

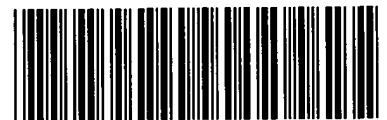
OPPO BROTHERS LIMITED

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 MARCH 2020

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OPPO BROTHERS LIMITED
REGISTERED NUMBER: 08390934

BALANCE SHEET
AS AT 31 MARCH 2020

	Note	2020 £	Unaudited 2019 £
Fixed assets			
Tangible assets	4	50,968	29,845
		<u>50,968</u>	<u>29,845</u>
Current assets			
Stocks	5	1,041,576	1,156,793
Debtors: amounts falling due within one year	6	935,364	1,024,994
Cash at bank and in hand	7	798,770	1,289,934
		<u>2,775,710</u>	<u>3,471,721</u>
Creditors: amounts falling due within one year	8	(1,180,818)	(2,551,449)
Net current assets		<u>1,594,892</u>	<u>920,272</u>
Total assets less current liabilities		<u>1,645,860</u>	<u>950,117</u>
Creditors: amounts falling due after more than one year	9	(501,278)	-
Net assets		<u><u>1,144,582</u></u>	<u><u>950,117</u></u>
Capital and reserves			
Called up share capital	11	15,319	12,880
Share premium account		3,707,621	2,157,949
Profit and loss account		(2,578,358)	(1,220,712)
		<u><u>1,144,582</u></u>	<u><u>950,117</u></u>

OPPO BROTHERS LIMITED
REGISTERED NUMBER: 08390934

BALANCE SHEET (CONTINUED)
AS AT 31 MARCH 2020

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of income and retained earnings in accordance with provisions applicable to companies subject to the small companies' regime.

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



C F Thuillier
Director

Date: 05/03/21

The notes on pages 4 to 15 form part of these financial statements.

OPPO BROTHERS LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020

	Called up share capital £	Share premium account £	Profit and loss account £	Total equity £
At 1 April 2018 (unaudited)	10,415	696,111	(270,989)	435,537
Loss for the year	-	-	(949,723)	(949,723)
Shares issued during the year	2,465	1,461,838	-	1,464,303
At 1 April 2019 (unaudited)	12,880	2,157,949	(1,220,712)	950,117
Loss for the year	-	-	(1,357,646)	(1,357,646)
Shares issued during the year	2,439	1,549,672	-	1,552,111
At 31 March 2020	15,319	3,707,621	(2,578,358)	1,144,582

The notes on pages 4 to 15 form part of these financial statements.

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

1. General information

Oppo Brothers Limited is a private company, limited by shares, registered in England and Wales. The company registration number is 08390934. The registered office is at Food Exchange Studio 3.05, New Covent Garden Market, London, SW8 5EL.

The principal activity of the Company is the production of low calorie ice cream and single serve desserts.

The functional currency is GBP and figures in the financial statements and notes have been rounded to the nearest whole number.

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 Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared on a going concern basis. The Directors have considered relevant information, including the annual budget, forecast future cash flows and the impact of subsequent events in making their assessment. The COVID-19 pandemic and the ensuing economic shutdown has had a significant impact on the company's operations.

As at the date of approving the financial statements the company has achieved considerable growth in both sales and profitability in the year ending 31 March 2021.

Furthermore Oppo Brothers are forecasting circa 20% sales growth and improved profitability for the year ending 31 March 2022.

HP Wild Holding AG, the ultimate controlling party of the company, has provided the company with additional funding during the year and further amounts post year end. Furthermore the company has an agreed loan facility in place that will provide sufficient funding for the foreseeable future.

In response to the COVID-19 pandemic, the Directors have performed a robust analysis of forecast future cash flows taking into account the potential impact on the business of possible future scenarios arising from the impact of COVID-19. This analysis also considers the effectiveness of available measures to assist in mitigating the impact.

Based on these assessments and having regard to the resources available to the entity, the Directors have concluded that there is no material uncertainty and that they can continue to adopt the going concern basis in preparing the annual report and accounts.

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

2. Accounting policies (continued)

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

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

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

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of income and retained earnings 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 income and retained earnings within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of income and retained earnings within 'other operating income'.

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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

2. Accounting policies (continued)

2.5 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of income and retained earnings on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

The Company has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard 01 April 2018 to continue to be charged over the period to the first market rent review rather than the term of the lease.

2.6 Tangible fixed assets

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

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Improvement to property	- over the period of the lease
Plant and machinery	- 25% on cost
Computer equipment	- 25% on cost

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of income and retained earnings.

2.7 Stocks

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

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

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

2. Accounting policies (continued)

2.8 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.

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

2.9 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.

2.10 Cash and cash equivalents

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

2.11 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.

2.12 Convertible loans

The company has issued convertible loan stock that can be converted to ordinary shares with voting rights at the option of the holder.

The liability component of the financial instrument is recognised on the date of inception at the fair value of a similar liability that does not have an equity conversion option. The equity element is recognised as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component.

Subsequently, the liability component of a compound financial instrument is measured at amortised cost using the effective interest rate method.

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

2. Accounting policies (continued)

2.13 Taxation

Tax is recognised in the Statement of income and retained earnings, 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 balance sheet date in the countries where the Company operates and generates income.

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

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

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

2.14 Research and development

Expenditure on research and development is written off in the year in which it is incurred.

2.15 Borrowing costs

All borrowing costs are recognised in the Statement of income and retained earnings in the year in which they are incurred.

3. Employees

The average monthly number of employees, including directors, during the year was 18 (2019 - 17).

OPPO BROTHERS LIMITED

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

4. Tangible fixed assets

	Plant and machinery £
Cost	
Unaudited at 1 April 2019	44,515
Additions	53,328
Disposals	(15,234)
At 31 March 2020	<u>82,609</u>
Depreciation	
Unaudited at 1 April 2019	14,670
Charge for the year on owned assets	22,831
Disposals	(5,860)
At 31 March 2020	<u>31,641</u>
Net book value	
At 31 March 2020	<u>50,968</u>
At 31 March 2019	<u>29,845</u>

5. Stocks

	2020 £	Unaudited 2019 £
Raw materials and packaging	250,763	403,813
Finished goods and goods for resale	790,813	752,980
	<u>1,041,576</u>	<u>1,156,793</u>

OPPO BROTHERS LIMITED

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

6. Debtors

	2020 £	Unaudited 2019 £
Trade debtors	753,490	871,847
Other debtors	181,874	153,147
	<u>935,364</u>	<u>1,024,994</u>

7. Cash and cash equivalents

	2020 £	Unaudited 2019 £
Cash at bank and in hand	798,770	1,289,934
	<u>798,770</u>	<u>1,289,934</u>

8. Creditors: Amounts falling due within one year

	2020 £	Unaudited 2019 £
Other loans	-	1,500,000
Trade creditors	847,456	746,065
Other taxation and social security	67,476	-
Other creditors	265,886	305,384
	<u>1,180,818</u>	<u>2,551,449</u>

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

	2020 £	Unaudited 2019 £
Other loans	501,278	-
	<u>501,278</u>	<u>-</u>

OPPO BROTHERS LIMITED

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

10. Loans

Analysis of the maturity of loans is given below:

	2020 £	2019 £
Amounts falling due within one year		
Other loans	-	1,500,000
	<u>-</u>	<u>1,500,000</u>
Amounts falling due 2-5 years		
Other loans	501,278	-
	<u>501,278</u>	<u>-</u>
	<u>501,278</u>	<u>1,500,000</u>

Other loans as at 31 March 2020 relate to a convertible loan provided by HP Wild Holding AG. The loan is convertible at any point up to and including 30 November 2022 into ordinary shares at a conversion price of £8.30 per share. Interest is charged at 2% per annum on the loan. If not converted the loan is repayable in full on 30 November 2022.

Other loans as at 31 March 2019 relate to a convertible loan provided by HP Wild Holding AG. The loan was convertible at any point up to and including 31 October 2019 into ordinary shares at a conversion price of £3.10 per share. Interest is charged at 3.5% per annum on the loan. If not converted the loan was repayable in full on 31 October 2019. The loan was converted by HP Wild Holding AG on 31 October 2019 into ordinary shares (see note 11).

OPPO BROTHERS LIMITED

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

11. Share capital

	2020 £	Unaudited 2019 £
Allotted, called up and fully paid		
1,531,900 (2019 - 1,288,000) Ordinary shares of £0.01 each	15,319	12,880

On 31 October 2019 the holder of a convertible loan note (shown within other loans as at 31 March 2019) gave notice to convert their loan into ordinary shares. 243,903 ordinary shares of £0.01 each were allotted on 31 October 2019 at a price of £6.36 per share. The premium on each share issue of £6.35 per share is accounted for in the share premium reserve.

83,891 ordinary shares of £0.01 each were allotted on 13 March 2019 at a price of £5.34 per share. The premium on each share issue of £5.33 per share is accounted for in the share premium reserve.

162,602 ordinary shares of £0.01 each were allotted on 13 March 2019 at a price of £6.15 per share. The premium on each share issue of £6.14 per share is accounted for in the share premium reserve.

12. Reserves**Share premium account**

The share premium account reserve is the additional amount of funds received exceeding the par value of each share.

Profit and loss account

The profit and loss account reserve includes all current and prior period retained profits and losses.

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

13. Share based payments

EMI Share Options

In May 2019 the Company granted new EMI share options. As at 31 March 2020 the options provide 13 (2019: 17) employees of Oppo Brothers Limited with the right to purchase a total of 107,344 (2019: 110,391) Ordinary shares in the company. The exercise price of the EMI share options was £4.31 per share.

The options can only be exercised on the sale or listing of the Company.

The options will lapse upon termination of the individuals contract of employment or 10 years from the date of grant.

At the Balance Sheet date the directors believe that it is not probable that there will be a successful sale or listing within the exercise period and aim to continue to grow the Company organically.

Therefore the number of share options expected to vest is zero as at 31 March 2020. As a result, no accounting entries are recognised.

Other Share Options

In 2015 the company granted share options to a Non Executive Director of the company. The options provided the individual with the right to purchase 12,500 ordinary shares in the company. The exercise price of the share options was £1.41 per share.

In September 2017 the company granted share options to a Non Executive Director of the company. The options provided the individual with the right to purchase 2,500 ordinary shares in the company. The exercise price of the share options was £2.85 per share.

The options can only be exercised on the sale or listing of the Company.

The options will lapse upon termination of services being provided to Oppo Brothers Limited.

At the Balance Sheet date the directors believe that it is not probable that there will be a successful sale or listing within the exercise period and aim to continue to grow the Company organically.

Therefore the number of share options expected to vest is zero as at 31 March 2020. As a result, no accounting entries are recognised.

14. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. There were no contributions outstanding at either Balance Sheet date.

OPPO BROTHERS LIMITED

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

15. Commitments under operating leases

At 31 March 2020 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2020 £	Unaudited 2019 £
Not later than 1 year	36,410	9,103
Later than 1 year and not later than 5 years	33,376	-
	<u>69,786</u>	<u>9,103</u>

16. Related party transactions

Other loans for the year ending 31 March 2020 relate to a convertible loan provided by the ultimate controlling party, HP Wild Holding AG. As at 31 March 2020 the company owes HP Wild Holding AG £501,278. The loan is convertible at HP Wild Holding AG request at any point up to and including 30 November 2022 into ordinary shares at a conversion price of £8.30 per share. Interest is charged at 2% per annum on the loan. If not converted the loan is repayable in full on 30 November 2022.

Other loans as at 31 March 2019 relate to a convertible loan provided by the ultimate controlling party, HP Wild Holding AG. The loan was convertible at the request of HP Wild Holding AG at any point up to and including 31 October 2019 into ordinary shares at a conversion price of £3.10 per share. Interest is charged at 3.5% per annum on the loan. If not converted the loan was repayable in full on 31 October 2019. The loan was converted by HP Wild Holding AG on 31 October 2019 into ordinary shares (see note 11).

17. Controlling party

Up to 30 October 2019 in the opinion of the Directors there was no ultimate controlling party.

From 31 October 2019 the ultimate controlling party is HP Wild Holding AG. HP Wild Holding AG is a registered company in Switzerland with the registered office Neugasse 22, Zug, CH6300, Switzerland.

OPPO BROTHERS LIMITED

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

18. Auditors' information

The auditors' report on the financial statements for the year ended 31 March 2020 was qualified.

The qualification in the audit report was as follows:

Oppo Brothers Limited were entitled to audit exemption for the year ended 31 March 2019. However during the year ended 31 March 2020 the company became part of a medium sized group (see note 17) and therefore required an audit for the year ended 31 March 2020. As part of that audit we have carried out audit work on the opening balances as at 1 April 2019 which has been satisfactory other than with regards to stock quantities. We have been unable to verify the stock quantities as at 1 April 2019 as we were not appointed auditors until the year ended 31 March 2020. As opening stock is entered into the statement of income and retained earnings for the year ended 31 March 2020 we are unable to determine if adjustments might have been necessary in respect of opening stocks.

The audit report was signed on *12/3/2021* by Robert John Butler ACA (Senior statutory auditor) on behalf of MHA MacIntyre Hudson.