

Company Registration No. SC270228 (Scotland)

**Partnership  
Accounts**

**LOTHIAN SHELF (214) LIMITED  
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

COMPANIES HOUSE

**24 DEC 2020**

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# LOTHIAN SHELF (214) LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	Christian Baillet Karim Hatoum
<b>Company number</b>	SC270228
<b>Registered office</b>	c/o Turcan Connell Princes Exchange 1 Earl Grey Street Edinburgh EH3 9EE
<b>Accountants</b>	Azets Exchange Place 3 Sempie Street Edinburgh EH3 8BL
<b>Solicitors</b>	Turcan Connell Princes Exchange 1 Earl Grey Street Edinburgh EH3 9EE

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# **LOTHIAN SHELF (214) LIMITED**

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# LOTHIAN SHELF (214) LIMITED

## DIRECTORS' REPORT

**FOR THE YEAR ENDED 31 DECEMBER 2019**

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

### Principal activities

The company holds an investment in BBB Foods and is the General Partner of BBB Foods, a Scottish Limited Partnership.

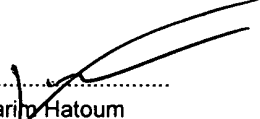
### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Christian Baillet  
Karim Hatoum

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

On behalf of the board

  
.....  
Karim Hatoum  
Director

Date: 12/07/2020

## **LOTHIAN SHELF (214) LIMITED**

### **ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF LOTHIAN SHELF (214) LIMITED FOR THE YEAR ENDED 31 DECEMBER 2018**

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In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Lothian Shelf (214) Limited for the year ended 31 December 2019 which comprise the Profit And Loss Account, the Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us.

This report is made solely to the Board of Directors of Lothian Shelf (214) Limited, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of Lothian Shelf (214) Limited and state those matters that we have agreed to state to the Board of Directors of Lothian Shelf (214) Limited, as a body, in this report. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Lothian Shelf (214) Limited and its Board of Directors as a body, for our work or for this report.

It is your duty to ensure that Lothian Shelf (214) Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Lothian Shelf (214) Limited. You consider that Lothian Shelf (214) Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Lothian Shelf (214) Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

**Azets**

**Accountants**

18/12/20

Exchange Place 3  
Semple Street  
Edinburgh  
EH3 8BL

# **LOTHIAN SHELF (214) LIMITED**

## **PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

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	<b>2019</b>	<b>2018</b>
	<b>£</b>	<b>£</b>
Administrative expenses	(1,400)	(1,320)
	<hr/>	<hr/>
Loss before taxation	(1,400)	(1,320)
	<hr/>	<hr/>
Tax on loss	-	-
	<hr/>	<hr/>
Loss for the financial year	(1,400)	(1,320)
	<hr/> <hr/>	<hr/> <hr/>

# LOTHIAN SHELF (214) LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2019

	Notes	2019 £	£	2018 £	£
<b>Fixed assets</b>					
Investments	3		1		1
<b>Current assets</b>					
Debtors	4	1		1	
<b>Creditors: amounts falling due within one year</b>	5	(17,034)		(15,634)	
<b>Net current liabilities</b>			(17,033)		(15,633)
<b>Total assets less current liabilities</b>			(17,032)		(15,632)
<b>Capital and reserves</b>					
Called up share capital	6		1		1
Profit and loss reserves			(17,033)		(15,633)
<b>Total equity</b>			(17,032)		(15,632)

For the financial year ended 31 December 2019 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

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

The financial statements were approved by the board of directors and authorised for issue on 7 December 2021 and are signed on its behalf by:

Karim Hatoum  
Director

Company Registration No. SC270228

# LOTHIAN SHELF (214) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

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### 1 Accounting policies

#### Company information

Lothian Shelf (214) Limited is a private company limited by shares incorporated in Scotland. The registered office is c/o Turcan Connell, Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9EE.

#### 1.1 Accounting convention

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

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

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

#### 1.2 Going concern

The company has incurred a loss in the year and this is expected to continue in the future.

The company is reliant on related entities for funding and this position is not expected to change.

The directors are aware of the COVID-19 pandemic and the difficulties in predicting the impact that this will have on the UK economy but due to the nature of the company's activities, they consider that the company has not been impacted severely to date.

Although it is not possible to reliably estimate the length or severity of the outbreak, at the date of signing these financial statements the company continued to be receiving financial support from related entities and this position is not expected to change.

The directors consider that due to the support of related entities, the company will continue in operation at existence for the foreseeable future and they therefore continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 1.3 Fixed asset investments

Fixed asset investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

#### 1.4 Financial instruments

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

#### Basic financial liabilities

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



# LOTHIAN SHELF (214) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

### 1 Accounting policies

(Continued)

#### 1.5 Equity instruments

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

### 2 Employees

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

	2019 Number	2018 Number
Total	2	2

### 3 Fixed asset investments

	2019 £	2018 £
Investments	1	1

#### Movements in fixed asset investments

	Investments other than loans £
Cost or valuation	
At 1 January 2019 & 31 December 2019	1
Carrying amount	
At 31 December 2019	1
At 31 December 2018	1

### 4 Debtors

	2019 £	2018 £
Amounts falling due within one year:		
Other debtors	1	1

# LOTHIAN SHELF (214) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2019

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**5 Creditors: amounts falling due within one year**

	2019 £	2018 £
Other creditors	17,034	15,634

**6 Called up share capital**

	2019 £	2018 £
Ordinary share capital Issued and not fully paid 1 Ordinary share of £1 each	1	1

**7 Financial commitments, guarantees and contingent liabilities**

Under a limited Partnership Agreement the company is a General Partner of BBB Foods in which it holds a 0.01% interest. However, as General Partner, the company controls and has unlimited liability for the debts of BBB Foods. The accounts of BBB Foods for the year to 31 December 2019 are appended to these accounts.

**8 Events after the reporting date**

As noted in the accounting policies, the company is aware of the COVID-19 pandemic but has noted no significant impact on its business.

The directors are satisfied that the above subsequent events do not affect the company's ability to continue as a going concern and this basis is appropriate for the preparation of the accounts.

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BBB FOODS

FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

Partnership Number: SL005258

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**BBB FOODS**

**PARTNERSHIP INFORMATION**

**REGISTERED OFFICE**

**Princes Exchange  
1 Earl Grey Street  
Edinburgh  
EH3 9EE**

**PARTNERSHIP NUMBER**

**SL005258**

**AUDITORS**

**Crowe U.K. LLP  
55 Ludgate Hill  
London  
EC4M 7JW**

**LEGAL ADVISERS**

**Turcan Connell  
Princes Exchange  
1 Earl Grey Street  
Edinburgh  
EH3 9EE**

## **BBB FOODS**

### **PARTNERS' REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

The partners present their report and the audited financial statements of the partnership for the year ended 31 December 2019.

### **STATEMENT OF THE GENERAL PARTNER'S RESPONSIBILITIES**

Under a Limited Partnership Agreement dated 14 August 2004, the General Partner, Lothian Shelf (214) Limited is required to prepare financial statements for each accounting period in accordance with applicable law and regulations.

Company law requires the General Partner to prepare financial statements for each financial year. Under that law the General Partner has prepared 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 (FRS102).

Under company law the General Partner must not approve the financial statements unless it is satisfied that they give a true and fair view of the state of affairs of the partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the General Partner is 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 partnership will continue in business.

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

### **LEGISLATION**

In accordance with the terms of The Partnerships (Accounts) Regulations 2008 these financial statements have been prepared in accordance with the disclosure requirements of the Companies Act 2006. References throughout these financial statements to the Companies Act 2006 apply as if the Limited Partnership was a company of similar size and nature.

Partnership use a company of similar size and nature. References throughout these financial statements to the Companies Act 2006 shall be to the Limited have been drafted in accordance with the provisions, regulations of the Companies Act 2006 in accordance with the terms of the Partnership Agreement. References 2006 these financial statements

## REGISTRATION

shall responsible also for the preparation and retention of their and other information. Companies Act 2006 it is also responsible for establishing the assets of the partnership and hence for location of the partnership and to ensure that the financial statements comply with the extent the partnership's resources and direct with responsible accounts of any time the financial The General Partner is responsible for keeping adequate accounting records just the sufficient to show and

- ensure that the partnership will continue in business
- prepare the financial statements on the going concern basis unless it is inappropriate to
- make adjustments and accounting estimates that are reasonable and prudent
- select appropriate accounting policies and then apply them consistently.

Partnership for their period in preparing these financial statements, the General Partner is entitled to: that give a true and fair view of the state of the partnership and of the assets of the The partnership for the General Partner must not involve the financial statements unless it is required that

Recovery of (Recovery) The financial statements shall be prepared in accordance with the UK and including Financial Reporting Standard 105 The financial statements shall be prepared in the UK and under the Partnership Agreement. (Under the Partnership Agreement) Accounting policies put for the General Partner are drafted the financial statements in accordance with accounting law and Companies Act 2006 the General Partner is responsible for the financial statements in each financial year. Under

and accounting

limited is required to prepare financial statements for each accounting period in accordance with applicable laws and regulations. References 2006 the General Partner is required to prepare financial statements for each financial year. Under

## STATEMENT OF THE GENERAL PARTNER'S RESPONSIBILITIES

31 December 2016 The partnership has been prepared and the financial statements of the partnership for the year ended

FOR THE YEAR ENDED 31 DECEMBER 2016

PARTNERS' REPORT

BBB R0008

**BBB FOODS**

**PARTNERS' REPORT (CONTINUED)**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

**DISCLOSURE OF INFORMATION TO AUDITORS**

- (a) so far as the General Partner is aware, there is no relevant audit information of which the partnership's auditors are unaware, and
- (b) it has taken all the steps that it ought to have taken as General Partner in order to make itself aware of any relevant audit information and to establish that the partnership's auditors are aware of that information.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the General Partner, Lothian Shelf (214) Limited

  
.....  
**Karim Hatoum**  
**Director of Lothian Shelf (214) Limited**

Date : 12/20/20

## **BBB FOODS**

### **FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BBB FOODS**

##### **Opinion**

We have audited the financial statements of BBB Foods (the 'partnership') for the year ended 31 December 2019 which comprise the Profit And Loss Account, the Balance Sheet, the 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 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 partnership's affairs as at 31 December 2019 and of its result 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 Partnership 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**

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 General Partner's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the General Partner has 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 General Partner is 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.



information" if based on the fact the same background was conducted just there is a material misstatement. Whether there is a material misstatement in the financial statements or a material misstatement of the other financial facts, material misstatements or omissions of background information are not required to determine statements of one knowledge obtained in the audit of otherwise appears to be materially misstated. If we find, in doing so, consider whether the other information is materially inconsistent with the financial information with one audit of the financial statements, one responsibility is to read the other information

During the same period of accounting for a period of at least twelve months prior to the date upon the purchase of the way, the said defendant, upon the complaint, is said to continue to say: the

- My basic working principle in respect of the following matters in relation to which the ICJAC requires me to provide information is as follows:

responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in the UK, including the EBC's ethical standards, and we have applied our other ethical requirements in accordance with the ethical requirements that are relevant to our audit of the financial statements for the audit of the financial statements section of our report. We are independent of the applicable law. Our responsibilities under these standards are further described in the appendix. We conducted our audit in accordance with international standards on auditing (UK) (IAS (UK)) and ESRS for opinion.

- have been believed in accordance with the representations of the Companies Act 2006
- have been believed in accordance with the information generally accepted accounting
- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of the

Accounting Standards' including ERS 105 The Financial Reporting Standards applicable in the UK and Reporting framework that has been applied in their preparation is applicable law and proper conduct and refers to the financial statements' including statements of significant accounting policies. The financial 2018 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity. We have audited the financial statements of BSB Foods (the 'company'), for the year ended 31 December 2018.

REF CODE

## **BBB FOODS**

### **FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BBB FOODS (CONTINUED)**

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

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

- the information given in the Partners' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Partners' 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 partnership and its environment obtained in the course of the audit, we have not identified material misstatements in the Partners' Report.

We have nothing to report in respect of the following matters where 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 partners' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the General Partner was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Partners' Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

##### **Responsibilities of the General Partner**

As explained more fully in the General Partner's Responsibilities Statement, the General Partner is 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 General Partner determines 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 General Partner is responsible for assessing the partnership'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 General Partner either intends to liquidate the partnership or to cease operations, or has 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

**BBB FOODS**

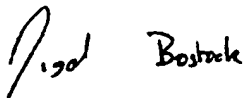
**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

**INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BBB FOODS (CONTINUED)**

**Use of our report**

This report is made solely to the partners, 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 partners 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 partnership and the partners as a body, for our audit work, for this report, or of the opinions we have formed.



**Nigel Bostock (Senior Statutory Auditor)**  
**For and on behalf of Crowe U.K. LLP**  
**Statutory Auditor**

**Date:** 21 December 2020

**55 Ludgate Hill**  
**London**  
**EC4M 7JW**

**BBB FOODS****PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 31 DECEMBER 2019**

	Notes US \$	2019 US \$	2018
Income		-	-
Expenses	5	-	-
Operating result		-	-
<b>Total comprehensive loss before appropriations</b>		-	-
Appropriated by Limited Partners		-	-
Appropriated by General Partner		-	-
<b>Total appropriated by Partners</b>		-	-

All results shown in the profit and loss account are from continuing operations.

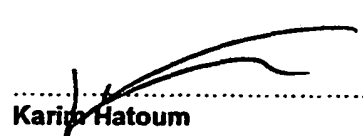
The partnership has no recognised gains and losses other than the result above and therefore no separate statement of comprehensive income has been presented.

**BBB FOODS - PARTNERSHIP NO. SL005258****BALANCE SHEET****AS AT 31 DECEMBER 2019**

	Notes	2019 US \$	2018 US \$
<b>Fixed Asset Investments</b>			
Subsidiary companies	6	37,722,198	37,722,198
<b>Current Assets</b>			
Debtors	7	10,000	10,000
		<u>10,000</u>	<u>10,000</u>
Creditors : amounts falling due within one year	8	(32,235)	(32,235)
		<u>(22,235)</u>	<u>(22,235)</u>
<b>Net current liabilities</b>			
		<u>(22,235)</u>	<u>(22,235)</u>
<b>Net assets attributable to partners</b>		<u>37,699,963</u>	<u>37,699,963</u>
<b>Represented by :</b>			
Partners' Loan Accounts	9	61,554,114	61,554,114
<b>Partners' Equity</b>			
Partners' Capital Accounts	9	10,000	10,000
Partners' Appropriated profits	9	(23,864,151)	(23,864,151)
		<u>37,699,963</u>	<u>37,699,963</u>

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

Authorised for issue for and on behalf of Lothian Shelf (214) Limited

  
Karim Hatoum  
Director of Lothian Shelf (214) Limited  
Date : 12/10/20

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

	Notes	Partners' Capital	Additional Loans	Appropriated Loss	Total
Balance as at 1 January 2018		10,000	61,554,114	(23,864,151)	37,699,963
Total comprehensive loss for the year		-	-	-	-
Balance as at 31 December 2018		<u>10,000</u>	<u>61,554,114</u>	<u>(23,864,151)</u>	<u>37,699,963</u>
Balance as at 1 January 2019		10,000	61,554,114	(23,864,151)	37,699,963
Additional loans from Limited Partner		-	-	-	-
Total comprehensive loss for the year		-	-	-	-
Balance as at 31 December 2019	9	<u>10,000</u>	<u>61,554,114</u>	<u>(23,864,115)</u>	<u>37,699,963</u>

## **BBB FOODS**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **FOR THE YEAR ENDED 31 DECEMBER 2019**

##### **1. GENERAL INFORMATION**

The Partnership commenced in August 2004 and was registered as a Limited Partnership under the Limited Partnerships Act 1907 on 17 August 2004. The address of its registered office is Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9EE.

Its principal activity is to engage in and carry on the investment and management of the assets of the partnership. The Limited Partnership owns 99.99% of the equity of three companies registered in Mexico.

##### **2. STATEMENT OF COMPLIANCE**

The individual financial statements of The Partnership have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS102") and the Companies Act 2006.

##### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

###### **Basis of preparation**

These financial statements are prepared on a going concern basis and under the historical cost convention.

The preparation of financial statements in conformity with FRS102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Partnership's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

###### **Going concern**

The Partnership's day to day working capital requirements are met by its Limited Partner. After making enquiries, the General Partner has a reasonable expectation that the Partnership has access to adequate resources to continue in operational existence for the foreseeable future. In making this assessment the General Partner has considered the current and developing impact on the business as a result of the COVID19 virus. Whilst this has not had an immediate impact on the Partnership's operations, it is not anticipated to have any significant impact, given the relatively limited activities of the Partnership. The General Partner is aware that if the current situation becomes prolonged then this may need to be re-evaluated. The Partnership therefore continues to adopt the going concern basis in preparing its financial statements.

###### **Foreign currency**

The Partnership's functional and presentation currency is the US dollar.

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

The closing rate as at 31 December 2019 was £0.762/US\$ (2018 - £0.787/US\$ ) and average rates for the year were £0.774/US\$ (2018 - £0.764/US\$).



## **BBB FOODS**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **FOR THE YEAR ENDED 31 DECEMBER 2019**

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (contd)**

#### **Investments**

In accordance with paragraph 9.9(b) of FRS102, the interest in the subsidiary investments in the Mexican entities are determined as held exclusively with a view to subsequent resale; and the subsidiaries have not previously been consolidated in any consolidated financial statements prepared in accordance with this FRS. Accordingly, such subsidiaries have been excluded from consolidation and the partnership is therefore exempt from preparing consolidated financial statements.

In accordance with paragraph 9.9B(b) a subsidiary excluded from consolidation on the grounds set out in paragraph 9.9(b) that is not held as part of an investment portfolio shall be measured using an accounting policy selected by the parent in accordance with paragraph 9.26. In consideration of paragraph 9.26 of FRS102, BBB Foods, the parent has selected and adopted a policy of accounting for its investments in subsidiaries, associates and jointly controlled entities at cost less impairment.

#### **Taxation**

No provision for taxation has been made as the individual Partners are responsible for settling their own tax liabilities.

#### **Allocation of net income, net income losses and capital gains and losses**

Allocation of net income, net income losses and capital gains and losses are made in accordance with the Limited Partnership Agreement, and any subsequent amendments.

#### **Cash flow statement**

No cash flow statement has been included in these financial statements on the basis that the partnership does not have a cash or bank account and therefore there are no cash flows. Costs for the entity are borne by the investee company and increases in investments and partner loans in the year represent non-cash transactions.

### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

In the application of the partnership's accounting policies, the General Partner is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

## **BBB FOODS**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (contd)**

##### **Valuation of investments**

The General Partner makes an estimate of the recoverable value of the Partnership's investment in subsidiary companies in considering the level of impairment provision required. When making this estimate the General Partner considers management expectations of future trading performance of the subsidiary companies. The General Partner has elected to use the previous UK GAAP carrying value as at the date of transition (1 January 2013) of the investments as the deemed cost on transition to FRS102.

**BBB FOODS****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2019****5. EXPENSES**

	<b>2019</b> <b>US \$</b>	<b>2018</b> <b>US \$</b>
Accountancy fees	-	-
	<u>-</u>	<u>-</u>
Auditors remuneration of \$11,000 (2018: \$11,000) is borne by the investee companies (see note 11).		

**6. FIXED ASSET INVESTMENTS**

	<b>2019</b> <b>US \$</b>	<b>2018</b> <b>US \$</b>
<b>Subsidiary companies</b>		
<b>Cost</b>		
At 1 January 2019	37,722,198	37,722,198
Additional investment	-	-
	<u>-</u>	<u>-</u>
At 31 December 2019	<u>37,722,198</u>	<u>37,722,198</u>
<b>Provision for diminution in value</b>		
At 1 January 2019	-	-
Charge for the year	-	-
	<u>-</u>	<u>-</u>
At 31 December 2019	<u>-</u>	<u>-</u>
<b>Net book value</b>		
At 31 December 2019	<u>37,722,198</u>	<u>37,722,198</u>

The Limited Partnership owns 99.99% of the equity of the following companies, all of whom are registered and trading in Mexico :

Tiendas Tres B, SA de CV - the company is engaged in import and export business

Tiendas BBB, SA de CV - the company is engaged in providing administration and consulting services

Desarrolladora Tres B, SA de CV - the company is engaged in real estate operations

Combined audited financial statements for the three subsidiary companies have been prepared for the year to 31 December 2019. The financial statements show combined capital stock (USD - \$/Mexican peso – Ps) of \$2,386,096 / Ps45,020,677 (2018 - \$9,533,615 / Ps187,521,929) and combined losses for the year of \$7,888,729 / Ps148,843,951 (2018 - \$5,132,642 / Ps100,956,774), resulting in cumulative net liabilities attributable to the Limited Partnership of \$4,406,496 / Ps83,141,432 (2018 net assets - \$3,340,316 / Ps65,702,519).

There are no indicators of impairment in the carrying value of the investment at the year end.

**BBB FOODS**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

**7. DEBTORS**

	2019 US \$	2018 US \$
Capital contributions receivable	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

**8. CREDITORS : amounts falling due within one year**

	2019 US \$	2018 US \$
Creditors and accruals		
Due to BBB Foods Inc	26,102	26,102
Accruals	6,133	6,133
	<u>32,235</u>	<u>32,235</u>

**9. PARTNERS' ACCOUNTS**

**(a) Movement during the year**

	Balance as at 31 Dec 2018	Additional loans	Appropriated loss	Balance as at 31 Dec 2019
	\$	\$	\$	\$
BBB Foods Inc	61,554,114	-	-	61,554,114
Lothian Shelf (214) Limited	(23,854,151)	-	-	(23,854,151)
<b>Total</b>	<u>37,699,963</u>	<u>-</u>	<u>-</u>	<u>37,699,963</u>

**(b) Cumulative account balances**

	Partners' capital	Additional loans	Appropriated loss	Balance as at 31 Dec 2019
	\$	\$	\$	\$
BBB Foods Inc	9,999	61,554,114	(9,999)	61,554,114
Lothian Shelf (214) Limited	1	-	(23,854,152)	(23,854,151)
<b>Total</b>	<u>10,000</u>	<u>61,554,114</u>	<u>(23,864,151)</u>	<u>37,699,963</u>

**BBB FOODS**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

**10. CONTROLLING PARTY**

The controlling party of the Limited Partnership is Lothian Shelf (214) Limited (the "General Partner").

**11. RELATED PARTY TRANSACTIONS**

Transactions in the year with related parties were as follows :

Accountancy fees of \$3,000 (2018 - \$3,000) are borne by the investee company Tiendas Tres B, SA de CV.

Auditors remuneration of \$11,000 (2018 - \$11,000) is borne by the investee company Tiendas Tres B, SA de CV.

**12. EVENTS SINCE THE BALANCE SHEET DATE**

In December 2019, a novel strain of coronavirus ("COVID-19") surfaced in Wuhan, China, and has spread around the world, with resulting business and social disruption around the world. COVID-19 was declared a Public Health Emergency of International Concern by the World Health Organization on 30 January 2020. Having considered these events, the General Partner has a reasonable expectation that the Partnership will continue its principal activity for the foreseeable future. In their assessment of going concern the General Partner has considered the current and developing impact on the business as a result of the COVID19 virus. Whilst this has not had an immediate impact on the Partnership's operations, it is not anticipated to have any significant impact, given the relatively limited activities of the Partnership. The General Partner is aware that if the current situation becomes prolonged then this may need to be re-evaluated.