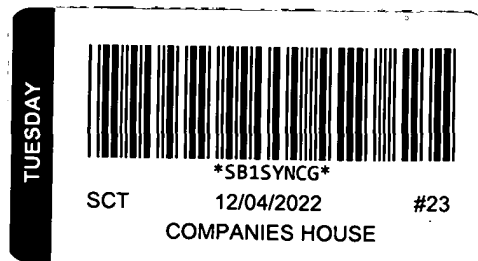


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VICTORY ALPHA LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**



VICTORY ALPHA LIMITED

COMPANY INFORMATION

Directors	M Ellis G Rhodes
Registered number	07889337
Registered office	The Point 9th Floor 37 Wharf Road London W2 1AF
Independent auditors	BDO LLP Statutory Auditor 4 Atlantic Quay 70 York Street Glasgow G2 8JX

VICTORY ALPHA LIMITED

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VICTORY ALPHA LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2020**

Introduction

The Directors present their strategic report together with the audited financial statements for the year ended 31 December 2020.

Business review

The principal activity of the Company is that of a holding company for the Covetrus Animal Health business and it is intended to remain as such going forward. The business continues to look for new investments.

Principal risks and uncertainties

The principal risks and uncertainties of the Company is that associated with managing the net worth of the subsidiaries. These do not cause concern to the Directors.

This report was approved by the board on 11 April 2022 and signed on its behalf.


G Rhodes
Director

VICTORY ALPHA LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

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

Directors' responsibilities statement

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

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

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

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

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

Results and dividends

The loss for the year, after taxation, amounted to £482,315 (2019 - loss £291,238).

The directors do not recommend the payment of a dividend (2019 - £NIL)

Directors

The Directors who served during the year were:

M Ellis
G Rhodes

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.

VICTORY ALPHA LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

Going concern

The Directors of the Company are confident that the entity can continue to meet its liabilities as they fall due for the foreseeable future and therefore no material uncertainty exists around the ability to continue as a going concern.

Post balance sheet events

In May 2021, Victory Alpha purchased the remaining 38.84% of Covetrus Animal Health Brazil S.A. for a consideration of 81.2m Brazilian Real.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 11 April 2022 and signed on its behalf.



G Rhodes
Director

VICTORY ALPHA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VICTORY ALPHA 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 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements Victory Alpha Limited ("the Company") for the year ended 31 December 2020 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, 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 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (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.

Other information

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

VICTORY ALPHA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VICTORY ALPHA LIMITED

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 year 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 by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company 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.

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.

VICTORY ALPHA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VICTORY ALPHA LIMITED

The procedures that we designed and executed included:

- performing analytical procedures to identify unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- determining whether the accounting policies and presentation adopted in the financial statements are in accordance with applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice)
- identifying whether there are instances of potential bias in areas with significant degrees of judgement such as carrying value of investments subject to impairment reviews;
- addressing the risk of fraud through management override of controls by testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in accounting estimates are indicative of a potential bias; and evaluating the business rationale of significant transactions that are unusual or outside the normal course of business;
- vouching balances and reconciling items in key control account reconciliations to supporting documentation as at 31 December 2020.

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: . 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.

VICTORY ALPHA LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF VICTORY ALPHA LIMITED

DocuSigned by:



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Alastair Rae (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor

Edinburgh, UK

Date 12 April 2022

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

VICTORY ALPHA LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2020

	Note	2020 £	2019 £
Administrative expenses		(133,181)	(4,748)
Operating loss	4	(133,181)	(4,748)
Interest payable	6	(349,134)	(354,805)
Loss before taxation		(482,315)	(359,553)
Tax credit on loss	7	-	68,315
Loss for the financial year		(482,315)	(291,238)

There were no recognised gains and losses for 2020 or 2019 other than those included in the statement of comprehensive income.

The notes on pages 11 to 19 form part of these financial statements.

VICTORY ALPHA LIMITED
REGISTERED NUMBER: 07889337

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2020

	Note	2020 £	2019 £
Fixed assets			
Investments	8	34,429,235	34,152,715
		<u>34,429,235</u>	<u>34,152,715</u>
Current assets			
Debtors: amounts falling due within one year	9	68,315	213,949
		<u>68,315</u>	<u>213,949</u>
Creditors: amounts falling due within one year	10	(10,778,954)	(10,165,753)
Net current liabilities		<u>(10,710,639)</u>	<u>(9,951,804)</u>
Total assets less current liabilities		<u>23,718,596</u>	<u>24,200,911</u>
Net assets		<u><u>23,718,596</u></u>	<u><u>24,200,911</u></u>
Capital and reserves			
Called up share capital	11	2	2
Share premium account		3,593,178	3,593,178
Other reserves		21,543,818	21,543,818
Profit and loss account		(1,418,402)	(936,087)
		<u>23,718,596</u>	<u>24,200,911</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 11 April 2022.


G Rhodes
 Director

The notes on pages 11 to 19 form part of these financial statements.

VICTORY ALPHA LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

	Called up share capital	Share premium account	Capital contribution reserves	Profit and loss account	Total equity
	£	£	£	£	£
At 1 January 2019	2	3,593,178	21,543,818	(644,849)	24,492,149
Loss for the year	-	-	-	(291,238)	(291,238)
At 31 December 2019	2	3,593,178	21,543,818	(936,087)	24,200,911
Loss for the year	-	-	-	(482,315)	(482,315)
At 31 December 2020	2	3,593,178	21,543,818	(1,418,402)	23,718,596

The notes on pages 11 to 19 form part of these financial statements.

VICTORY ALPHA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. General information

Victory Alpha Limited (the Company) is a private limited company incorporated in England and Wales under the Companies Act 2006.

The registered address 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.

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 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

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

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

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

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

This information is included in the consolidated financial statements of Covetrus Inc. as at 31 December 2020 and these financial statements may be obtained from 7 Custom House St, Portland, Maine.

2.3 Exemption from preparing consolidated financial statements

The financial statements contain information about Victory Alpha Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption conferred by Section 401 of the Companies Act 2006 not to produce consolidated financial statements as it is included in the non-EEA group financial statements of a larger group.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.4 Going concern

The Directors of the Company are confident that the entity can continue to meet its liabilities as they fall due for the foreseeable future and therefore no material uncertainty exists around its ability to continue as a going concern.

2.5 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 profit or loss 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 profit or loss within 'other operating income'.

2.6 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.7 Borrowing costs

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.8 Taxation

Tax is recognised in profit or loss 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.

VICTORY ALPHA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.9 Reserves

The called up share capital reserve represents the nominal value of the shares issued.

The capital contribution reserve represents a contribution of capital, in the form of funds, to the Company by the ultimate parent.

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

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

2.10 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.11 Debtors

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

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

VICTORY ALPHA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

2. Accounting policies (continued)

2.13 Financial instruments

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

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 the 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 the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

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 Comprehensive Income.

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

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

Determine whether there are indicators of impairment of the Company's investments. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset.

4. Operating loss

The operating profit/(loss) is stated after charging/(crediting):

	2020	2019
	£	£
Exchange differences	(12,453)	3,735

5. Employees

The Company has no employees other than the Directors, who did not receive any remuneration (2019 - £NIL).

VICTORY ALPHA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

6. Interest payable and similar charges

	2020 £	2019 £
Bank interest payable	3,398	7,179
Loans from group undertakings	345,736	347,626
	<u>349,134</u>	<u>354,805</u>

7. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profits for the year	-	(68,315)
	<u>-</u>	<u>(68,315)</u>
Total current tax	<u>-</u>	<u>(68,315)</u>
Deferred tax		
Total deferred tax	<u>-</u>	<u>-</u>
Taxation on profit/(loss) on ordinary activities	<u>-</u>	<u>(68,315)</u>

VICTORY ALPHA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

7. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2019 - the same as) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

	2020 £	2019 £
Loss on ordinary activities before tax	(482,315)	(359,553)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%)	(91,640)	(68,315)
Effects of:		
Expenses not deductible for tax purposes	27,671	-
Deferred tax not recognised	(149)	-
Group relief	64,118	-
Total tax charge for the year	-	(68,315)

Factors that may affect future tax charges

Corporation tax rate will increase from 19% to 25% with effect from 1st April 2023.

VICTORY ALPHA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2020	34,152,715
Additions	276,520
At 31 December 2020	<u>34,429,235</u>
Net book value	
At 31 December 2020	<u><u>34,429,235</u></u>
At 31 December 2019	<u><u>34,152,715</u></u>

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Animal Healthcare Services Limited	Broadfield Road, Sheffield, South Yorkshire, S8 0XL	Distribution of veterinary products	Ordinary	100%
Covetrus Brazil Holdings S.A.	Rua Desembargador do Vale, n. 800-A parte, Perdizes, CEP: 05010-040 Sao Paulo, Brazil	Distribution of veterinary products	Ordinary	61.16%
Vettec Produtos Agropecuarios EIRELI	Estrada Rio Sao Paulo 2625. Campo Grande	Distribution of veterinary products	Ordinary	61.16%
Granda Produtos Veterinarios EIRELI	Estrada Rio Sao Paulo 2625. Campo Grande	Distribution of veterinary products	Ordinary	61.16%
Abase Comercio e Representacoes Ltda	No. 1071, Rua Amoreira, Galpao A1 Flex Park	Distribution of veterinary products	Ordinary	61.16%
Taiken Comercio e Distribuicao de Produtos Agropecuarios Ltda	Av. Queria Deus 1079 - Galpao 15C	Distribution of veterinary products	Ordinary	37%

VICTORY ALPHA LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

9. Debtors

	2020 £	2019 £
Amounts owed by group undertakings	68,315	213,949
	<u>68,315</u>	<u>213,949</u>

10. Creditors

	2020 £	2019 £
Bank overdrafts	1,463,293	1,195,829
Amounts owed to group undertakings	9,313,164	8,967,427
Other creditors	2,497	2,497
	<u>10,778,954</u>	<u>10,165,753</u>

The company has a loan with AHUK Animal Health (PVT) Ltd of £8,619,801, repayable 31st December 2021. The interest rate on the loan is 4%. This loan has been extended for a further two years with repayment date 31st December 2023.

11. Share capital

	2020 £	2019 £
Allotted, called up and fully paid		
2 (2019 - 2) Ordinary shares of £1.00 each	<u>2</u>	<u>2</u>

12. Related party transactions

The Company is a member of the Covetrus Inc. Group and during the year was under the control of Covetrus Animal Health Holdings Limited.

The Company has taken advantage of the exemption allowed by Financial Reporting Standard 102, 33.1, "Related Party Transactions" not to disclose transactions with any wholly owned entities that are included in the consolidated financial statements of Covetrus, Inc. as these financial statements are publicly available.

13. Post balance sheet events

In May 2021, Victory Alpha purchased the remaining 38.84% of Covetrus Animal Health Brazil S.A. for a consideration of 81.2m Brazilian Real.

VICTORY ALPHA LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

14. Controlling party

The Company is controlled by Covetrus Animal Health Holdings Limited, its immediate parent company.

Covetrus Inc., incorporated and registered in the USA, is the Company's ultimate parent undertaking and ultimate controlling party and is the largest and smallest Group of which Victory Alpha Limited is a member and for which Group financial statements are drawn up. Copies of Covetrus Inc. Group financial statements are available from 7 Custom House St, Portland, Maine 04101.