

Registration number: 01550927

Agro Merchants Whitchurch Ltd

Annual Report and Financial Statements
for the Year Ended 31 December 2020



Agro Merchants Whitchurch Ltd

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Agro Merchants Whitchurch Ltd

Company Information

Directors	H Kroes (appointed 25 February 2021) E M Gildea M J Smernoff (appointed 25 February 2021) J C Snyder, Jr (appointed 25 February 2021)
Registered office	Shakespeare Way Whitchurch Business Park Whitchurch Shropshire SY13 1LJ
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Merchant Square 20-22 Wellington Place Belfast BT1 6GE

Agro Merchants Whitchurch Ltd

Strategic Report for the Year Ended 31 December 2020

The directors present their strategic report for the year ended 31 December 2020.

We present a balanced and comprehensive review of the development and performance of the business during the year and its position at the year end.

Principal activities

The principal activity of the company is that of multi-temperature warehousing and distribution in the United Kingdom and Continental Europe haulage.

We aim to be the chosen food storage and distribution partner for cost, service, flexibility and quality.

To support that objective, we are focused on five key strategies:

1. Industry Leading Risk Management - Protecting our people, the environment and our reputation.
2. Lean Integrated Operating Model - Optimising resources to drive improvement.
3. Commercial Effectiveness - To drive and promote customer relationships.
4. Agile & Responsive Business - Delivering outstanding customer service.
5. Inspirational Leadership - To grow our people and to be an employer of choice.

Fair review of the business

The profit for the financial year amounted to £4,053,812 (2019: £4,023,743) and its net assets are £81,576,822 (2019: £77,523,010).

The business environment in which we operate continues to be challenging with both economic and political uncertainty, related primarily to Brexit and the COVID-19 pandemic, being at the fore of those challenges.

The directors are satisfied with the balance sheet position at the year end.

We consider that our key financial performance indicators and those that communicate the financial performance and strength of the company as a whole are turnover and profit margins. During the accounting year the company's turnover was £38,975,402, which, when compared to the prior financial year of £39,799,790, shows a decrease of 2.07% on the 2019 accounting year. When considered against the global situation as a result of the COVID-19 pandemic, the small decrease reflects the resilience and strength of the industry in which the company operates. Gross profit margin for the year for 2020 was an improvement at 30% compared to 28% for 2019.

The board would like to place on record, their thanks to all employees in the business that enabled the delivery of this result in such a challenging environment.

In addition to our financial performance indicators, we consider warehouse utilisation to be an important tool in communicating the financial performance for the year. At the balance sheet date, the total warehouse utilisation was 88% (2019: 86%).

Agro Merchants Whitchurch Ltd

Strategic Report for the Year Ended 31 December 2020

Stakeholder Engagement and Section 172(1) statement

This section describes how the directors have had regard to the matters set out in section 172(1) (a) to (f) and forms the directors' statement required under the Companies (Miscellaneous Reporting) Regulations 2018.

The Board has approved a Code of Ethics which sets out Agro Merchants Whitchurch Ltd's approach to responsible and ethical business behaviour with the underlying principle that everyone working for Agro Merchants Whitchurch Ltd, including the directors, must adhere to the highest standards of integrity, loyalty, fairness and confidentiality, including meeting all legal and regulatory requirements. Specific policies and procedures on the prevention, detection and investigation of fraud, bribery and corruption and modern slavery have been approved by the Board.

As part of the Board's role it seeks to ensure that it is cognisant of the long-term impact of any decisions. To that end, the Board periodically reviews the company's strategy and regularly seeks updates on strategic issues which may impact the business. Additionally, the Board requires management to prepare annually a Business Plan for the following year, including Agro Merchants Whitchurch Ltd's annual projections and funding requirements, as well as completing a review of business risks, both principal and emerging. In that context, any matters presented to the Board for approval need to align with the Company and Group's strategy and Business Plan.

Employees

Ensuring the health, safety and wellbeing of employees is the number one value at the core of Agro Merchants Whitchurch Ltd's business operations, with the aim to provide a safe working environment where risks to health and safety are assessed and controlled. The Health & Safety manual of the company outlines the policies and procedures that all employees must adhere to. The Board approves the Health and Safety Policy and monitors safety performance on an ongoing basis.

On commencement of employment, employees are issued with Agro Merchants Whitchurch Ltd's Health & Safety policy. This is reviewed by the Health & Safety officers and updated accordingly. The policy has recently been updated to reflect the COVID-19 pandemic and is available to view by all staff.

During the year the Board received regular updates from the site leadership team on employee engagement processes and issues being addressed.

Customers

Agro Merchants Whitchurch Ltd's customers include large retailers and food processing businesses. These customer groups, and their various representative bodies, are key stakeholders with well-established engagement channels in place.

During the year the Board monitored customer service performance, receiving regular reports on customer key performance indicators, including on time delivery and customers satisfaction.

Agro Merchants Whitchurch Ltd

Strategic Report for the Year Ended 31 December 2020

Suppliers

The Board recognises the key role suppliers play in ensuring Agro Merchants Whitchurch Ltd delivers a reliable service to customers: in supplying cold food storage and logistics.

The Board ensures that formal contract management arrangements are in place throughout the duration of key supplier contracts. The Board received updates during the year on Agro Merchants Whitchurch Ltd's supplier payment practices.

Along with other members of the leadership team, the executive directors oversee the relationships with key suppliers, with other Board members having opportunities to meet informally with key suppliers on occasions.

Regulators

Other than employees, customers and suppliers, the Board has identified a number of other key stakeholders, including its regulatory bodies. The company is regulated by the Driver and Vehicle Licensing Agency (DVLA), the Road Haulage Association (RHA) and Food Storage and Distribution Federation (FSDF). Agro Merchants Whitchurch Ltd ensures that regulations imposed by these stakeholders are strictly adhered to in terms of safety and compliance.

Community and environment

Through its mainstream business activities and various specific initiatives, Agro Merchants Whitchurch Ltd seeks to make a positive impact on the communities in which it operates. Agro Merchants Whitchurch Ltd has a policy to aid a range of local sporting, educational and recreational clubs and events. This is agreed by stakeholders within the business, such as employees, and achieved directly through sponsorship and donations, as well as indirectly by providing employee time and skills.

How stakeholders' interests have influenced decision making

Agro Merchant Whitchurch Ltd recognises the importance of engaging with stakeholders to help inform strategy and Board decision-making. Relevant stakeholder interests, including those of employees, customers, suppliers, regulators and others are considered by the Board when it takes principal decisions. Principal decisions are those which are material, or of strategic importance, and those which are significant to any of Agro Merchants Whitchurch Ltd's key stakeholder groups.

Future plans

During the year the company became increasingly integrated into the Agro Merchants Group, with a focus on forging relationships with sister companies across Europe. Furthermore, on the 30 December 2020, Agro Merchants Group was acquired by Americold Logistics LLC, a company listed on the New York Stock Exchange. As we proceed through the new financial year, the acquisition will result in greater opportunities and solutions for both new and long standing customers.

The essence of our values and strategies that have served the company well over many years, still and will remain, as we go into the future.

Agro Merchants Whitchurch Ltd

Strategic Report for the Year Ended 31 December 2020

Principal risks and uncertainties

The company operates in a competitive environment and as such it needs to provide a quality and flexible service to its customers at an appropriate price. In order to deliver that service, the company continues to invest in its infrastructure and people.

The company continued to review all potential Brexit risks throughout 2020, given the uncertainty about the final arrangements. Following the signing of the Trade and Cooperation Agreement between the UK and the EU in December 2020, the company quickly implemented all necessary changes to its processes, invoices, and supplier arrangements. The company continues to adapt to the new post Brexit trading environment and has not been adversely impacted either in terms of movements of goods with suppliers or customers, or new business opportunities.

Furthermore, March 2020 saw COVID-19, a global pandemic, cause disruption to businesses worldwide. The full impact of the pandemic is still being felt, but, when comparing 2020 to 2019, Revenue and Gross Profit Margin - the industry and business have proved very resilient.

The company maintains contact with customers through regular dialogue across all levels of the business to ensure that customer expectations continue to be met. Senior management review the business weekly through a number of operational KPI's to ensure that both service and cost remain on target.

Approved by the Board on 2nd August and signed on its behalf by:



.....
E M Gildea
Director

Agro Merchants Whitchurch Ltd

Directors' Report for the Year Ended 31 December 2020

The directors present their report and the audited financial statements for the year ended 31 December 2020.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

J C Rodriguez Marquez (resigned 25 February 2021)

M D Bender (resigned 25 February 2021)

E M Gildea

H Kroes (appointed 25 February 2021)

M J Smernoff (appointed 25 February 2021)

J C Snyder, Jr (appointed 25 February 2021)

Results and dividends

The profit for the financial year amounted to £4,053,812 (2019: £4,023,743). The directors do not recommend payment of a dividend (2019: £Nil).

Employment of disabled persons

The company gives full and fair consideration to applicants for employment from disabled persons. With regard to existing employees who become disabled, the company will examine ways of providing continued employment in their existing position or will seek to retain the individuals for alternative posts where possible.

Financial risk management

The company's operations expose it to a variety of financial risks that include credit risk and price risk. The company has in place a risk management programme that seeks to limit the adverse effect on the financial performance of the company by monitoring levels of debt finance and the related finance costs.

Agro Merchants Whitchurch Ltd

Directors' Report for the Year Ended 31 December 2020

Financial risk management (continued)

Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before goods or services are supplied. The amount of exposure to customers is subject to individual limits, which are reassessed regularly by the directors. This is done after taking into consideration the availability of credit insurance if applicable. Where appropriate, the company avails of credit insurance subject to limits provided by the insurer.

Price risk

The company is exposed to commodity price risk as a result of its operations. However, given the size of the company's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The directors will revisit the appropriateness of this policy should the company's operations change in size or nature. The company has no exposure to equity securities price risk as it holds no listed or other equity investments.

Interest rate risk

The company uses basic financial instruments to manage the exposure to fluctuating interest rates.

Foreign exchange risk

While the greater part of the company's revenues and expenses are denominated in sterling, the company is exposed to some foreign exchange risk in the normal course of business. While the company has not used complex financial instruments to date to hedge foreign exchange exposure, this position is kept constantly under review.

Social and community issues

The company has a policy to aid a range of local sporting, educational and recreational clubs and events. It undertakes to achieve this directly through sponsorship and donation, as well as indirectly by providing its employees' time and skills. In support of that aim the following charitable donations were made:

	2020	2019
	£	£
Whitchurch 10k - Sir John Talbot's School	2,500	2,000
Whitchurch Alport Juniors	1,000	2,202
Queensway Playing Fields	500	1,748
Shropshire Wildlife Trust	400	400
Nantwich Agricultural Society	-	1,850
Whitchurch Rugby Club	-	5,000
Other donations	195	221
	<u>4,595</u>	<u>13,421</u>

Directors' indemnities

The Directors have the benefit of an indemnity, which is a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The company has purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Agro Merchants Whitchurch Ltd

Directors' Report for the Year Ended 31 December 2020

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Future developments

The section on future developments, which is detailed in the strategic report, is included in this report by cross reference.

Key stakeholders

Customers

Agro Merchants customers are key stakeholders with well-established engagement channels in place.

During the year, the business monitored customer relationships through Key Performance Indicators, which measure the service the business provides to its customers, along with levels of complaints.

Employee involvement

During the year, the policy of providing employees with the information about the company has continued through regular briefings, staff magazines and other communication forms. It is believed that this flow of information encourages the involvement of employees in the company's endeavors, an improved sense of community and achieves a common employee awareness of the financial and economic factors affecting the performance of the company.

Suppliers

The business recognises the key role suppliers play in ensuring Agro Merchants Whitchurch delivers a reliable service to its customers. This is through the provision of materials and essential managed services to the business.

The business ensures that formal contract management arrangements are in place throughout the duration of supplier contracts. Furthermore, the Company reports on its supplier payment practices twice yearly through the Payment Practices Reporting set up by the United Kingdom Government.

How stakeholders' interests have influenced decision making

Agro Merchants Whitchurch Ltd recognises the importance of engaging with stakeholders to help inform strategy and Company decision-making. Relevant stakeholder interests, including those of employees, customers, suppliers, regulators and others are taken into account by the Company when it takes decisions. Principal decisions are those which are material, or of strategic importance; and also those which are significant to any of the business' key stakeholder groups.

During the year, the business worked with its employees and wider stakeholders to roll out the Mission, Vision and Values of the business - communicating these through employee focus sessions and engaging with key stakeholders as to how the business could reflect the mission, vision and values of the Agro Merchants Group.

Agro Merchants Whitchurch Ltd

Directors' Report for the Year Ended 31 December 2020

Brexit

The company continued to review all potential Brexit risks throughout 2020, given the uncertainty about the final arrangements. Following the signing of the Trade and Cooperation Agreement between the UK and the EU in December 2020, the company quickly implemented all necessary changes to its processes, invoices, and supplier arrangements. The company continues to adapt to the new post Brexit trading environment and has not been adversely impacted either in terms of movements of goods with suppliers or customers, or new business opportunities.

Covid 19

The global outbreak of Covid-19 has had a significant impact on global economies, including those in which the company has activities. There is significant uncertainty over the extent of the impact and the longevity of the outbreak.

The company operates within a key industry sector and therefore the operations have continued as expected over the course of 2020. The company is dependent on its key suppliers continuing their operations and there have not been any significant issues experienced to date. Demand for the company's services has continued at expected levels.

The company has established a number of processes and procedures to protect its people and minimise contact as the health and wellbeing of employees is a priority.

Going concern

The directors have prepared the financial statements on a going concern basis following the review of financial forecasts and company cash flows which include the continued impact of Covid-19.

The company is funded by group debt and operates through a cash pooling facility. The directors have received confirmation that the ultimate parent company, Americold Realty Trust, intends to support the company for at least 12 months from the date of approval of these financial statements. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Streamlined energy and carbon reporting

Methodology

Agro Merchants Whitchurch Ltd has identified the following areas relevant to its contribution to greenhouse gases (GHG) as being energy consumption through:

- The cold storage facilities and office areas, and plant and machinery used therein
- Transport vehicles and equipment used in the logistics of the business operation

On this basis, data has been collected and presented below for the year ended 31 December 2020 and comparative data for the preceding year ended 31 December 2019.

Energy consumption figures relating to electricity used within cold storage facilities and office areas have been obtained through regular meter readings and reporting.

Fuel consumption figures have been obtained through measurement of regular fuel purchases, accurate measurement of on-site fuel tanks and tachograph-trackers within transport units

Agro Merchants Whitchurch Ltd

Directors' Report for the Year Ended 31 December 2020

Streamlined energy and carbon reporting (continued)

Global greenhouse gas emissions and energy use data for the period

	Year ended 31 December 2020	Year ended 31 December 2019
Scope 2: Energy consumption related to cold storage facilities and office areas (Kwh)	15,650,695	16,588,379
Conversion factor of emissions (kg CO2e)	0.23314	0.2556
Total emissions (kg/CO2e)	3,648,803	2,239,990
Intensity ratio (per £1 of revenue)	0.0936	0.1065
Scope 1: Energy consumption related to transportation (litres)	2,851,918	2,863,886
Conversion factor of emissions (kg CO2e)	2.54603	2.59411
Total emissions (kg/CO2e)	7,261,069	7,429,235
Intensity ratio (per £1 of revenue)	0.1863	0.1867

Energy efficiency action taken in the year

Per the information above, a significant amount of the emissions generated by the business result from the transportation/logistics services provided. The business continues to emphasis improvement on MPG achieved by its drivers through KPI's, in order to reduce wastage. The business is also looking at ways to make the fleet more environmentally friendly, through replacing the fleet within the next 2 years.

Energy consumption related to cold storage facilities is managed through obtaining a high proportion of its electricity from a Biogas plant located near the facilities. Furthermore, initiatives such as installation of LED lighting within the cold storage facilities to reduce electricity consumption have been undertaken in 2020.

Independent auditors

The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office in accordance with the provisions of Section 485 of the Companies Act 2006.

Approved by the Board on 2 August 2021 and signed on its behalf by:



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E M Gildea
Director

Agro Merchants Whitchurch Ltd

Statement of Directors' Responsibilities in respect of the financial statements

The directors acknowledge their responsibilities for preparing the Annual 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland", 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 these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

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.



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E M Gildea
Director

2 August 2021

Agro Merchants Whitchurch Ltd

Independent Auditors' Report to the Members of Agro Merchants Whitchurch Ltd

Report on the audit of the financial statements

Opinion

In our opinion, Agro Merchants Whitchurch Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2020; the Profit and loss account and the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Agro Merchants Whitchurch Ltd

Independent Auditors' Report to the Members of Agro Merchants Whitchurch Ltd Reporting on other information (continued)

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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Agro Merchants Whitchurch Ltd

Independent Auditors' Report to the Members of Agro Merchants Whitchurch Ltd Responsibilities for the financial statements and the audit (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to failure to comply with UK tax regulations, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries to manipulate financial results, including revenue recognition and manipulation of earnings before interest, tax, depreciation and amortisation and management bias in accounting estimates or significant judgements. Audit procedures performed by the engagement team included:

- Discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Identification and testing of significant journal entries; and
- Evaluation and, where appropriate, challenging assumptions and judgements made by management in determining significant accounting estimates.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

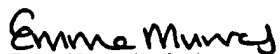
Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Emma Murray (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Belfast
2 August 2021

Agro Merchants Whitchurch Ltd

Profit and Loss Account for the Year Ended 31 December 2020

	Note	2020 £	2019 £
Turnover	3	38,975,402	39,799,790
Cost of sales		<u>(27,410,441)</u>	<u>(28,691,272)</u>
Gross profit		11,564,961	11,108,518
Distribution costs		(191,175)	(201,000)
Administrative expenses		(9,607,903)	(9,047,688)
Other operating income	4	<u>79,668</u>	<u>78,323</u>
Operating profit	5	<u>1,845,551</u>	<u>1,938,153</u>
Interest receivable and similar income	6	2,412,322	2,228,580
Interest payable and similar expenses	7	<u>(228,770)</u>	<u>(180,072)</u>
Profit before tax		4,029,103	3,986,661
Tax on profit	11	<u>24,709</u>	<u>37,082</u>
Profit for the financial year		<u>4,053,812</u>	<u>4,023,743</u>

The notes on pages 18 to 32 form an integral part of these financial statements.

Agro Merchants Whitchurch Ltd

(Registration number: 01550927)
Balance Sheet as at 31 December 2020

	Note	2020 £	2019 £
Fixed assets			
Tangible assets	12	12,614,733	9,763,284
Current assets			
Stocks	13	21,210	17,884
Debtors: Amounts falling due within one year	14	12,110,602	8,432,636
Debtors: Amounts falling due after more than one year	14	71,643,562	70,755,352
Cash at bank and in hand		<u>748,409</u>	<u>1,033,560</u>
		84,523,783	80,239,432
Creditors: Amounts falling due within one year	15	<u>(11,285,504)</u>	<u>(8,180,747)</u>
Net current assets		<u>73,238,279</u>	<u>72,058,685</u>
Total assets less current liabilities		85,853,012	81,821,969
Creditors: Amounts falling due after more than one year	15	(3,671,381)	(3,671,138)
Provisions for liabilities	16	<u>(604,809)</u>	<u>(627,821)</u>
Net assets		<u>81,576,822</u>	<u>77,523,010</u>
Capital and reserves			
Called up share capital	18	3,960	3,960
Share premium account		59,600	59,600
Capital redemption reserve		440	440
Capital contribution reserve		12,375,725	12,375,725
Retained earnings		<u>69,137,097</u>	<u>65,083,285</u>
Total shareholder's equity		<u>81,576,822</u>	<u>77,523,010</u>

The financial statements on pages 15 to 32 were approved by the Board of Directors on 2 August 2021 and signed on its behalf by

Elizabeth Gildea

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E M Gildea
Director

The notes on pages 18 to 32 form an integral part of these financial statements.

Agro Merchants Whitchurch Ltd

Statement of Changes in Equity for the Year Ended 31 December 2020

	Called up share capital	Share premium account	Capital redemption reserve	Capital contribution reserve	Retained earnings	Total shareholder's equity
	£	£	£	£	£	£
At 1 January 2020	3,960	59,600	440	12,375,725	65,083,285	77,523,010
Profit for the year	-	-	-	-	4,053,812	4,053,812
Total comprehensive income	-	-	-	-	4,053,812	4,053,812
At 31 December 2020	<u>3,960</u>	<u>59,600</u>	<u>440</u>	<u>12,375,725</u>	<u>69,137,097</u>	<u>81,576,822</u>

	Called up share capital	Share premium account	Capital redemption reserve	Capital contribution reserve	Retained earnings	Total shareholder's equity
	£	£	£	£	£	£
At 1 January 2019	3,960	59,600	440	12,375,725	61,059,542	73,499,267
Profit for the year	-	-	-	-	4,023,743	4,023,743
Total comprehensive income	-	-	-	-	4,023,743	4,023,743
At 31 December 2019	<u>3,960</u>	<u>59,600</u>	<u>440</u>	<u>12,375,725</u>	<u>65,083,285</u>	<u>77,523,010</u>

The notes on pages 18 to 32 form an integral part of these financial statements.

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

1 General information

The company is a private company limited by share capital, incorporated and domiciled in United Kingdom and registered in England.

The address of its registered office is:

Shakespeare Way
Whitchurch Business Park
Whitchurch
Shropshire
SY13 1LJ

The principal activity of the company is that of multi-temperature warehousing and distribution in the United Kingdom and Continental Europe haulage.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention and in accordance with Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" and the Companies Act 2006.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the 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 3. The principal accounting policies which have been consistently applied are set out below. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Summary of disclosure exemptions

FRS 102 allows a qualifying entity certain disclosure exemption, subject to certain conditions, which have been complied with and no objection to, the use of exemptions by the company's shareholders. The company has taken advantage of the following exemptions:

- (i) From preparing a statement of cash flows, required under section 7 of FRS 102 and para 3.17(d), on the basis that it is a qualifying entity and the smallest entity that prepares consolidated financial statements in the group, Americold Realty Trust, includes the company's cash flows in its own consolidated financial statements;
- (ii) From the financial instrument disclosures, required under FRS 102 paras 11.41 (b) -11.48(c) and 12.26 – 12.29(b), as the information is provided in the consolidated financial statements;
- (iii) From disclosing the company's key management personnel compensation as required by FRS 102 para 33.7; and
- (iv) From disclosing transactions with group companies, required under section 33, paragraph.33.1A of FRS 102

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

2 Accounting policies (continued)

Going concern

The directors have prepared the financial statements on a going concern basis following the review of financial forecasts and company cash flows which include the continued impact of Covid-19.

The company is funded by group debt and operates through a cash pooling facility. The directors have received confirmation that the ultimate parent company, Americold Realty Trust, intends to support the company for at least 12 months from the date of approval of these financial statements. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Significant accounting judgements and key sources of estimation uncertainty

No critical judgements or critical accounting estimates have been applied to these financial statements.

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities.

Foreign currency transactions and balances

Foreign currency transactions are initially recorded in the functional currency, by applying the spot exchange rate as at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate ruling at the reporting date, with any gains or losses being taken to the profit and loss account.

Tax

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

2 Accounting policies (continued)

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Buildings	2% straight line
Plant and machinery	5% - 20% straight line
Motor vehicles	12.5% - 25% straight line

Land and assets under construction are not depreciated.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Stocks

Stocks are valued at the lower of cost and net realisable value. Stocks are determined on a first-in first out basis. Cost comprises expenditure incurred in the normal course of business in bringing stocks to their present location and condition. Full provision is made for obsolete and slow moving items. Net realisable value comprises actual or estimated selling price (net of trade discounts) less all further costs to completion or to be incurred in marketing and selling.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

2 Accounting policies (continued)

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease. Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised at the lower of their fair value at inception of the lease and the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation.

Lease payments are apportioned between finance costs in the Profit and Loss Account and reduction of the lease obligation so as to achieve a constant periodic rate of interest on the remaining balance of the liability.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Distributions to equity holders

Dividends and other distributions to the company's shareholders are recognised as a liability in the financial statements in the financial year in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the profit and loss account.

Capital contributions

Where group undertakings provide funds to the company, for which there is no obligation to repay, these are amounts recognised directly in equity through a capital contribution reserve.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Classification

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

2 Accounting policies (continued)

Financial instruments (continued)

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

Recognition and measurement

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like a payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market value rate or in case of an out-right short-term loan not at market value, the financial asset or liability is measured, initially at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Impairment

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of income and retained earnings.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the assets original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset, and the net amount reported in the balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Related parties

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

3 Turnover

Turnover for each financial year derives solely from rendering of services. A geographical analysis of turnover and profits before taxation has been omitted because, in the opinion of the directors, the disclosure of such information would be seriously prejudicial to the interests of the company.

4 Other operating income

The analysis of the company's other operating income for the year is as follows:

	2020	2019
	£	£
Sub-lease rental income	<u>79,668</u>	<u>78,323</u>

5 Operating profit

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

Arrived at after charging/(crediting)

	2020 £	2019 £
Staff costs (note 8)	11,405,364	11,655,622
Depreciation expense	2,906,282	2,338,742
Operating lease expense - property	4,647,747	4,587,673
Operating lease expense - plant and machinery	200,167	343,704
(Profit)/loss on disposal of tangible assets	(13,405)	195,742
Auditor's remuneration - the audit of the company's annual financial statements	<u>32,625</u>	<u>69,258</u>

6 Interest receivable and similar income

	2020 £	2019 £
Interest income on bank deposits	425	6,953
Interest receivable on loans due from group undertakings	<u>2,411,897</u>	<u>2,221,627</u>
	<u>2,412,322</u>	<u>2,228,580</u>

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

7 Interest payable and similar expenses

	2020 £	2019 £
Interest on obligations under finance leases and hire purchase contracts	156,898	134,554
Interest expense on loans and borrowings	27,801	26,377
Foreign exchange losses	<u>44,071</u>	<u>19,141</u>
	<u><u>228,770</u></u>	<u><u>180,072</u></u>

8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2020 £	2019 £
Wages and salaries	9,971,197	10,333,158
Social security costs	1,151,673	1,069,691
Other pension costs	<u>282,494</u>	<u>252,773</u>
	<u><u>11,405,364</u></u>	<u><u>11,655,622</u></u>

The average number of monthly persons employed by the company (including directors) during the year, analysed by category was as follows:

	2020 No.	2019 No.
Administration and support	94	105
Distribution	<u>278</u>	<u>274</u>
	<u><u>372</u></u>	<u><u>379</u></u>

9 Directors' remuneration

The directors' remuneration for the year was as follows:

	2020 £	2019 £
Remuneration	<u>-</u>	<u>53,003</u>

10 Auditors' remuneration

	2020 £	2019 £
Audit of the financial statements	<u>57,983</u>	<u>69,258</u>

The company's auditors did not provide any non-audit services (2019: Nil)

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

11 Tax on profit

Tax credited in the income statement

	2020 £	2019 £
Current taxation		
UK corporation tax adjustment to prior periods	(1,697)	-
Deferred taxation		
Arising from origination and reversal of timing differences	<u>(23,012)</u>	<u>(37,082)</u>
Tax on profit	<u>(24,709)</u>	<u>(37,082)</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2019 - lower than the standard rate of corporation tax in the UK) of 19% (2019: 19%):

The differences are reconciled below:

	2020 £	2019 £
Profit before tax	<u>4,029,103</u>	<u>3,986,661</u>
Corporation tax at standard rate	765,530	757,466
Effect of expense not deductible in determining taxable profit	349	997
Tax decrease arising from group relief	(788,891)	(795,545)
UK corporation tax adjustment to prior periods	<u>(1,697)</u>	-
Total tax credit	<u>(24,709)</u>	<u>(37,082)</u>

Factors that may affect future tax charges

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. As the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. However, it is likely that the overall effect of the change, had it been substantively enacted by the balance sheet date, would be to decrease the tax credit for the year by £190,993 and to increase the deferred tax liability by £190,993.

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

12 Tangible assets

	Land and buildings £	Motor vehicles £	Assets under construction £	Plant and machinery £	Total £
Cost or valuation					
At 1 January 2020	78,497	9,409,200	87,201	9,097,410	18,672,308
Additions	13,900	2,432,545	1,777,663	1,535,517	5,759,625
Disposals	-	(701,286)	-	(153,907)	(855,193)
At 31 December 2020	<u>92,397</u>	<u>11,140,459</u>	<u>1,864,864</u>	<u>10,479,020</u>	<u>23,576,740</u>
Accumulated depreciation					
At 1 January 2020	3,614	4,687,028	-	4,218,382	8,909,024
Charge for the year	8,606	2,218,670	-	679,006	2,906,282
Eliminated on disposal	-	(701,286)	-	(152,013)	(853,299)
At 31 December 2020	<u>12,220</u>	<u>6,204,412</u>	<u>-</u>	<u>4,745,375</u>	<u>10,962,007</u>
Net book value					
At 31 December 2020	<u>80,177</u>	<u>4,936,047</u>	<u>1,864,864</u>	<u>5,733,645</u>	<u>12,614,733</u>
At 31 December 2019	<u>74,883</u>	<u>4,722,172</u>	<u>87,201</u>	<u>4,879,028</u>	<u>9,763,284</u>

Included within the net book value of land and buildings above is £nil (2019: £nil) in respect of freehold land and buildings, £80,177 (2019: £74,883) in respect of short leasehold land and buildings. Tangible assets with a carrying value of £12,614,733 (2019: £9,763,284) are pledged as security. Subsequent to the year end, the charges held over the net assets have been satisfied.

Included in the carrying value of tangible assets is £4,646,002 (2019: £6,182,835) relating to assets held under finance leases and hire purchase agreements. The depreciation charge for the financial year in respect of these assets amounted to £2,213,995 (2019: £1,232,702).

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

13 Stocks

	2020 £	2019 £
Finished goods and goods for resale	<u>21,210</u>	<u>17,884</u>

The replacement cost of stock did not differ significantly from the figures shown.

14 Debtors

	2020 £	2019 £
Trade debtors	6,553,324	5,668,916
Amounts owed by group undertakings	75,347,630	70,755,352
Prepayments	1,281,190	1,023,942
Other debtors	8,790	2,078
Corporation tax recoverable	-	285,631
Accrued income	<u>563,230</u>	<u>1,452,069</u>
	83,754,164	79,187,988
Less non-current portion	<u>(71,643,562)</u>	<u>(70,755,352)</u>
	<u>12,110,602</u>	<u>8,432,636</u>

Details of non-current trade and other debtors

£71,643,562 (2019: £70,755,352) of Loans owed by group undertakings is classified as non-current.

On 31 May 2018 Agro Merchants Whitchurch Ltd issued 3% Loan Notes to a group company totaling £59,030,000. The Loan Notes are due to be redeemed on 31 May 2023. Interest accrued of £2,870,352 has been added to the original principal sum, leaving £61,900,352 (2019: £61,900,352) outstanding at the year end.

Loan Notes totaling £4,400,000 (2019: £4,455,000) charge interest based upon the weighted average interest rate of First & Second Lien Term Loan Credit Agreements. Average interest for the period to 31 December 2020 was 5.85% (2019: 6.42%). The Loan Notes are due to be redeemed on 6 June 2025.

Trade debtors are stated after provisions for impairment of £3,484 (2019: £4,191).

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

15 Creditors

	2020 £	2019 £
Amounts falling due within one year		
Net obligations under finance leases and hire purchase contracts (Note 19)	1,578,732	1,403,116
Trade creditors	3,757,909	2,917,756
Amounts owed to group undertakings	1,109,150	1,109,000
Other taxation and social security	1,508,794	794,380
Other payables	183,409	243,163
Accruals and deferred income	<u>3,147,510</u>	<u>1,713,332</u>
	<u>11,285,504</u>	<u>8,180,747</u>
Amounts falling due after more than one year		
Net obligations under finance leases and hire purchase contracts (Note 19)	<u>3,671,381</u>	<u>3,671,138</u>

Amounts owed to group undertakings are unsecured, interest free and are repayable on demand.

16 Provisions for liabilities

	Deferred tax £
At 1 January 2020	627,821
Credited to the profit and loss account during the financial year	<u>(23,012)</u>
At 31 December 2020	<u>604,809</u>

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

16 Provisions for liabilities (continued)

Deferred tax

Deferred tax assets and liabilities consists:

2020	Asset £	Liability £
Accelerated capital allowances		655,465
Unpaid pension contributions	11,168	-
Capital losses	39,488	-
	<u>50,656</u>	<u>655,465</u>
2019	Asset £	Liability £
Accelerated capital allowances		677,713
Unpaid pension contributions	10,404	-
Capital losses	39,488	-
	<u>49,892</u>	<u>677,713</u>

17 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £282,494 (2019: £252,773).

18 Called up share capital

Allotted, called up and fully paid shares

	2020		2019	
	No.	£	No.	£
Ordinary 'A' of £1 each	1,320	1,320	1,320	1,320
Ordinary 'B' of £1 each	1,320	1,320	1,320	1,320
Ordinary 'C' of £1 each	792	792	792	792
Ordinary 'D' of £1 each	<u>528</u>	<u>528</u>	<u>528</u>	<u>528</u>
	<u>3,960</u>	<u>3,960</u>	<u>3,960</u>	<u>3,960</u>

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

19 Loans and borrowings

	2020 £	2019 £
Non-current loans and borrowings		
Finance lease liabilities	<u>3,671,381</u>	<u>3,671,138</u>
	2020 £	2019 £
Current loans and borrowings		
Finance lease liabilities	<u>1,578,732</u>	<u>1,403,116</u>

20 Obligations under leases and hire purchase contracts

Finance leases

The total of future minimum lease payments is as follows:

	2020 £	2019 £
Within one year	1,578,732	1,403,116
Later than one year and not later than five years	<u>3,671,381</u>	<u>3,671,138</u>
	<u>5,250,113</u>	<u>5,074,254</u>

Finance leases and hire purchase contracts are secured by fixed charges over certain tangible assets.

21 Commitments

Operating leases

The total of future minimum lease payments is as follows:

	2020 £	2019 £
Not later than one year	4,995,024	5,002,601
Later than one year and not later than five years	19,740,542	19,813,554
Later than five years	<u>57,225,511</u>	<u>62,144,817</u>
	<u>81,961,077</u>	<u>86,960,972</u>

Capital commitments

The total amount contracted for but not provided in the financial statements was £Nil (2019: £1,840,166).

Agro Merchants Whitchurch Ltd

Notes to the Financial Statements for the Year Ended 31 December 2020

22 Contingent liabilities

The assets of the company are held as security in respect of group borrowing facilities. The directors do not anticipate any losses for the company arising from this guarantee. Subsequent to the year end, the charges held over the net assets have been satisfied.

23 Related party transactions

The company has availed of the exemption under FRS 102 section 33, paragraph 33.1A in relation to the disclosure of transactions with group companies as all the voting rights are controlled within the group.

In the opinion of the directors these amounts arise in the ordinary course of business and the terms of the amounts due are in accordance with the terms ordinarily offered by the company.

24 Immediate parent, ultimate parent undertaking and ultimate controlling party

The company's immediate parent is Agro Merchants Holdings UK Limited, incorporated in Northern Ireland.

The company's ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Americold Realty Trust.

The address of Americold Realty Trust is 10 Glenlake Parkway, South Tower, Suite 600, Atlanta, Georgia, USA.

The ultimate controlling party is Americold Realty Trust.

25 Post balance sheet events

There are no post balance sheet events to note.