

**Winterbotham Darby Bicester
Limited (formerly Alatoni Limited)**

Annual Report and Financial Statements

Period Ended

27 March 2021

Company Number 02997024



Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Company Information

Directors	S J Higginson D J Shaw M J Lane
Company secretary	D J Kimber
Registered number	02997024
Registered office	Granville House Gatton Park Business Centre Wells Place Redhill Surrey RH1 3AS
Independent auditor	BDO LLP 2 City Place Beehive Ring Road Gatwick West Sussex RH6 0PA
Bankers	HSBC Bank Plc City of London Corporate Banking Centre 60 Queen Victoria Street London EC4N 4TR

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

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Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Strategic Report For the Period Ended 27 March 2021

The directors present their Strategic Report for the period ended 27 March 2021.

On 22 March 2021, the Company changed its name from Alatoni Limited to Winterbotham Darby Bicester Limited.

Business review and key performance indicators

For the period under review the directors are satisfied with the performance of the Company. The Company has assisted The Compleat Food Group Limited (a fellow subsidiary in the Group headed by Helsinki Topco Limited "the Group") in further consolidating its position as a major contributor to the food retail sector.

On 29 January 2021, Helsinki Topco Limited the ultimate parent undertaking of the Company was acquired by Quantum Bidco Limited. The ultimate controlling party of Quantum Bidco Limited is Quantum Luxco S.à.r.l., a company incorporated in Luxembourg whose majority shareholder is PAI VII-1 SCSp. At the same date, Quantum Bidco Limited acquired Addo Food Group (Holdings) Limited and its subsidiaries forming a new chilled foods business, Quantum Topco Limited ("the Group").

The directors manage the performance of the Company primarily through sales volume, gross margin and underlying overheads.

Turnover has decreased by 55.4% compared to year ended 31 March 2020 due to a reallocation of production to other sites in the wider Group and repurposing the site to serve other product categories. In turn this has impacted the operating profit of the Company and resulted in increased stock holding and intercompany receivables compared to the year ended 31 March 2020.

The retail environment continues to demand highly efficient supply chains that are able to deliver superior quality and service. We partner with our supply base and invest in our technical and distribution capability in order to meet those demands. We continue to focus on product development in order to bring new experiences to our consumers so that the categories we focus on grow over the long-term.

The Company operates one of the Group's manufacturing sites in the UK. The Group has positioned itself to meet the market challenges by:

- investment in innovation and product development - the Group's investment in innovation and product development is fully embedded within the organisation and we continue to drive food innovation within our chosen categories;
- insight - we enhance our customer service by using all available information to understand our consumers and deliver added value to our customers;
- investment in agriculture and welfare, our technical team continue to be at the forefront of improving animal welfare standards; and
- using, and enhancing, our technological platform and business processes to ensure customer service level requirements are achieved.

Future developments

The current economic conditions as a result of the global COVID-19 pandemic will continue to impact the UK market for the foreseeable future. The board continues to monitor the longer term effects of these matters and recognise that the period ahead will remain challenging.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Strategic Report (continued) For the Period Ended 27 March 2021

Principal risks and uncertainties

The directors have identified that product quality and continuity of supply are key business risks faced by the business. Close technical management of procurement and our production site ensures we maintain our position at the leading edge of food safety and quality. Through understanding the dynamics of supply and demand, and daily management of stock, we maximise our ability to meet customer demand and minimise our exposure to stock wastage.

The UK left the European Union in the financial period. The Group was well positioned to meet the market challenges and continues to assess the effect of the published tariffs. This assessment has been included within the going concern review carried out by the directors.

During the period, the ongoing COVID-19 outbreak and subsequent national lockdowns have not had an adverse impact on the Company's sales, but costs have been incurred for health and safety requirements and changes to working practices. The directors continually monitored and amended the Company policies as the situation developed during the period and thereafter.

Financial instruments

The directors consider that the Company's principal financial instruments comprise trade debtors, balances with fellow subsidiary companies and trade creditors.

The Company has limited exposure to credit risk as its debtors comprise mainly inter-group balances which are managed by the directors on the basis of the requirements within the Group.

The Company's cash flow is managed on a daily basis via group funding arrangements to ensure adequate funds are available to settle trade creditors. The directors thus consider the exposure to liquidity risk to be small. The Company sources a majority of its supplies from overseas producers and is thus exposed to foreign exchange transaction risk. The directors mitigate this risk at Group level with the use of forward currency contracts that are negotiated with the Group's bankers.

This report was approved by the board on *22 December 2021* (and signed on its behalf.



M J Lane
Director

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Directors' Report For the Period Ended 27 March 2021

The directors present their report together with the audited financial statements for the period ended 27 March 2021.

For 2021 the financial statements are presented on a 52 week basis to become co-terminus with other group companies. Therefore these financial statements are for the 52 weeks ended 27 March 2021. The prior period comparatives are for the year ended 31 March 2020.

Principal activity

The principal activity of the Company during the period under review was that of food manufacturing.

Results and dividends

The profit for the period, after taxation, amounted to £162,000 (year ended 31 March 2020 - £48,000).

The directors do not recommend a final dividend (year ended 31 March 2020 - £Nil).

Going concern

A going concern forecast has been prepared in accordance with guidance issued by the Financial Reporting Council (FRC) 'Guidance on the Going Concern Basis of Accounting and Reporting on Solvency and Liquidity Risks 2016'. The directors have set out in the accounting policies, the basis of preparation and appropriate disclosures as to how a positive assessment on going concern has been reached.

Directors

The directors who served during the period were:

S J Higginson
D J Shaw
M J Lane

Charitable donations and political contributions

The Company did not make any charitable donations or political contributions during the period (year ended 31 March 2020 - £Nil).

Research and development activities

The Company did not undertake research and development expenditure in the period (year ended 31 March 2020 - £Nil).

Directors' qualifying third party indemnity provision

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provisions remain in force as at the date of approving the Directors' Report.

Disabled employees

The Company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion. Where existing employees become disabled, it is the Group's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Directors' Report (continued) For the Period Ended 27 March 2021

Employee involvement

The Company operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2004. During the period, the policy of providing employees with information about the Company has been continued through the Group newsletter 'The Compleat Account', Group intranet and quarterly Company update presentations, in which employees have also been encouraged to present their suggestions and views on the Group's performance. Regular meetings are held between the management team and employees to allow a free flow of information and ideas. Employees participate directly in the success of the business through the Company's bonus arrangements, and certain senior management hold shares in the ultimate parent company.

Existence of branches outside the UK

The Company does not have any branches outside the UK as designed in section 1046 (3) of the Companies Act 2006.

Matters covered in the Strategic Report

Please refer to the Strategic Report for the business review, principal risks including an overview on the future developments of the Company and uncertainties facing the Company and financial instruments.

Disclosure of information to auditor

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

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

This report was approved by the board on 22 December 2021 and signed on its behalf.



M J Lane
Director

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Directors' Responsibilities Statement For the Period Ended 27 March 2021

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

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

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

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Independent Auditor's Report to the Members of Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 27 March 2021 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Winterbotham Darby Bicester Limited (formerly Alatoni Limited) ("the Company") for the period ended 27 March 2021 which comprise the Statement of Comprehensive Income, the Statement of Financial Position and 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 Financial Reporting Standard 101 Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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

Conclusions relating to going concern

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

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

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

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Independent Auditor's Report to the Members of Winterbotham Darby Bicester Limited (formerly Alatoni Limited) (continued)

Other information

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

We have nothing to report in this regard.

Other Companies Act 2006 reporting

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

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

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

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

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

Responsibilities of directors

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

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

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Independent Auditor's Report to the Members of Winterbotham Darby Bicester Limited (formerly Alatoni Limited) (continued)

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.

Extent to which the audit was capable of detecting irregularities, including fraud

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:

- We obtained an understanding of legal and regulatory framework through our accumulated knowledge and consideration of sector information that is applicable to the Company. We determined that the most significant which are directly relevant to specific assertions in the financial statements are those related to the financial reporting framework (including but not limited to accounting standards in conformity with the requirements of the Companies Act 2006) and tax legislation.
- We have gained an understanding as to how the Company is complying with those legal and regulatory frameworks through enquiries of management and members of the Board responsible for legal and compliance procedures.
- The relevant laws and regulations identified, in addition to fraud risks and how and where this may occur were communicated to the audit engagement team who remained alert to any indications of fraud or non-compliance with laws and regulation throughout the audit.

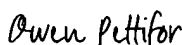
Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:



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Owen Pettifor (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
Gatwick, UK

Date: 22 December 2021

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Statement of Comprehensive Income For the Period Ended 27 March 2021

		Period ended 27 March 2021 £000	Year ended 31 March 2020 £000
	Note		
Turnover	4	5,067	11,369
Cost of sales		(3,099)	(9,897)
Gross profit		1,968	1,472
Administrative expenses		(1,858)	(1,376)
Operating profit	5	110	96
Interest payable and expenses	8	(11)	(15)
Profit before tax		99	81
Tax on profit on ordinary activities	9	63	(33)
Profit for the financial period/year		162	48
Other comprehensive income		-	-
Total comprehensive income for the period/year		162	48

The notes on pages 12 to 28 form part of these financial statements.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Registered number: 02997024

Statement of Financial Position As at 27 March 2021

		27 March 2021 £000	31 March 2020 £000
	Note		
Fixed assets			
Tangible assets	10	4,189	927
Current assets			
Stocks	11	978	25
Debtors: amounts falling due within one year	12	18,891	14,233
Cash and cash equivalents	13	362	1,013
		<u>20,231</u>	<u>15,271</u>
Creditors: amounts falling due within one year	14	(19,225)	(11,221)
Net current assets		<u>1,006</u>	<u>4,050</u>
Total assets less current liabilities		<u>5,195</u>	<u>4,977</u>
Creditors: amounts falling due after more than one year	15	(117)	(195)
Provisions for liabilities			
Deferred taxation	16	(144)	(10)
Net assets		<u><u>4,934</u></u>	<u><u>4,772</u></u>
Capital and reserves			
Called up share capital	17	-	-
Share premium account	18	47	47
Profit and loss account	18	4,887	4,725
Total equity		<u><u>4,934</u></u>	<u><u>4,772</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 22 December 2021



M J Lane
Director

The notes on pages 12 to 28 form part of these financial statements.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Statement of Changes in Equity For the Period Ended 27 March 2021

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 April 2020	-	47	4,725	4,772
Comprehensive income for the period				
Profit for the period	-	-	162	162
Total comprehensive income for the period	-	-	162	162
At 27 March 2021	-	47	4,887	4,934

Statement of Changes in Equity For the Year Ended 31 March 2020

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 April 2019	-	47	4,708	4,755
Impact of adoption of IFRS 16	-	-	(31)	(31)
At 1 April 2019 (adjusted balance)	-	47	4,677	4,724
Comprehensive income for the year				
Profit for the year	-	-	48	48
Total comprehensive income for the year	-	-	48	48
At 31 March 2020	-	47	4,725	4,772

The notes on pages 12 to 28 form part of these financial statements.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

1. General information

Winterbotham Darby Bicester Limited (formerly Alatoni Limited) is a private company limited by shares incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the Company Information page and the nature of the Company's operations and its principal activities are set out in the Strategic Report and the Directors' Report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The presentation currency used is sterling and amounts have been presented in round thousands (£000).

The following principal accounting policies have been applied:

2.2 Impact of new international reporting standards, amendments and interpretations

There were a number of narrow scope amendments to existing standards which were effective from 1 January 2020. None of these had a material impact on the Company.

2.3 Financial reporting standard 101 - reduced disclosure exemptions

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include:

- certain comparative information as otherwise required by international accounting standards in conformity with the requirements of the Companies Act 2006;
- certain disclosures regarding the Company's capital;
- a Statement of Cash Flows;
- the effect of future accounting standards not yet adopted;
- the disclosure of the remuneration of key management personnel;
- the disclosure requirements of IFRS 7 Financial Instruments: Disclosures;
- disclosure of related party transactions with other wholly owned members of the Group headed by Quantum Topco Limited;
- New disclosure exemptions taken advantage of in preparing these financial statements, as permitted by FRS 101 'Reduced Disclosure Framework': the requirements of paragraphs 113(a), 114, 115, 118, 119(a) to (e), 120 to 127, and 129 of IFRS 15: Revenue from Contracts with Customers; and
- the disclosure requirements of IFRS 16 paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.3 Financial reporting standard 101 - reduced disclosure exemptions (continued)

In addition, and in accordance with FRS 101 further disclosure exemptions have been adopted because equivalent disclosures are included in the consolidated financial statements of Quantum Topco Limited. These financial statements do not include certain disclosures in respect of business combinations.

The financial statements of Quantum Topco Limited can be obtained as described in note 24.

2.4 Going concern

As at the period end, the Company reported a profit of £162,000 (year ended 31 March 2020 - £48,000), had net assets of £4,934,000 (year ended 31 March 2020 - £4,772,000) and net current assets of £1,006,000 (year ended 31 March 2020 - £4,050,000). The financial statements have been prepared on a going concern basis, which the directors consider appropriate for the following reasons:

A Group cash flow forecasting exercise has been performed by the directors for the 42 months from the date of approval of these financial statements until the end of March 2025, including performing a sensitivity analysis over the forecasted cash flows and preparing a reasonably plausible downside scenario. These forecasts, including the sensitised cash flows that reflect a reasonably plausible downside scenario showed that the Company is expected to have sufficient funds available to meet its debts, including interest payments, as they fall due over that period. It also shows that the Group is expected to meet its banking covenants for the same period. Although not expected to be required even in a plausible downside scenario, the directors have identified specific mitigating actions within their control, which could be implemented to ensure continued compliance with covenants.

There are uncertainties involved in the cash flow projections as not all cash flows are contracted, which is normal for the industry. The directors, however, have confidence in the cash flow forecasts based on their analysis of the historical performance of the Company, their knowledge of the industry and based on new business gained both during and after the period.

As part of the acquisition of the Company in January, the Group drew down in full on a loan facility of £255m with a maturity date of 28 January 2028, and the Group issued loan stock of £182m with a maturity date of 28 January 2028.

Based on the cash flow forecasting exercise, no further funding is expected be required by the Company for the forecasted period.

The markets in which the business operates are not considered to be at significant risk due to the current global economic downturn.

There are not believed to be any contingent liabilities that could result in a significant impact on the business if they were to crystallise.

The directors expect the loan facility to either be renewed or repaid in full upon expiry, but this is not due until 28 January 2028 for the loan facility and loan notes.

The Company has received an undertaking from its ultimate parent company, Quantum Topco Limited, that it will not call on the amounts owed and will continue to provide financial and operational support for the next twelve months and for the foreseeable future. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.5 Turnover from Contracts with Customers

Turnover is recognised as the performance obligation to deliver goods to customers is satisfied and is recorded based on the amount of consideration expected to be received in exchange for satisfying the performance obligation. Turnover on the sale of goods is recognised when the control of goods has passed to the buyer and represents the value of sales to customers' net of discounts, similar allowances and estimates for returns, and excludes value added tax. Turnover for services is recognised when the service has been provided to the customer.

Sales related discounts and similar allowances comprise volume rebates (sales incentives related to volumes purchased and sales growth) and promotional contributions which are directly related to promotions run by customers. Management makes estimates taking into account customer performance, sales volumes and agreed terms, to determine total amounts earned and to be recorded as deductions from turnover.

2.6 Tangible fixed assets

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

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on the following bases:

Plant and machinery	-	20% per annum straight line basis
Office equipment	-	25% per annum straight line basis
Leasehold property	-	over the life of the lease
Computer equipment	-	25% per annum straight line basis
Right-of-use property	-	over the lease term
Right-of-use plant and machinery	-	over the lease term

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

The useful economic lives (UEL) and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed annually for appropriateness. The UEL are based on historical experience with similar assets as well as anticipation of future events which may impact their UEL, such as changes in technology.

2.7 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Statement of Comprehensive Income.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.8 Debtors

Short term debtors are measured at transaction price, less any allowance for expected credit losses. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.10 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Comprehensive Income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of Financial Position.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.11 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.12 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within administrative expenses.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.13 Leases

The Company as a lessee

The Company's leases consist of buildings, warehouses and machinery. The buildings relate to mostly administrative activities, whereas the warehouses and machinery relate to the operating activities of the entity.

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is included in 'Creditors' on the Statement of Financial Position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Company did not make any such adjustments during the periods presented.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.13 Leases (continued)

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Company incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under IAS 37. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in 'Tangible Fixed Assets' in the Statement of Financial Position.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss in full in the Statement of Comprehensive Income in the period in which the impairment is identified.

2.14 Pensions

Defined contribution pension plan

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

The contributions are recognised as an expense the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

2. Accounting policies (continued)

2.15 Current and deferred taxation

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

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

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

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

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

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

In preparing these financial statements, the directors have had to make the following judgements:

- Determine whether there are indicators of impairment of the Company's tangible assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Other key sources of estimation uncertainty

- Tangible fixed assets (see note 10)

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on the number of factors. In re-assessing asset lives, factors such as technological innovation, product life cycles and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

4. Turnover

Turnover is derived from the sale of food products to other Group companies. All turnover contracts are for delivery of goods within 12 months and are wholly undertaken in the United Kingdom.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

5. Operating profit

Operating profit is stated after charging:

	Period ended 27 March 2021 £000	Year ended 31 March 2020 £000
Auditor's remuneration	13	12
Depreciation of tangible fixed assets	563	283
Defined contribution pension cost	43	34
Loss on disposal of tangible fixed assets	368	-
	<u> </u>	<u> </u>

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the Group accounts of the ultimate parent company.

6. Employees

Staff costs were as follows:

	Period ended 27 March 2021 £000	Year ended 31 March 2020 £000
Wages and salaries	623	908
Social security costs	63	70
Defined contribution pension costs	43	34
	<u> </u>	<u> </u>
	729	1,012
	<u> </u>	<u> </u>

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

	Period ended 27 March 2021 No.	Year ended 31 March 2020 No.
Operational	15	40
	<u> </u>	<u> </u>

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

7. Directors' remuneration

For the current period and prior year, the directors of the Company are also directors of the parent undertaking and fellow subsidiaries. The directors' remuneration in the current period was paid by The Compleat Food Group Limited (year ended 31 March 2020 - The Compleat Food Group Limited, a fellow subsidiary undertaking). The directors' remuneration is therefore disclosed in the financial statements of that company. The directors do not believe that it is practicable to apportion this amount between their qualifying services as directors of the Company and their qualifying services as directors of the holding and fellow subsidiary companies.

8. Interest payable and similar expenses

	Period ended 27 March 2021 £000	Year ended 31 March 2020 £000
Interest on lease liabilities	11	15

9. Taxation

	Period ended 27 March 2021 £000	Year ended 31 March 2020 £000
Corporation tax		
UK corporation tax payable on profits for the period/year	-	37
Adjustments in respect of previous periods	(12)	-
Group taxation relief	(185)	-
Total current tax	(197)	37
Deferred tax		
Origination and reversal of temporary differences	135	(6)
Adjustments in respect of previous periods	(1)	-
Changes to tax rates	-	2
Total deferred tax	134	(4)
Taxation on (loss)/profit on ordinary activities	(63)	33

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

9. Taxation (continued)

Factors affecting tax charge for the period/year

The tax assessed for the period is lower than (year ended 31 March 2020 - higher than) the standard rate of corporation tax in the UK of 19% (year ended 31 March 2020 - 19%). The differences are explained below:

	Period ended 27 March 2021 £000	Year ended 31 March 2020 £000
Profit on ordinary activities before tax	99	81
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (year ended 31 March 2020 - 19%)	19	15
Effects of:		
Other permanently disallowable items	(69)	16
Changes in tax rates	-	2
Adjustments in respect of previous periods - corporation tax	(12)	-
Adjustments in respect of previous periods - deferred tax	(1)	-
Total tax charge for the period/year	(63)	33

Factors that may affect future tax charges

A change in the main UK corporation tax rate was announced in the budget on 3 March 2021, but this new law is yet to be enacted and therefore its effects are not included in these financial statements. From 1 April 2023 the main corporation tax rate will increase from 19% to 25% on profits over £250,000. The rate for small profits under £50,000 will remain at 19%. Where the Company's profits fall between £50,000 and £250,000, the lower and upper limits, it will be able to claim an amount of marginal relief providing a gradual increase in the corporation tax rate. This will increase the Company's future tax charge accordingly.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

10. Tangible fixed assets

	Leasehold Property £000	Leasehold Improvements £000	Plant and machinery £000	Office equipment £000	Computer equipment £000	Total £000
Cost or valuation						
At 1 April 2020	296	431	2,349	77	45	3,198
Additions	-	49	4,130	14	-	4,193
Disposals	-	-	(490)	-	-	(490)
At 27 March 2021	296	480	5,989	91	45	6,901
Depreciation						
At 1 April 2020	74	214	1,874	76	33	2,271
Charge for the period	74	39	444	2	4	563
Disposals	-	-	(122)	-	-	(122)
At 27 March 2021	148	253	2,196	78	37	2,712
Net book value						
At 27 March 2021	148	227	3,793	13	8	4,189
At 31 March 2020	222	217	475	1	12	927

Included within the net book value of tangible fixed assets at 27 March 2021 are the following amounts in respect of right of use assets - leasehold property £148,000 (31 March 2020 - £222,000) and plant and machinery £27,000 (31 March 2020 - £61,000) which are shown in the table below.

11. Stocks

	27 March 2021 £000	31 March 2020 £000
Raw materials	978	25

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

12. Debtors

	27 March 2021 £000	31 March 2020 £000
Trade debtors	59	31
Amounts owed by group undertakings	18,302	13,877
Other debtors	195	207
Prepayments and accrued income	335	118
	<u>18,891</u>	<u>14,233</u>

13. Cash and cash equivalents

	27 March 2021 £000	31 March 2020 £000
Cash at bank and in hand	<u>362</u>	<u>1,013</u>

14. Creditors: Amounts falling due within one year

	27 March 2021 £000	31 March 2020 £000
Trade creditors	654	567
Amounts owed to group undertakings	18,346	10,328
Other taxation and social security	5	32
Lease liabilities (note 21)	85	122
Other creditors	35	6
Accruals and deferred income	100	166
	<u>19,225</u>	<u>11,221</u>

15. Creditors: Amounts falling due after more than one year

	27 March 2021 £000	31 March 2020 £000
Lease liabilities (note 21)	<u>117</u>	<u>195</u>

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

16. Deferred taxation

	27 March 2021 £000	31 March 2020 £000
At beginning of period	(10)	(21)
(Charged)/credited to profit or loss	(134)	6
Changes in tax rate	-	(2)
Impact of adoption of IFRS 16	-	7
At end of period	(144)	(10)

The provision for deferred taxation is made up as follows:

	27 March 2021 £000	31 March 2020 £000
Accelerated capital allowances	(148)	(16)
Other	4	6
	(144)	(10)

17. Share capital

	27 March 2021 £	31 March 2020 £
Allotted, called up and fully paid		
112 (31 March 2020 - 112) Ordinary shares of £1 each	112	112

18. Reserves

The Company's reserves are as follows:

Share premium account

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

19. Capital commitments

At 27 March 2021 the Company has the following capital commitments:

	27 March 2021 £000	31 March 2020 £000
Contracts for future capital expenditure not provided in the financial statements	162	124

20. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £43,000 (year ended 31 March 2020 - £34,081). Contributions totalling £1,000 (31 March 2020 - £Nil) were payable to the fund at the reporting date and are included in creditors.

21. Leases

Company as a lessee

Lease liabilities are due as follows:

	27 March 2021 £000	31 March 2020 £000
Not later than one year	85	122
Between one year and five years	117	195
	202	317

The following amounts in respect of leases, where the Company is a lessee, have been recognised in the Statement of Comprehensive Income:

	27 March 2021 £000	31 March 2020 £000
Interest expense on lease liabilities	11	15

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

21. Leases (continued)

Reconciliation of movement in lease liability

	27 March 2021 £000	31 March 2020 £000
Opening balance	317	393
Additions	-	35
Payment	(126)	(126)
Interest	11	15
Lease liability	202	317

22. Contingent liabilities

Quantum Parent Limited and Quantum Bidco Limited, both intermediate parent companies, entered into a Security Accession Deed to become a chargor under a debenture dated 25 January 2021 between those Companies and Cooperative Rabobank U.A as security agent for those Companies and other secured parties. The security contains fixed and floating charges and on 1 April 2021 the Company became an additional chargor to this deed. As a result, the Company, together with fellow subsidiaries, Quantum Parent Limited, Quantum Bidco Limited, TCFG Holdings Limited, The Compleat Food Group Limited, Winterbotham, Darby & Co. Limited, SSG Logistic Solutions Limited, Pork Farms Limited, Pork Farms Caspian Limited and Addo Food Group Limited had provided security to the bank in respect of the Group's borrowings. At the reporting date, the overall commitment of Quantum Bidco Limited in respect of these borrowings is £265,000,000. In the prior year, a similar contingent liability existed to Helsinki Bidco Limited's (an intermediary holding company) previous bankers totalling £42,515,000.

23. Related party transactions

The Company made net sales of £1,843,000 (year ended 31 March 2020 - £1,394,000) to Winterbotham Darby Clitheroe Limited (formerly Deli Solutions Limited), a 96.4% owned fellow subsidiary undertaking during the period to 27 March 2021.

At 27 March 2021, the Company was owed by Winterbotham Darby Clitheroe Limited (formerly Deli Solutions Limited) an amount of £1,172,000 (31 March 2020 - £1,113,000).

Winterbotham Darby Bicester Limited (formerly Alatoni Limited)

Notes to the Financial Statements For the Period Ended 27 March 2021

24. Ultimate parent undertaking and controlling party

On 29 January 2021, the Company together with its ultimate parent company, Helsinki Topco Limited and fellow subsidiaries were acquired by PAI Partners S.a.r.l. by way of the acquisition of 100% of the share capital of the Company by Quantum Bidco Limited, a company incorporated in England and Wales.

The immediate parent undertaking of the Company is Winterbotham, Darby & Co. Limited, a company incorporated in England and Wales. The directors regard PAI Europe VII Finance S.a.r.l., a company incorporated in Luxembourg, as the ultimate parent undertaking. The largest and smallest group in which the results of the Company are consolidated is that headed by Quantum Topco Limited, a company incorporated in England and Wales. The consolidated financial statements of Quantum Topco Limited are available from 12 St James's Square, St. James's, London, United Kingdom, SW1Y 4LB. No other financial statements include the results of the Company.

The ultimate controlling party is PAI Partners S.a.r.l..