

Company Registration No. 11850213 (England and Wales)

HAVANA BIDCO LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
31 JANUARY 2020

HAVANA BIDCO LIMITED

COMPANY INFORMATION

Directors	G Allen R Aujla
Company number	11850213
Registered office	Titan Distribution Centre Millfields Road Wolverhampton West Midlands WV4 6JH
Auditor	RSM UK Audit LLP Chartered Accountants St Philips Point Temple Row Birmingham West Midlands B2 5AF

HAVANA BIDCO LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 31 JANUARY 2020

The directors present the Strategic Report for the period ended 31 January 2020.

Fair review of the business

The company was incorporated on 27 February 2019. The company began trading on 8 March 2019 and acquired the entire share capital of Palman Limited on the same day. The company acts solely as a holding company and paid interest on loan notes in the current year. The company also received a dividend of £6,696,824 from its subsidiary in the period. The directors expect no change to this position in the foreseeable future.

During the year, the company's activity was that of a holding company therefore the company does not have any KPI's to monitor the performance of the business.

The directors continually review and evaluate the risks that the company is facing. The principal risks and uncertainties facing the company relate primarily to its trading investments and are broadly grouped as follows:

Impairment risk

The largest asset on the company's balance sheet is the investment in group undertakings. The carrying value of these assets reflect the underlying value to the company of these investments based on net asset values and an estimate of the discounted expected future cash flows, and recognises that they are held for long-term investment purposes. Impairment risk is where the carrying value of an investment cannot be supported, and consequently an impairment provision should be made as the asset is overstated. The company manages this risk by performing impairment reviews of its investments on a regular basis and making suitable provisions as necessary.

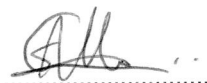
Financial asset risk

Financial asset risk is where the recoverability of debts due from fellow group companies cannot be supported, and consequently a provision should be made as the asset is overstated. The company manages this risk by performing reviews of its intra-group debtors on a regular basis and making suitable provisions as necessary.

Financial liability risk

The largest liability on the company's balance sheet is the debenture loans. Financial liability risk is where the company cannot settle its liabilities as they fall due for payment. The repayment of these loans is only on agreement between the Board and Investor and therefore there is no set repayment date.

On behalf of the board



G Allen

Director

Date: 22/01/2020

HAVANA BIDCO LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 31 JANUARY 2020

The directors present their annual report and financial statements for the period ended 31 January 2020.

Principal activities

The principal activity of the company is that of a holding company.

Incorporation

The company was incorporated on 27 February 2019 and commenced trading on 8 March 2019.

Change of accounting period

The company has shortened its period to 31 January 2020 in line with the group.

Directors

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

G Allen

(Appointed 27 February 2019)

R Aujla

(Appointed 27 February 2019)

Results and dividends

The results for the period are set out on page 7.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the period. These provisions remain in force at the reporting date.

Post reporting date events

On 1 March 2020, Horley Road Services Limited, a subsidiary company, was sold for a consideration of £1.

On 11 March 2020, the outbreak of the coronavirus, COVID-19, was declared by the World Health Organisation to be a pandemic. The business is primarily influenced by the state of the global economy. The current COVID-19 crisis has introduced material uncertainty into the economy, and there is a risk that both existing customers and potential new customers will reduce their activity levels.

The impact of COVID-19 has affected the valuation of the majority of companies globally. This may impact the carrying value of the investments and other assets held on the balance sheet; however this is a non adjusting post balance sheet event as defined by FRS 102 and does not impact the carrying value as at 31 January 2020.

The directors do not believe that COVID-19 will impact on the carrying value of these assets on the balance sheet but this will be reassessed at 31 January 2021.

Auditor

RSM UK Audit LLP were appointed as auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

HAVANA BIDCO LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE PERIOD ENDED 31 JANUARY 2020

Strategic report

Information on financial risk management objectives and policies as required by Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 including future developments and principal risks and uncertainties has been included in the Strategic Report.

On behalf of the board



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G Allen
Director

Date: 22/10/2020

HAVANA BIDCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE PERIOD ENDED 31 JANUARY 2020

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAVANA BIDCO LIMITED

Opinion

We have audited the financial statements of Havana Bidco Limited (the 'company') for the period ended 31 January 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 FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2020 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

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

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

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HAVANA BIDCO LIMITED (CONTINUED)

Matters on which we are required to report by exception

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of 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 set out on page 4, 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.

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

Use of our report

This report is made solely to the company's member 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 member 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 member for our audit work, for this report, or for the opinions we have formed.



Benjamin Lawrance (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
St Philips Point
Temple Row
Birmingham
West Midlands, B2 5AF
30/10/2020
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HAVANA BIDCO LIMITED

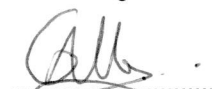
STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 JANUARY 2020

		Period ended 31 January 2020 £
	Notes	
Administrative expenses		(230,063)
Other operating income		75,638
		<hr/>
Operating loss	4	(154,425)
Income from shares in group undertakings	5	6,696,824
Interest payable and similar expenses	6	(2,058,064)
		<hr/>
Profit before taxation		4,484,335
Tax on profit	7	-
		<hr/>
Profit for the financial period		4,484,335
		<hr/> <hr/>

HAVANA BIDCO LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 JANUARY 2020**

	Notes	2020 £	£
Fixed assets			
Investments	8		27,844,059
Current assets			
Debtors	10	519,126	
Cash at bank and in hand		155,821	
		<u>674,947</u>	
Creditors: amounts falling due within one year	11	<u>(320,425)</u>	
Net current assets			<u>354,522</u>
Total assets less current liabilities			<u>28,198,581</u>
Creditors: amounts falling due after more than one year	12		<u>(22,714,246)</u>
Net assets			<u><u>5,484,335</u></u>
Capital and reserves			
Called up share capital	14		1,000,000
Profit and loss reserves	15		4,484,335
Total equity			<u><u>5,484,335</u></u>

The financial statements were approved by the board of directors and authorised for issue on 22 October 2020
and are signed on its behalf by:



G Allen
Director

HAVANA BIDCO LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31 JANUARY 2020

	Notes	Share capital £	Profit and loss reserves £	Total £
Period ended 31 January 2020:				
Profit and total comprehensive income for the period		-	4,484,335	4,484,335
Issue of share capital	14	1,000,000	-	1,000,000
		<hr/>	<hr/>	<hr/>
Balance at 31 January 2020		1,000,000	4,484,335	5,484,335
		<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 JANUARY 2020

1 Accounting policies

Company information

Havana Bidco Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is Titan Distribution Centre, Millfields Road, Wolverhampton, West Midlands, WV4 6JH.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006, including the provisions of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

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

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

Reduced disclosure

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Havana Topco Limited. These consolidated financial statements are available from its registered office, Titan Distribution Centre, Millfield Road, Wolverhampton, West Midlands, WV4 6JH.

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

1 Accounting policies (Continued)

Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

Following the uncertainty presented by COVID-19, management has reassessed the going concern assumption and confirmed that it remains appropriate based on their response to the COVID crisis and the sales levels and cash levels which remain strong.

Although there was an initial impact on sales volumes in the two months of lockdown, activity levels have already increased and are currently exceeding the original forecast. This level of activity is expected to continue going forward.

Management has stress tested their forecasts which indicate that even if trading were to continue as it did in April and May 2020, the company has sufficient cash levels to meet its liabilities for at least the next 12 months thus supporting the assertion to prepare the accounts on a going concern basis.

Reporting period

The financial statements have been presented for a period shorter than one year in order to be aligned with its subsidiaries within the group.

Fixed asset investments

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

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, and deposits held at call with banks.

Financial instruments

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

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets

Basic financial assets, which include other debtors, amounts owed by group undertakings and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

1 Accounting policies (Continued)

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including other creditors, and amounts owed to group undertakings are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

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

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

1 Accounting policies (Continued)

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

2 Judgements and key sources of estimation uncertainty

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Impairment of fixed asset investments

Determining on whether the fixed assets investments are impaired requires an estimate of the value in use of the cash generating units to which these assets have been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate to present value. The carrying value of investments is £27,844,059 (see note 8).

3 Employees

All employees and directors were employed by Pallet - Track Limited.

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

4 Operating loss

2020

Operating loss for the period is stated after charging: £

Fees payable to the company's auditor for the audit of the company's financial statements 4,000

5 Interest receivable and similar income

2020

£

Income from fixed asset investments

Income from shares in group undertakings 6,696,824

Disclosed on the income statement as follows:

Income from shares in group undertakings 6,696,824

6 Interest payable and similar expenses

2020

£

Other interest on financial liabilities 2,058,064

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

7 Taxation

The total tax charge for the period included in the Statement of Comprehensive Income can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

	2020 £
Profit before taxation	4,484,335
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00%	852,024
Tax effect of expenses that are not deductible in determining taxable profit	10,505
Group relief	370,300
Group income	(1,272,397)
Transfer pricing adjustments	39,568
Taxation charge for the period	-

8 Fixed asset investments

	2020 £
Investments in subsidiaries	27,844,059

On 8 March 2019, the company acquired the entire share capital of Palman Limited for a consideration of £27,844,059 (including legal fees).

Movements in fixed asset investments

	Shares in group undertakings £
Cost	
At 27 February 2019	-
Additions	27,844,059
At 31 January 2020	27,844,059
Carrying amount	
At 31 January 2020	27,844,059

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

9 Subsidiaries

Details of the company's subsidiaries at 31 January 2020 are as follows:

Name of undertaking	Registered office key	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Palman Limited	1	Holding company	Ordinary shares	100.00	-
Pallet-Track Limited	1	A logistical hub for pallet and freight logistics	Ordinary shares	-	77.92
Horley Road Services Limited	1	Haulage contracting	Ordinary shares	-	77.92
Pallet-Track Logistics Limited	1	Pallet and freight logistics	Ordinary shares	-	77.92
Pallet-Track Services Limited	1	Freight transport by road	Ordinary shares	-	77.92

Registered Office address:

1 Titan Distribution Centre, Millfield Road, Wolverhampton, West Midlands, WV4 6JH

10 Debtors

	2020 £
Amounts falling due within one year:	
Amounts owed by group undertakings	100,000
Other debtors	404,600
Prepayments and accrued income	14,526
	<u>519,126</u>

11 Creditors: amounts falling due within one year

	2020 £
Amounts owed to group undertakings	304,425
Accruals and deferred income	16,000
	<u>320,425</u>

12 Creditors: amounts falling due after more than one year

	Notes	2020 £
Debenture loans	13	<u>22,714,246</u>

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

13 Borrowings

	2020 £
Debenture loans	22,714,246
	<u>22,714,246</u>
Payable after one year	22,714,246
	<u>22,714,246</u>

Borrowings are denominated and repaid in pounds sterling, have contractual interest rates that are fixed rates that are not leveraged, and do not contain conditional returns or repayment provisions other than to protect the lender against credit deterioration or changes in relevant legislation or taxation.

On 8 March 2019, the company issued 10% secured fixed rate loan notes for a consideration of £22,763,431, which are repayable on the date upon which a sale or listing occurs, or on such date as approved by the board with investor approval.

Interest of £2,058,064 has been paid and is recognised in respect of the loan notes in the Statement of Comprehensive Income.

Debenture loans are stated net of debt issue costs of £49,185.

14 Share capital

	2020 £
Ordinary share capital	
Issued and fully paid	
1,000,000 Ordinary share of £1 each	1,000,000
	<u>1,000,000</u>
	<u>1,000,000</u>

On incorporation, the company issued 1,000,000 Ordinary share of £1 which was issued at a nominal value of £1,000,000.

The company has one class of ordinary shares which have full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 JANUARY 2020

15 Reserves

Profit and loss reserves

The profit and loss reserve represents cumulative profit and loss net of distributions to owners.

16 Financial commitments, guarantees and contingent liabilities

The company is party to a cross guarantee arrangement between other entities of the group in respect of borrowings. As at 31 January 2020, the group borrowings totalled £22,714,246.

17 Events after the reporting date

On 1 March 2020, Horley Road Services Limited, a subsidiary company, was sold for a consideration of £1.

On 11 March 2020, the outbreak of the coronavirus, COVID-19, was declared by the World Health Organisation to be a pandemic. The business is primarily influenced by the state of the global economy. The current COVID-19 crisis has introduced material uncertainty into the economy, and there is a risk that both existing customers and potential new customers will reduce their activity levels.

The impact of COVID-19 has affected the valuation of the majority of companies globally. This may impact the carrying value of the investments and other assets held on the balance sheet; however this is a non adjusting post balance sheet event as defined by FRS 102 and does not impact the carrying value as at 31 January 2020.

The directors do not believe that COVID-19 will impact on the carrying value of these assets on the balance sheet but this will be reassessed at 31 January 2021.

18 Ultimate controlling party

The ultimate and immediate parent company is Havana Topco Limited, incorporated in England and Wales, which is the smallest and largest group for which consolidated financial statements including this company are prepared. Copies of the consolidated financial statements can be obtained from the company secretary at the registered office Titan Distribution Centre, Millfields Road, Wolverhampton, West Midlands, United Kingdom, WV4 6JH.