

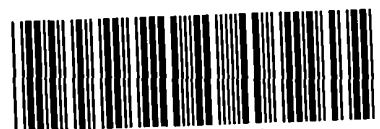
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**BESPOKE FOODS HOLDING LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2017**

MONDAY



A11 \*A77W3J7L\* #225  
11/06/2018  
COMPANIES HOUSE

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## BESPOKE FOODS HOLDING LIMITED

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### COMPANY INFORMATION

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|                            |   |
|----------------------------|---|
| <b>Directors</b>           | I J Affleck<br>T R Michelson<br>C Stockbrugger  |
| <b>Company secretary</b>   | T R Michelson   |
| <b>Registered number</b>   | 10431326  |
| <b>Registered office</b>   | Shannon Place<br>Shannon Road<br>Potton<br>Sandy<br>Bedfordshire<br>SG192YH   |
| <b>Independent auditor</b> | Barnes Roffe LLP<br>Chartered Accountants<br>Statutory Auditor<br>Leytonstone House<br>Leytonstone<br>London<br>E11 1GA |

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## BESPOKE FOODS HOLDING LIMITED

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**BESPOKE FOODS HOLDING LIMITED**

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**STRATEGIC REPORT  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**Business review**

The directors consider the profit achieved on ordinary activities before taxation to be satisfactory.

At the period end the directors consider the company is in a sound position for future trading.

**Principal risks and uncertainties**

The directors do not consider there to be any principal risks and uncertainties in respect of the principal activity of the company.

**Financial key performance indicators**

The business monitors performance through the KPI of profit before tax.

This report was approved by the board on *24.04.2018* and signed on its behalf.



**I J Affleck**  
Director

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## BESPOKE FOODS HOLDING LIMITED

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### DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

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The directors present their report and the financial statements for the period ended 31 December 2017.

#### **Directors' responsibilities statement**

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

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

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

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Principal activities**

The principal activities of the Company are that of a holding Company and the provision of services for use by the subsidiary undertakings.

#### **Results and dividends**

The profit for the period, after taxation, amounted to £25,758.

The directors do not recommend the payment of a final dividend.

#### **Directors**

The directors who served during the period were:

I J Affleck (appointed 6 December 2016)  
T R Michelson (appointed 6 December 2016)  
C Stockbruegger (appointed 17 October 2016)  
M P Ruoff (appointed 17 October 2016, resigned 22 December 2016)

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**BESPOKE FOODS HOLDING LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**Disclosure of information to auditor**

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

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

This report was approved by the board on 24.04.2018 and signed on its behalf.



**I J Affleck**  
Director

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## BESPOKE FOODS HOLDING LIMITED

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### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BESPOKE FOODS HOLDING LIMITED

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#### Opinion

We have audited the financial statements of Bespoke Foods Holding Limited (the 'Company') for the period ended 31 December 2017, which comprise the Statement of income and retained earnings, the Balance sheet and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

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 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.

#### 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

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## BESPOKE FOODS HOLDING LIMITED

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### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BESPOKE FOODS HOLDING LIMITED (CONTINUED)

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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.

#### **Opinion on other matters prescribed by the Companies Act 2006**

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

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

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

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

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

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

#### **Responsibilities of directors**

As explained more fully in the Directors' responsibilities statement on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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## BESPOKE FOODS HOLDING LIMITED

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### INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF BESPOKE FOODS HOLDING LIMITED (CONTINUED)

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#### Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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.



Andrew May (Senior statutory auditor)

for and on behalf of

**Barnes Roffe LLP**

Chartered Accountants

Statutory Auditor

Leytonstone House

Leytonstone

London

E11 1GA

Date: 26 April 2018

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**BESPOKE FOODS HOLDING LIMITED**

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**STATEMENT OF INCOME AND RETAINED EARNINGS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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|   | Note | 2017<br>£      |
|---|------|----------------|
| Turnover  | 4    | 603,693        |
| Cost of sales                                     |      | (121,669)      |
| <b>Gross profit</b>                               |      | <b>482,024</b> |
| Administrative expenses                           |      | (336,555)      |
| <b>Operating profit</b>                           | 5    | <b>145,469</b> |
| Income from fixed assets investments              | 8    | 880,000        |
| Interest payable and similar charges              | 9    | (999,711)      |
| <b>Profit before tax</b>                          |      | <b>25,758</b>  |
| <b>Profit after tax</b>                           |      | <b>25,758</b>  |
| Retained earnings at the beginning of the period  |      | -              |
| Profit for the period                             |      | 25,758         |
| <b>Retained earnings at the end of the period</b> |      | <b>25,758</b>  |

The notes on pages 9 to 17 form part of these financial statements.

**BESPOKE FOODS HOLDING LIMITED**  
**REGISTERED NUMBER: 10431326**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2017**

|   | Note | 2017<br>£               |
|---|------|-------------------------|
| <b>Fixed assets</b>                                     |      |                         |
| Investments   | 10   | 17,148,331              |
| <b>Current assets</b>                                   |      |                         |
| Debtors: amounts falling due within one year            | 11   | 727,000                 |
| Cash at bank and in hand                                | 12   | 70,136                  |
|   |      | <u>797,136</u>          |
| Creditors: amounts falling due within one year          | 13   | <u>(3,048,231)</u>      |
| <b>Net current (liabilities)</b>                        |      | <b>(2,251,095)</b>      |
| <b>Total assets less current liabilities</b>            |      | <b>14,897,236</b>       |
| Creditors: amounts falling due after more than one year | 14   | (12,562,228)            |
| <b>Net assets</b>                                       |      | <u><u>2,335,008</u></u> |
| <b>Capital and reserves</b>                             |      |                         |
| Called up share capital                                 | 16   | 1,001                   |
| Share premium account                                   | 17   | 2,308,249               |
| Profit and loss account                                 | 17   | 25,758                  |
|   |      | <u><u>2,335,008</u></u> |

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

24.04.2018



**I J Affleck**  
Director

The notes on pages 9 to 17 form part of these financial statements.

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## BESPOKE FOODS HOLDING LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

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#### 1. General information

Bespoke Foods Holding Limited ("the Company") is a private company limited by shares, incorporated in England and Wales. Its registered office is Shannon Place, Shannon Road, Pottton, Sandy, Bedfordshire, SG19 2YH.

The company was incorporated on 17 October 2016 so therefore these are the first accounts prepared by the entity covering the period from incorporation to 31 December 2017.

#### 2. Accounting policies

##### 2.1 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Bespoke Foods Group Limited as at 31 December 2017 and these financial statements may be obtained from Companies House.

##### 2.2 Basis of preparation of financial statements

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

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

The following principal accounting policies have been applied:

##### 2.3 Going concern

The directors are not aware of any circumstances likely to arise which may cause the going concern basis to be inappropriate.

##### 2.4 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

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## BESPOKE FOODS HOLDING LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

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#### 2. Accounting policies (continued)

##### 2.5 Revenue

Revenue is measured at the fair value of consideration received or receivable and represents the amount receivable for services rendered.

##### 2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

##### 2.7 Debtors

Short term debtors are measured at transaction price, less any impairment.

##### 2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

##### 2.9 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and loans to related parties.

##### 2.10 Creditors

Short term creditors are measured at the transaction price.

##### 2.11 Finance costs

Finance costs are charged to the Statement of income and retained earnings 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.

##### 2.12 Pensions

###### Defined contribution pension plan

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

The contributions are recognised as an expense in the Statement of income and retained earnings 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 Company in independently administered funds.

##### 2.13 Borrowing costs

All borrowing costs are recognised in the Statement of income and retained earnings in the period in which they are incurred.

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**BESPOKE FOODS HOLDING LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**Judgements in applying accounting policies**

The company does not consider there to be any critical judgements in applying accounting policies.

**Accounting judgements and estimation**

The company does not consider there to be any significant estimates and assumptions.

**4. Turnover**

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

|                    |                |
|--------------------|----------------|
|                    | <b>2017</b>    |
|                    | <b>£</b>       |
| Management charges | <b>603,693</b> |
|                    | <hr/> <hr/>    |

All turnover arose within the United Kingdom.

**5. Operating profit**

The operating profit is stated after charging:

|                                   |               |
|-----------------------------------|---------------|
|                                   | <b>2017</b>   |
|                                   | <b>£</b>      |
| Defined contribution pension cost | <b>17,841</b> |
|                                   | <hr/> <hr/>   |

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## BESPOKE FOODS HOLDING LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

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#### 6. Employees

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

|                                     | 2017<br>£      |
|-------------------------------------|----------------|
| Wages and salaries                  | 343,003        |
| Social security costs               | 41,990         |
| Cost of defined contribution scheme | 17,841         |
|                                     | <u>402,834</u> |

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

|           | 2017<br>No. |
|-----------|-------------|
| Directors | 3           |
| Staff     | 3           |
|           | <u>6</u>    |

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**BESPOKE FOODS HOLDING LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**7. Directors' remuneration**

|   | 2017<br>£      |
|---|----------------|
| Directors' emoluments   | 197,116        |
| Company contributions to defined contribution pension schemes | 14,034         |
|   | <u>211,150</u> |

During the period retirement benefits were accruing to 2 directors in respect of defined contribution pension schemes.

**8. Income from investments**

|  | 2017<br>£      |
|--|----------------|
| Dividends received from subsidiary company | <u>880,000</u> |

**9. Interest payable and similar charges**

|                     | 2017<br>£      |
|---------------------|----------------|
| Bank loan interest  | 708,362        |
| Other loan interest | 291,349        |
|                     | <u>999,711</u> |

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**BESPOKE FOODS HOLDING LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**10. Fixed asset investments**

|                          | Investments<br>in subsidiary<br>companies<br>£ |
|--------------------------|--|
| <b>Cost or valuation</b> |  |
| Additions                | 17,148,331                                     |
| At 31 December 2017      | <u>17,148,331</u>                              |
| <b>Net book value</b>    |  |
| At 31 December 2017      | <u><u>17,148,331</u></u>                       |

**Direct subsidiary undertakings**

The following was a subsidiary undertaking of the Company:

| Name                        | Class of<br>shares | Holding | Principal<br>activity                              |
|-----------------------------|--------------------|---------|--|
| York House Foods<br>Limited | Ordinary           | 100 %   | Provision of assets for use by a connected entity. |

The registered office of the subsidiary undertaking is Shannon Place, Shannon Road, Potton, Sandy, Bedfordshire, SG19 2YH.

**Indirect Subsidiary undertakings**

The following were indirect subsidiary undertakings of the Company:

| Name                                  | Class of<br>shares | Holding | Principal<br>activity             |
|---------------------------------------|--------------------|---------|-----------------------------------|
| York House (Meat<br>Products) Limited | Ordinary           | 100 %   | Processing and preserving of meat |
| Fresh from Cornwall<br>Limited        | Ordinary           | 100 %   | Processing and preserving of meat |

The registered office of the subsidiary undertakings is Shannon Place, Potton, Sandy, Bedfordshire, SG19 2YH.

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**BESPOKE FOODS HOLDING LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**11. Debtors**

|                                    | 2017<br>£      |
|------------------------------------|----------------|
| Amounts owed by group undertakings | 680,000        |
| Prepayments and accrued income     | 47,000         |
|                                    | <u>727,000</u> |

**12. Cash and cash equivalents**

|                          | 2017<br>£     |
|--------------------------|---------------|
| Cash at bank and in hand | 70,136        |
|                          | <u>70,136</u> |

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

|                                    | 2017<br>£        |
|------------------------------------|------------------|
| Bank loans                         | 1,984,771        |
| Amounts owed to group undertakings | 993,886          |
| Other taxation and social security | 50,154           |
| Accruals and deferred income       | 19,420           |
|                                    | <u>3,048,231</u> |

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

|                                    | 2017<br>£         |
|------------------------------------|-------------------|
| Bank loans                         | 7,323,958         |
| Amounts owed to group undertakings | 5,238,270         |
|                                    | <u>12,562,228</u> |

The bank loans of £9,308,729 are secured against the assets of its subsidiaries.

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**BESPOKE FOODS HOLDING LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**15. Loans**

Analysis of the maturity of loans is given below:

|  | 2017<br>£        |
|--|------------------|
| <b>Amounts falling due within one year</b> |                  |
| Bank loans                                 | 1,984,771        |
| <b>Amounts falling due 2-5 years</b>       |                  |
| Bank loans                                 | 7,323,958        |
|  | <u>9,308,729</u> |

**16. Share capital**

|   | 2017<br>£    |
|---|--------------|
| <b>Allotted, called up and fully paid</b> |              |
| 1,001 Ordinary shares of £1 each          | <u>1,001</u> |

On incorporation the company issued 1 Ordinary £1 share at par value.

During the period, the company issued 1,000 Ordinary £1 shares for a total consideration of £2,308.25 per share.

**17. Reserves**

**Share premium account**

The share premium account consists of the acquisition of additional share capital in its investments and the issue of shares to the entities parent company.

**18. Pension commitments**

The company operates money purchase schemes in respect of the directors and employees. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge in the statement of income and retained earnings represents contributions payable by the company to the funds and amounted to £17,841. Contributions payable to the funds at the year end and included in creditors amount to £Nil.

**19. Related party transactions**

The company is exempt from disclosing related party transactions as they are with companies that are wholly owned within the Group.

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**BESPOKE FOODS HOLDING LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 31 DECEMBER 2017**

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**20. Controlling party**

The company is a subsidiary of Bespoke Foods Group Limited, a company incorporated in England and Wales whose registered office is Shannon Place, Shannon Road, Pottton, Sandy, Bedfordshire, SG19 2YH. The consolidated financial statements of this company are available to the public and can be obtained from Companies House.

The ultimate parent company is Auctus IV GMBH & Co. KG, an entity registered in Germany.