019 £</b>	<b>Company 2018 £</b>
Bank overdrafts	2,390,639	-	-	-
Bank loans	3,109,469	1,931,545	200,000	200,000
Other loans	1,525,222	1,582,392	-	-
Trade creditors	19,662,557	12,963,836	-	-
Corporation tax	346,847	360,842	-	-
Other taxation and social security	165,194	263,576	-	-
Other creditors	2,534,666	4,278,393	-	-
Accruals and deferred income	816,496	971,138	16,152	16,929
Financial instruments	-	17,635	-	-
	<b>30,551,090</b>	<b>22,369,357</b>	<b>216,152</b>	<b>216,929</b>

Disclosure of the terms and conditions attached to the non-equity shares is made in note 26.

Other creditors include £1,083,704 (2018: £1,984,146) in respect of the director's current accounts.

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

	<b>Group 2019 £</b>	<b>Group 2018 £</b>	<b>Company 2019 £</b>	<b>Company 2018 £</b>
Bank loans	25,162,198	24,861,306	800,000	1,000,000
Share capital treated as debt	700,000	700,000	700,000	700,000
	<b>25,862,198</b>	<b>25,561,306</b>	<b>1,500,000</b>	<b>1,700,000</b>

Disclosure of the terms and conditions attached to the non-equity shares is made in note 26.



**J O SIMS HOLDINGS (1896) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**23. Loans**

	<b>Group 2019 £</b>	<b>Group 2018 £</b>	<b>Company 2019 £</b>	<b>Company 2018 £</b>
<b>Amounts falling due within one year</b>				
Bank loans	<b>3,109,469</b>	1,931,545	<b>200,000</b>	200,000
Other loans	<b>1,525,222</b>	1,582,392	-	-
	<b>4,634,691</b>	3,513,937	<b>200,000</b>	200,000
<b>Amounts falling due 1-2 years</b>				
Bank loans	<b>3,831,900</b>	3,894,643	<b>200,000</b>	200,000
<b>Amounts falling due 2-5 years</b>				
Bank loans	<b>10,398,755</b>	17,444,805	<b>600,000</b>	800,000
<b>Amounts falling due after more than 5 years</b>				
Bank loans	<b>10,931,543</b>	3,521,858	-	-
	<b>29,796,889</b>	28,375,243	<b>1,000,000</b>	1,200,000

Bank loans and overdrafts are secured by a fixed and floating charge over certain property and over the group's assets and various guarantees given to the group's bankers by group undertakings.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**24. Financial instruments**

	<b>Group 2019 £</b>	<b>Group 2018 £</b>	<b>Company 2019 £</b>	<b>Company 2018 £</b>
<b>Financial assets</b>				
Financial assets measured at fair value through profit or loss	<b>245,298</b>	52,259	<b>18,975,332</b>	18,975,332
Financial assets that are debt instruments measured at amortised cost	<b>13,087,475</b>	12,343,194	-	2
	<b><u>13,332,773</u></b>	<u>12,395,453</u>	<b><u>18,975,332</u></b>	<u>18,975,334</u>
<b>Financial liabilities</b>				
Financial liabilities measured at amortised cost	<b>(56,413,288)</b>	(47,913,028)	<b>(1,716,152)</b>	(1,916,930)

Financial assets measured at fair value through profit or loss comprise fixed asset investments and financial instruments.

Financial assets that are measured at amortised cost comprise cash at bank, trade and other debtors.

Financial liabilities measured at amortised cost comprise bank overdrafts, bank loans, other loans, trade creditors, corporation tax, taxation and social security, obligations under finance leases and hire purchase contracts, other creditors, accruals and deferred income and share capital treated as debt.

**25. Deferred taxation****Group**

	<b>2019 £</b>	<b>2018 £</b>
At beginning of year	<b>(4,551,346)</b>	(3,973,623)
Charged to profit or loss	<b>(73,787)</b>	(479,643)
Foreign exchange movement	<b>158,145</b>	(98,080)
<b>At end of year</b>	<b><u>(4,466,988)</u></b>	<u>(4,551,346)</u>

**J O SIMS HOLDINGS (1896) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**25. Deferred taxation (continued)**

	<b>Group 2019 £</b>	<b>Group 2018 £</b>
Capital gains on investment properties	<b>(1,718,325)</b>	<b>(1,855,087)</b>
Accelerated capital allowances	<b>(2,752,615)</b>	<b>(2,698,756)</b>
Short term timing difference	<b>3,952</b>	<b>2,497</b>
	<b><u>(4,466,988)</u></b>	<b><u>(4,551,346)</u></b>

**26. Share capital**

	<b>2019 £</b>	<b>2018 £</b>
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
100,000 (2018: 100,000) Ordinary shares of £0.001 each	<b><u>100</u></b>	<b><u>100</u></b>
	<b>2019 £</b>	<b>2018 £</b>
<b>Shares classified as debt</b>		
<b>Allotted, called up and fully paid</b>		
700,000 (2018: 700,000) Preference shares of £1.000 each	<b><u>700,000</u></b>	<b><u>700,000</u></b>

Ordinary shares entitle the holder to receive notice of, and to attend, any general meeting of the company. Each share is entitled to one vote at any such meeting or on a written resolution.

Preference shares entitle the holder to receive notice of, and to attend, any general meeting of the company but no entitlement to vote at any such meeting or on a written resolution. Dividends are in priority to the payment of any dividend to ordinary shareholders. The company shall pay the holders of the preference shares a fixed cumulative preferential dividend at the rate of 2% per annum on the subscription price for such preferential shares.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**27. Reserves****Share premium account**

Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

**Revaluation reserve**

The revaluation reserve represents surpluses on the revaluation of freehold investment properties.

**Capital redemption reserve**

The capital redemption reserve is non-distributable reserve and represents paid up share capital.

**Profit and loss account**

Includes all current and prior period retained profits and losses.

**28. Contingent liabilities**

A cross guarantee on banking arrangements exists between Clink Street Properties Limited and Winchester Square Properties Limited, Stoney Street Developments Limited, J O Sims Limited, J O Sims Holdings Limited and J O Sims Holdings (1896) Limited.

The amount guaranteed by the company as at 31 December 2019 was £20,579,738 (2018: £19,751,071).

**29. Capital commitments**

At 31 December 2019 the Group had capital commitments as follows:

	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Contracted for but not provided in these financial statements	<b>697,933</b>	<b>179,245</b>

**30. Pension commitments**

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company. The pension cost charge represents contributions payable by the group to the fund.

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**J O SIMS HOLDINGS (1896) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**31. Commitments under operating leases for lessee**

At 31 December 2019 the Group and the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	<b>Group 2019 £</b>	<b>Group 2018 £</b>
Not later than 1 year	<b>106,773</b>	<b>121,143</b>
Later than 1 year and not later than 5 years	<b>155,164</b>	<b>189,659</b>

**32. Commitments under operating leases for lessor**

At 31 December 2019 the Group and the Company had future minimum lease payments receivable under non-cancellable operating leases as follows:

	<b>2019 £</b>	<b>2018 £</b>
Not later than 1 year	<b>1,819,179</b>	<b>1,686,513</b>
Later than 1 year and not later than 5 years	<b>4,630,156</b>	<b>4,523,171</b>
Later than 5 years	<b>10,404,320</b>	<b>11,517,320</b>

**33. Related party transactions**

At the year end the group owed Mr C O Sims £845,225 (2018: £1,641,361), Mr J V O Sims £8,789 (2018: £19,024) and Mr A G O Sims £229,689 (2018: £323,760). The Group also owed A15 Limited £356,536 (2018: £238,890) at the year end for which Mr A G O Sims is a director.

**34. Post balance sheet events**

On the 2nd July 2020, J O Sims Limited completed a transaction to increase its shareholding in Zarecki Foods Sp. z. o. o. from 20% to 45%. Zarecki Foods is a progressive Fruit Processing Business in Poland which continues to invest in the manufacture of innovative fruit derived products for sale in the UK and European markets.

**35. Controlling party**

Mr C O Sims is the company's controlling related party by virtue of a majority shareholding in the company.

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**J O SIMS HOLDINGS (1896) LIMITED**


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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**


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**36. Subsidiary undertakings****Subsidiary undertakings**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Country of incorporation</b>	<b>Class of shares</b>	<b>Holding</b>
J O Sims Holdings Limited	England & Wales	Ordinary Shares	100%
J O Sims Limited	England & Wales	Ordinary Shares	100%
Dippy Ridge Limited	England & Wales	Ordinary Shares	96%
Stoney Street Developments Limited	England & Wales	Ordinary Shares	100%
Clink Street Properties Limited	England & Wales	Ordinary Shares	100%
Winchester Square Properties Limited	England & Wales	Ordinary Shares	100%
Dippy Ridge, Inc	USA	Ordinary Shares	96%
Montana Ridge SPA	Chile	Ordinary Shares	100%
Cherry Ridge (Pty) Limited	South Africa	Ordinary Shares	86%
D en K Skaars Midelle (Pty) Limited	South Africa	Ordinary Shares	86%
Cranes Coral (Pty) Limited	South Africa	Ordinary Shares	86%
Mequinenza Cresta S.L.	Spain	Ordinary Shares	100%
Savanna Ridge Cherries Inc.	Canada	Ordinary Shares	67%
Amble Ridge (Pty) Limited	South Africa	Ordinary Shares	80%
Patagonia Cherry	Chile	Ordinary Shares	51%
Patagonia Ridge	Chile	Ordinary Shares	99%