# FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2022

Registered Number 12658078

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# FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 30 JUNE 2022

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### **Directors**

Michael Arbuckle Robyn Arbuckle Robert Fitzgerald Sergio Infanti

### Registered office

Allways House, 102 Castle Street, Cambridge, Cambridgeshire CB3 0AJ

### Company number

12658078

### **Auditor**

RSM UK Audit LLP, Chartered Accountants, 25 Farringdon Street, London, EC4A 4AB

### **FOODCO UK SERVICES LIMITED** REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 JUNE 2022

### **Directors' Report**

The directors present their report together with the financial statements for the year ended 30 June 2022

### Principal activity

The principal activity of the company during the period was providing support services for the "Muffin Break" and "Jamaica Blue" concepts in the UK.

#### Directors

The directors of the company during the period were:

Michael Arbuckle

Robyn Arbuckle

Norman Fitzgerald (resigned 15 August 2021)

Robert Fitzgerald

Sergio Infanti

#### **Going Concern**

After making enquiries and obtaining confirmation from Foodco Group Pty Limited that it will continue to provide support, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial report and accounts.

### Directors responsibilities in the preparation of financial statements

The directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

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 those financial statements, the directors are required to:

- a, select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. 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 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.

### Auditors

The auditors, RSM UK Audit LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

### Statement of disclosure of information to auditors

The directors who were in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they 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 it has been communicated to the auditor.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the Board

MJ Arbuckle Director Date: 17 October 2012

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FOODCO UK SERVICES LIMITED

### **Opinion**

We have audited the financial statements of Foodco UK Services Limited (the 'company') for the year ended 30 June 2022 which comprise the statement of comprehensive income, statement of financial position, statement of changes in equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

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

### Conclusions relating to going concern

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

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

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

### Other information

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

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

We have nothing to report in this regard.

### Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has 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 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

### Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 1, 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.

### Auditor's responsibilities for the audit of the financial statements

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

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur
  including assessment of how and where the financial statements may be susceptible to fraud.

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures and reviewing tax computations from external tax advisors.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <a href="http://www.frc.org.uk/auditorsresponsibilities">http://www.frc.org.uk/auditorsresponsibilities</a> 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.

Mark Nisbett (Senior Statutory Auditor)

For and on behalf of RSM UK Audit LLP, Statutory Auditor

**Chartered Accountants** 

25 Farringdon Street

London

EC4A 4AB

Date

16 NER 2022

# FOODCO UK SERVICES LIMITED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2022

	Note	2022 £	2021 £
Turnover		1,586,867	905,695
Cost of sales	_	•	-
Gross profit		1,586,867	905,695
Other income		-	169,806
Administrative expenses		(1,584,640)	(1,081,283)
Operating profit		2,227	(5,782)
Interest payable		(7)	(8)
Loss on ordinary activities before taxation		2,220	(5,790)
Taxation on loss on ordinary activities	4 _	•	
Loss on ordinary activities after taxation	3	2,220	(5,790)
Other comprehensive income			
Total comprehensive loss		2,220	(5,790)

Company number 12658078

### STATEMENT OF FINANCIAL POSITION

### **AS AT 30 JUNE 2022**

			30 June 2022	30 June 2021
Current assets	Note		£	£
Debtors Cash at bank and in hand	5	149,290 57,300		140,903 27,529
		206,590		168,432
Creditors: Amounts falling due within one year	6	(210,159)	÷	(174,221)
Net current liabilities			(3,569)	(5,789)
Total assets less current liabilities			(3,569)	(5,789)
Net liabilities			(3,569)	(5,789)
Capital and reserves				
Called up share capital	7		1	1
Retained earnings			(3,570)	(5,790)
Shareholders' (deficit) / funds			(3,569)	(5,789)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements on pages 5 to 12 were approved by the board of directors and authorised for issue on 27 October 2022 and are signed on its behalf by:

M Arbuckle

Director

S Infanti Director

The notes on pages 8 to 12 form part of these financial statements.

# FOODCO UK SERVICES LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2022

	Share Capital	Retained earnings	Total £
Balance at 30 June 2020	1	-	1
Loss for the period	<b>-</b>	(5,790)	(5,790)
Balance at 30 June 2021	1	(5,790)	(5,789)
Profit for the year	-	2,220	2,220
Balance at 30 June 2022	1	(3,570)	(3,569)

### **GENERAL INFORMATION**

Foodco UK Services Limited ("the Company") has prepared financial statements covering the individual entity's results for the year ended 30 June 2022. Foodco UK Services Limited has presented its financial statements in Sterling which is also the functional currency of the Company, rounded to the nearest whole pound.

Foodco UK Services Limited is a limited company domiciled and incorporated in Great Britain. The address of Foodco UK Services Limited's registered office is presented on the contents page of these financial statements under registered office.

### 1 ACCOUNTING POLICIES

### a) Basis of accounting

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

### b) Going concern

The directors have received confirmation from Foodco Group Pty Limited that it will continue to provide support for the foreseeable future upon which the company relies to meet its day to day liabilities. The accounts have therefore been prepared on the underlying assumption that the Company is a going concern.

### c) Foreign currencies

Transactions in currencies other than the functional currency (foreign currencies) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

### d) Turnover

Turnover is recognised at the fair value of the consideration received or receivable for sale of goods and services to fellow group companies in the ordinary nature of the business. The fair value of consideration takes into account discounts and is shown net of Value Added Tax.

Turnover is recognised in relation to separately identifiable components of a single transaction when necessary to reflect the substance of the arrangement and in relation to two or more linked transactions when necessary to understand the commercial effect.

### 1 ACCOUNTING POLICIES (continued)

### d) Turnover (continued)

### Support services

Support services are provided to fellow group companies who are the franchisors of Muffin Break and Jamaica Blue under a cost plus recharge contract. Revenue from providing services is recognised in the accounting period in which the services are rendered. This is determined based on the actual costs incured by the Company.

### Government grants

Income from Government grants is recognised when there is reasonable assurance that the company will comply with the conditions attaching to the grant and the grant will be received, and is recognised on a systematic basis over the periods in which the company recognises the related costs for which the grant is intended to compensate.

### f) Taxation

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

### i)Current tax

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

### ii)Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### iii) Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

## 1 ACCOUNTING POLICIES (continued)

### g) Employee Benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

The best estimate of the expenditure required to settle an obligation for termination benefits is recognised immediately as an expense when the Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

### h) Financial Instruments

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

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

### i) Financial assets

### Debtors

Trade receivables are recognised initially at fair value and subsequently assessed for impairment. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis at an operating unit level. Individual debts that are known to be uncollectible are written off when identified. An impairment provision is recognised when there is objective evidence that Company will not be able to collect the receivable. Financial difficulties of the debtor and default payments of debts more than 90 days overdue are considered objective evidence of impairment, except where on extended terms. The amount of the impairment loss is the receivable carrying amount compared to the present value of estimate future cash flows.

The amount of the impairment allowance is the difference between the asset's carrying amount and its recoverable value. The amount of the impairment loss is recognised in the statement of comprehensive income within other expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against other expenses in the statement of comprehensive income.

### ii) Financial liabilities and equity

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

### Creditors

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date.

### NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 30 JUNE 2022

### 1 ACCOUNTING POLICIES (continued)

Derecognition of financial assets and liabilities

A financial asset is derecognised only when the contractual rights to cash flows expire or are settled, or substantially all the risks and rewards of ownership are transferred to another party, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party. A financial liability (or part thereof) is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

### i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at present value using a pre-tax discount rate. The unwinding of the discount is recognised as a finance cost in the period it arises.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

### 2 EMPLOYEES

	2022 No.	2021 No.
The average number of persons (including directors ) employed by the company during the year was:	47	42
3 LOSS BEFORE TAXATION		
Loss before taxation is stated after charging/(crediting):	2022 £	2021 £
Government grants	-	(169,806)
4 TAX	2022	2021
Current tax	£	£
UK corporation tax - current period	-	-
Deferred tax Origination and reversal of timing differences Adjustment in respect of prior periods  Total deferred tax	<u>.</u>	-
Tax on profit on ordinary activities	•	<u>-</u> .

### Factors that may affect future tax charges

At 30 June 2022 the company had trade losses of £1,075 which, subject to agreement with HM Revenue & Customs, have been surrendered to other group companies as group relief.

There is no deferred tax to be recognised in respect of carried forward trade losses.

5	DEBTORS		
		2022 £	30 June 2021 £
	Trade debtors	_	
		15,643	13,962
	Amounts owed by group undertakings	133,647	109,135
	Other debtors		17,806
		149,290	140,903
	Amounts owed from group companies are repayable on demand or in accordance interest is charged on the amounts due.	with normal tradi	ng terms and no
6	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2022	30 June 2021
		£	£
	Trade creditors	14,838	6,766
	Other creditors	46,978	129,566
	Other tax and social security	148,343	37,889
		210,159	174,221
7	SHARE CAPITAL		
		•	called up lly paid
		2022	30 June 2021
		£	£
	100 Ordinary shares of £0.01 each	1	1

### 8 TRANSACTIONS WITH DIRECTORS

During the year, the company lent M Arbuckle £100,000. This loan was fully repaid in the year.

### 9 ULTIMATE CONTROLLING PARTY

The immediate parent undertaking is Foodco UK Holdings Limited, an entity incorporated in England.

The ultimate parent undertaking, the ultimate controlling party, and the smallest and largest group to consolidate these financial statements is Foodco Holdings Pty Limited, an entity incorporated in Australia. Copies of the Foodco Holdings Pty Limited consolidated financial statements can be obtained from www.asic.gov.au.

## **MANAGEMENT INFORMATION**

## FOR THE YEAR ENDED 30 JUNE 2022

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on page 2.

# FOODCO UK SERVICES LIMITED NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2022

	30 June 2022		30 June 2021	
	£	£	£	
Turnover		1,586,867	905,695	
Other income		•	169,806	
Gross profit		1,586,867	1,075,501	
		·		
Overheads Administrative expenses	(1,584,640)		1,081,283	
Operating profit		(1,584,640) 2,227	(1,081,283) (5,782)	
Interest payable		(7)	(8)	
Profit for the period	·	2,220	(5,790)	

# FOODCO UK SERVICES LIMITED NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2022

	30 June 2022		30 June 2021	
	£	£	£	
Administrative expenses				
Personnel costs				
Wages and salaries	1,371,199		1,027,015	
	********	1,371,199	1,027,015	
General expenses				
Motor expenses	56,517		17,549	
Travel and subsistence	83,751		10,405	
Telephone	241		1,732	
Office expenses	838		-	
Computer Expenses	4,478		5,874	
Printing, stationery and postage	1,324		1,561	
Recruitment	1,209		370	
Sundry expenses	29,576		10,381	
Other operating expenses	29,890		5,477	
Subscriptions	-		868	
Legal and professional fees	5,600		(10,701)	
Auditors remuneration	•		10,750	
	***************************************	213,424	54,266	
Financial costs				
Bank charges	17		2	
		17	2	
	-	1,584,640	1,081,283	
nterest payable				
Other interest receivable		(7)	(8)	