

Company Registration No. 11850213 (England and Wales)

HAVANA BIDCO LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 JANUARY 2021



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 YEAR ENDED 31 JANUARY 2021

The directors present the Strategic Report for the period ended 31 January 2021.

Fair review of the business

The company acts solely as a holding company and paid interest on loan notes in the current year. 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.

Principal risks and uncertainties

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.

Economic risk

The business is primarily influenced by the state of the UK 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 levels of activity going forward.

Although there was an initial impact on sales volumes in April and May 2020, activity levels increased and exceeded the original forecast in the year. This level of activity is expected to continue going forward.

Actions were taken swiftly to put in place measures to provide a safe working environment for all employees, whether they were working from home or in our distribution hubs. We continue to monitor government advice and review our robust procedures to ensure we protect our staff as best as we can, whilst at the same time ensuring that we continue to provide the level of service our industry has come to expect.

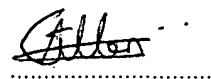
The directors are satisfied that their response to the COVID crisis has been both swift and decisive and are confident that sales levels and cash levels will remain strong.

HAVANA BIDCO LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE YEAR ENDED 31 JANUARY 2021

On behalf of the board



G Allen
Director

Date: 2 August 2021

HAVANA BIDCO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 JANUARY 2021

The directors present their annual report and financial statements for the year ended 31 January 2021.

Results and dividends

The results for the year are set out on page 8.

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

Directors

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

G Allen

R Auja

Qualifying third party indemnity provisions

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

Auditor

The auditor, RSM UK Audit LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

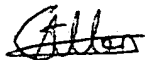
Statement of disclosure to auditor

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.

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



G Allen

Director

Date: 2 August 2021

HAVANA BIDCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 JANUARY 2021

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 year ended 31 January 2021 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 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 2021 and of its profit for the year 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

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 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 contained within the annual report. 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.

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 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.

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 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 set out on page 3, 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.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory frameworks that the company operates in and how the company is complying with the legal and regulatory frameworks;
- inquired of management, and those charged with governance, about their own identification and assessment of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

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

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from external tax advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to the Health and Safety at Work Act 1974. We performed audit procedures to inquire of management and those charged with governance whether the company is in compliance with these law and regulations and reviewed Board of Directors' minutes.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business and challenging judgments and estimates.

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 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.

RSM UK Audit LLP

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
27 August 2021

HAVANA BIDCO LIMITED

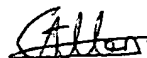
STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 JANUARY 2021

		Year ended 31 January 2021 £	Period ended 31 January 2020 £
	Notes		
Administrative expenses		(89,300)	(230,063)
Other operating income		88,375	75,638
Operating loss	4	(925)	(154,425)
Income from shares in group undertakings	5	4,792,600	6,696,824
Interest payable and similar expenses	6	(2,220,405)	(2,058,064)
Profit before taxation		2,571,270	4,484,335
Tax on profit	7	-	-
Profit for the financial year		2,571,270	4,484,335

HAVANA BIDCO LIMITED**STATEMENT OF FINANCIAL POSITION
AS AT 31 JANUARY 2021**

	Notes	2021 £	£	2020 £	£
Fixed assets					
Investments	8		27,844,059		27,844,059
Current assets					
Debtors	10	520,141		519,126	
Cash at bank and in hand		9,756		155,821	
			529,897		674,947
Creditors: amounts falling due within one year	11	(321,300)		(320,425)	
Net current assets			208,597		354,522
Total assets less current liabilities			28,052,656		28,198,581
Creditors: amounts falling due after more than one year	12		(19,997,051)		(22,714,246)
Net assets			8,055,605		5,484,335
Capital and reserves					
Called up share capital	14	1,000,000		1,000,000	
Profit and loss reserves	15	7,055,605		4,484,335	
Total equity			8,055,605		5,484,335

The financial statements were approved by the board of directors and authorised for issue on 2 August 2021 and are signed on its behalf by:



G Allen
Director

HAVANA BIDCO LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 JANUARY 2021

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 27 February 2019		-	-	-
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
Balance at 31 January 2020		1,000,000	4,484,335	5,484,335
Year ended 31 January 2021:				
Profit and total comprehensive income for the year		-	2,571,270	2,571,270
Balance at 31 January 2021		1,000,000	7,055,605	8,055,605

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2021

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 YEAR ENDED 31 JANUARY 2021

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 April and May 2020, activity levels increased and exceeded the original forecast in the year. This level of activity is expected to continue going forward.

Management has stress tested their forecasts and 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.

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 YEAR ENDED 31 JANUARY 2021

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 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 YEAR ENDED 31 JANUARY 2021

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 (2020: £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 YEAR ENDED 31 JANUARY 2021

4 Operating loss

	2021 £	2020 £
Operating loss for the year is stated after charging:		
Fees payable to the company's auditor for the audit of the company's financial statements	4,000	4,000

5 Interest receivable and similar income

	2021 £	2020 £
Income from fixed asset investments		
Income from shares in group undertakings	4,792,600	6,696,824
Disclosed on the income statement as follows:		
Income from shares in group undertakings	4,792,600	6,696,824

6 Interest payable and similar expenses

	2021 £	2020 £
Amortisation of debt issue costs	9,379	-
Other interest on financial liabilities	2,211,026	2,058,064
	2,220,405	2,058,064

7 Taxation

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

	2021 £	2020 £
Profit before taxation	2,571,270	4,484,335
Expected tax charge based on the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%)	488,541	852,024
Tax effect of expenses that are not deductible in determining taxable profit	-	10,505
Group relief	378,295	370,300
Group income	(910,594)	(1,272,397)
Transfer pricing adjustments	43,758	39,568
Taxation charge for the year	-	-

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JANUARY 2021

8 Fixed asset investments

	Notes	2021 £	2020 £
Investments in subsidiaries	9	27,844,059	27,844,059

Movements in fixed asset investments

	Shares in group undertakings £
Cost	
At 1 February 2020 & 31 January 2021	27,844,059
Carrying amount	
At 31 January 2021	27,844,059
At 31 January 2020	27,844,059

9 Subsidiaries

Details of the company's subsidiaries at 31 January 2021 are as follows:

Name of undertaking	Address	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	-	78.13
Pallet Track Logistics Limited	1	Pallet and freight logistics	Ordinary shares	-	78.13
Pallet-Track Services Limited	1	Freight transport by road	Ordinary shares	-	78.13

Registered office addresses (all UK unless otherwise indicated):

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

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

10 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Amounts owed by group undertakings	100,000	100,000
Other debtors	404,250	404,600
Prepayments and accrued income	15,891	14,526
	520,141	519,126

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JANUARY 2021

11 Creditors: amounts falling due within one year

	2021 £	2020 £
Amounts owed to group undertakings	304,425	304,425
Accruals and deferred income	16,875	16,000
	<u>321,300</u>	<u>320,425</u>

12 Creditors: amounts falling due after more than one year

	Notes	2021 £	2020 £
Debenture loans	13	<u>19,997,051</u>	<u>22,714,246</u>

13 Borrowings

	2021 £	2020 £
Debenture loans	<u>19,997,051</u>	<u>22,714,246</u>
Payable after one year	<u>19,997,051</u>	<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.

During the prior period, 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.

During the year the company repaid amounts totalling £2,726,574 (2020: £Nil).

Interest of £2,211,026 (2020: £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 £39,806 (2020: £49,185).

The debenture loans are secured against the assets of the group.

HAVANA BIDCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 JANUARY 2021

14 Share capital

	2021 £	2020 £
Ordinary share capital		
Issued and fully paid		
1,000,000 Ordinary share of £1 each	1,000,000	1,000,000
	<u>1,000,000</u>	<u>1,000,000</u>

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.

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 2021, the group borrowings totalled £19,997,051 (2020 - £22,714,246).

17 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.