



# Unaudited Interim Report

For the six month period ended 29 July 2023

**SandpiperCI**   
LOCALLY OWNED. LOCALLY MANAGED.

---

# Contents

1

## Management report

Company information	03
Executive Chairman's review	04
Financial review	05

2

## Condensed consolidated financial statements

Condensed consolidated profit and loss account	07
Condensed consolidated statement of comprehensive income	08
Condensed consolidated balance sheet	09
Condensed consolidated statement of changes in equity	10
Condensed consolidated cash flow statement	11
Notes to the condensed consolidated financial statements	13

## Section 1

# Management report

### Company information

#### Directors

The Directors who served throughout the period and up to the date of signing these financial statements were as follows:

A T J O'Neill	Executive Chairman
M J Rutter	Executive Director
D S Wilson	Executive Director
S J A Harrison	Non-Executive Director
J R Ravenscroft	Non-Executive Director
T R Scott	Non-Executive Director

#### Registered number

97651 (Jersey)

#### Company Secretary

D S Wilson

#### Registered office

1-2 L'Avenue Le Bas  
Longueville  
St Saviour  
Jersey  
JE4 8NB

#### Independent auditor

BDO LLP

Arcadia House  
Maritime Walk  
Ocean Village  
Southampton  
England  
SO14 3TL

#### Listing sponsor

Ravenscroft Consultancy & Listing  
Services Limited

PO Box 222  
20 New Street  
St Peter Port  
Guernsey  
GY1 4JG

#### Registrar

Link Market Services (Jersey) Limited

12 Castle Street  
St Helier  
Jersey  
JE2 3RT

## Executive Chairman's review

Against a background of very challenging market conditions, we continued to make progress and delivered a strong performance for the first half of the new financial year. Sales grew by 3.2% (4.8 % like for like) and despite significant increases across all cost lines within the business, most notably on colleague wage awards, we delivered an EBITDA performance ahead of last year.

In what is a highly dynamic marketplace, it is clearly difficult to project performance for the rest of this year. Locally, we continue to see our competitors discounting to mitigate lost market share and staff recruitment remains challenging. Food inflation has now fallen below 10% from a high of 18% and looks to be heading lower, although the Government of Jersey's ambition to align the statutory minimum wage with the 'living wage' will undoubtedly add to inflationary pressures in the medium and long term. The price of oil, which has a significant impact on our distribution costs, continues to be unpredictable.

Notwithstanding that backdrop, we remain well placed to drive further market share gains, with our stable of blue-chip franchise brands. As I write this report, we are about to open our first M&S Food Store in Wimborne in the UK as part of our new partnership agreement, announced

last year. We also continue to have dialogue with other core brands about wider territory opportunities outside of our island based businesses. We have started the second half of this financial year well and remain focused on delivering a continued strong performance for the remainder of the year.

Finally, we have always been very supportive of local charities and events. For the first time this year, we have announced major new partnerships with Jersey Hospice and Les Bourgs in Guernsey. Both of these charities, being at the heart of the communities that we serve, are richly deserving of our support and my colleagues have given, and will continue to give, freely of their time, arranging and supporting fund-raising events to the benefit of these special organisations. We thank our customers for supporting us in these endeavours.



**Tony O'Neill**  
Executive Chairman  
11 October 2023





## Financial review

The Group's sales increased by 3.2% to £109.0m in the six months ended 29 July 2023, or 4.8% on a like-for-like basis.

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000	Change £'000
Revenue	109,044	105,618	3,426
Trading EBITDA	5,905	5,750	155
Non-trading and non-recurring items	(423)	(336)	(87)
Depreciation and amortisation	(2,372)	(2,351)	(21)
Profit on disposal of fixed assets	-	97	(97)
<b>Operating profit</b>	<b>3,110</b>	<b>3,160</b>	<b>(50)</b>
Trading EBITDA as a percentage of revenue	5.4%	5.4%	(0.0%)

Trading EBITDA is the key measure by which the Board of Directors assesses the financial performance of the business. As presented in the table above, Trading EBITDA is an alternative profit measure which states profit before the deduction of non-cash, non-trading and non-recurring items that do not reflect the underlying performance of the business.

Trading EBITDA for the six months ended 29 July 2023 was £5.9m which is £0.2m ahead of the comparable period last year. The cost-saving programme initiated last year in the face of significant inflationary pressures, combined with a reduction in oil prices, has helped to maintain operating margins at 5.4%.

Non-trading and non-recurring items were a net cost of £0.4m in the period. Included within this figure are accounting charges for the issuance of share options, start-up costs for the Group's expansion into the UK, and an increase in the expected cost of dilapidations for properties at the end of their lease term. The prior period comparative figure also includes brand exit costs.

Depreciation and amortisation charges of £2.4m complete the reconciliation to the operating profit figure of £3.1m.

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000	Change £'000
Operating profit	3,110	3,160	(50)
Net finance charges	(578)	(266)	(312)
Tax on profit on ordinary activities	(695)	(1,045)	350
<b>Profit after tax</b>	<b>1,837</b>	<b>1,849</b>	<b>(12)</b>
Other comprehensive income	572	1,382	(810)
<b>Total comprehensive income</b>	<b>2,409</b>	<b>3,231</b>	<b>(822)</b>

## Financial review (continued)

Net finance charges increased to £0.6m due to higher interest costs on the Group's floating rate debt, following further rises in the Bank of England base rate. The Group's tax charge of £0.7m has reduced year-on-year as a result of higher interest charges and the adjustment to prior periods' charges in the comparative figure. Other comprehensive income benefitted from a further £0.6m actuarial gain relating to the Group's legacy defined benefit pension schemes.

	29 July 2023 £'000	28 January 2023 £'000	Change £'000
Net assets (shareholders' funds)	76,868	76,393	475
Net debt	4,728	9,031	(4,303)

Net assets increased by £0.5m in the period to £76.9m. Profit after tax was £1.8m and £1.7m was paid to shareholders through dividends during the period. The balance of non-controlling minority interests was reduced by £0.4m following the acquisition of the remaining 30% of Big Red Limited, which operates three restaurants in Guernsey. The Group subsequently disposed of its controlling share in the Red restaurants group during the period. The £0.6m actuarial gain on defined benefit pension schemes and a £0.1m credit for share-based payments account for the remaining increase in net assets since 28 January 2023.

Net debt reduced by £4.3m in the period to £4.7m, comprising the outstanding balance of the Group's term loan of £19.1m, less cash of £14.0m and unamortised debt issuance costs of £0.4m.

The reduction in net debt was driven by £6.1m of cash generated from operating activities, underpinned by a continuing focus on improving the Group's working capital position. A net £0.6m was realised from the disposal of the Group's controlling share in Big Red Limited, providing further capital to support the UK expansion in partnership with M&S.

A dividend of 1.65 pence per share amounting to £1.6m was paid to shareholders of the parent Company in the period. Dividends paid to shareholders since the Company listed in May 2019 now total £12.7m.



**Dan Wilson**  
**Chief Financial Officer**  
11 October 2023



## Section 2

# Condensed consolidated financial statements

## Condensed consolidated profit and loss account

	Notes	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
Turnover	4	109,044	105,618
Cost of sales		(99,474)	(96,424)
<b>Gross profit</b>		<b>9,570</b>	<b>9,194</b>
Rental income		1,402	1,430
Administrative expenses		(7,862)	(7,561)
Profit on disposal of fixed assets		-	97
<b>Operating profit</b>		<b>3,110</b>	<b>3,160</b>
Finance income		90	-
Finance charges		(668)	(266)
<b>Profit on ordinary activities before taxation</b>		<b>2,532</b>	<b>2,894</b>
Tax on profit on ordinary activities	7	(695)	(1,045)
<b>Profit for the financial period</b>		<b>1,837</b>	<b>1,849</b>
<i>Attributable to:</i>			
Non-controlling interests		(11)	76
Owners of the parent company		1,848	1,773
<b>Profit for the financial period</b>		<b>1,837</b>	<b>1,849</b>



## Condensed consolidated statement of comprehensive income

	Notes	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
<b>Profit for the financial period</b>		<b>1,837</b>	<b>1,849</b>
Actuarial gain relating to defined benefit pension schemes		571	1,385
Exchange differences		1	(3)
<b>Total comprehensive income relating to the financial period</b>		<b>2,409</b>	<b>3,231</b>
<i>Attributable to:</i>			
Non-controlling interests		(11)	76
Owners of the parent company		2,420	3,155
		<b>2,409</b>	<b>3,231</b>
<b>Earnings per share (pence):</b>			
Basic	6	1.8	1.8
Diluted	6	1.8	1.8






**Condensed consolidated balance sheet**

	Notes	29 July 2023 £'000	29 July 2023 £'000	28 January 2023 (audited) £'000	28 January 2023 (audited) £'000
<b>Fixed assets</b>					
Intangible assets	8	20,721		22,316	
Tangible assets	9	70,866		72,222	
Investments	10	427		2	
			92,014		94,540
<b>Current assets</b>					
Stocks		11,567		12,578	
Debtors	11	5,687		6,044	
Cash at bank and in hand		14,002		10,300	
		31,256		28,922	
Creditors: amounts falling due within one year	12	(30,948)		(30,592)	
<b>Net current assets/(liabilities)</b>			308		(1,670)
<b>Total assets less current liabilities</b>			92,322		92,870
Creditors: amounts falling due after more than one year	13		(17,381)		(17,999)
Provisions for liabilities	14		(1,389)		(1,223)
<b>Net assets excluding pension asset</b>			73,552		73,648
Net pension asset			3,316		2,745
<b>Net assets including pension asset</b>			76,868		76,393
<b>Capital and reserves</b>					
Called up share capital	15		-		-
Share premium account	16		23,067		23,067
<b>Stated capital</b>			23,067		23,067
Own shares			(1,431)		(1,468)
Profit and loss account			54,832		53,927
<b>Attributable to owners of the parent company</b>			76,468		75,526
Non-controlling interests			400		867
			76,868		76,393

These financial statements were approved by the Board of Directors on 11 October 2023 and were signed on its behalf by:



**Tony O'Neill**  
Director



**Dan Wilson**  
Director



## Condensed consolidated statement of changes in equity

	Notes	Stated capital £'000	Own share reserve £'000	Non- controlling minority interests £'000	Profit and loss account £'000	Total equity £'000
<b>At 28 January 2023 (audited)</b>		23,067	(1,468)	867	53,927	<b>76,393</b>
<b>Profit for the period</b>		-	-	(11)	1,848	<b>1,837</b>
Actuarial gain on pension schemes		-	-	-	571	<b>571</b>
Exchange differences		-	-	-	1	<b>1</b>
<b>Other comprehensive income for the period</b>		-	-	-	572	<b>572</b>
<b>Total comprehensive income for the period</b>		-	-	(11)	2,420	<b>2,409</b>
Acquisition of minority interest		-	-	(413)	-	<b>(413)</b>
Sale of own shares		-	37	-	-	<b>37</b>
Dividends	5	-	-	(43)	(1,617)	<b>(1,660)</b>
Share based payments		-	-	-	102	<b>102</b>
<b>At 29 July 2023</b>		23,067	(1,431)	400	54,832	<b>76,868</b>

	Notes	Stated capital £'000	Own share reserve £'000	Non- controlling minority interests £'000	Profit and loss account £'000	Total equity £'000
<b>At 29 January 2022 (audited)</b>		23,067	(282)	912	49,758	<b>73,455</b>
<b>Profit for the period</b>		-	-	76	1,773	<b>1,849</b>
Actuarial gain		-	-	-	1,385	<b>1,385</b>
Exchange differences		-	-	-	(3)	<b>(3)</b>
<b>Other comprehensive income for the period</b>		-	-	-	1,382	<b>1,382</b>
<b>Total comprehensive income for the period</b>		-	-	76	3,155	<b>3,231</b>
Dividends	5	-	-	-	(1,639)	<b>(1,639)</b>
Share based payments		-	-	-	117	<b>117</b>
<b>At 30 July 2022</b>		23,067	(282)	988	51,391	<b>75,164</b>

The notes on pages 13 to 21 form part of these accounts.



## Condensed consolidated cash flow statement

	Notes	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
<b>Cash flows from operating activities</b>			
Profit for the financial period		1,837	1,849
<i>Adjusted for:</i>			
Depreciation, impairment and amortisation of fixed assets		2,372	2,351
Net interest payable including net interest on defined benefit pension schemes		578	266
Taxation expense	7	695	1,045
Decrease in stock		750	878
Decrease in debtors		106	371
Increase/(decrease) in creditors		1,234	(5,786)
Increase/(decrease) in provisions		127	(20)
Exchange differences		1	(3)
Share based payments		102	117
Profit on disposal of fixed assets		-	(97)
<b>Cash from operations</b>		<b>7,802</b>	<b>971</b>
Net bank interest paid and received		(528)	(303)
Taxation paid		(1,134)	(539)
<b>Net cash generated from operating activities</b>		<b>6,140</b>	<b>129</b>
<b>Cash flows from investing activities</b>			
Proceeds from sale of tangible fixed assets		34	-
Purchase of tangible fixed assets	9	(747)	(693)
Acquisition of minority interest	19	(481)	-
Disposal of subsidiary undertaking	19	1,050	(34)
<b>Net cash used in investing activities</b>		<b>(144)</b>	<b>(727)</b>
<b>Cash flows from financing activities</b>			
Repayment of bank loans		(667)	(960)
Repayment of subordinated loans		(4)	-
Sale of own shares		37	-
Dividends paid to ordinary shareholders		(1,617)	(1,639)
Dividends paid to noncontrolling interests		(43)	-
<b>Net cash used in financing activities</b>		<b>(2,294)</b>	<b>(2,599)</b>

The notes on pages 13 to 21 form part of these accounts.



## Condensed consolidated cash flow statement (continued)

Notes	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
Net increase/(decrease) in cash and cash equivalents	3,702	(3,197)
Cash and cash equivalents at beginning of year	10,300	6,507
<b>Cash and cash equivalents at end of the period</b>	<b>14,002</b>	<b>3,310</b>
<b>Cash and cash equivalents comprise:</b>		
Cash at bank and in hand	14,002	3,310
	<b>14,002</b>	<b>3,310</b>

### Analysis of changes in net debt

	At 28 January 2023 £'000	Cash flows £'000	Other changes £'000	At 29 July 2023 £'000
Cash at bank and in hand	10,300	3,702	-	14,002
Debt due within one year	(1,434)	(14)	-	(1,448)
Debt due after one year	(18,334)	667	-	(17,667)
Unamortised debt issue costs	437	-	(52)	385
<b>Total</b>	<b>(9,031)</b>	<b>4,355</b>	<b>(52)</b>	<b>(4,728)</b>

The notes on pages 13 to 21 form part of these accounts.





## Notes to the condensed consolidated financial statements

### 1 Corporate information and nature of operations

SandpiperCI Group Limited (the “Company”) was registered in Jersey on 7 June 2007 (company number 97651) and listed on The International Stock Exchange (the “Exchange”) on 31 May 2019.

The Group (as defined in Note 2 below) is principally engaged in the operation of convenience stores and other retail outlets in the Channel Islands, with smaller operations in Gibraltar and the Isle of Man.

### 2 Accounting policies

The following accounting policies have been applied in dealing with items which are considered material in relation to the condensed consolidated financial statements.

#### Basis of preparation

These unaudited condensed consolidated financial statements have been prepared in accordance with Financial Reporting Standard 104 - Interim Financial Reporting (“FRS 104”) and with the Listing Rules of the Exchange.

These consolidated financial statements include the financial statements of the Company and its subsidiary undertakings (together the “Group”) for the six month period ended 29 July 2023. Certain audited comparatives as at 28 January 2023 are incorporated, in addition to the prior year comparatives for the six month period ended 30 July 2022.

These condensed consolidated financial statements for the six month period ended 29 July 2023 should be read in conjunction with the annual report and consolidated financial statements for the year ended 28 January 2023, which were prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 - The Financial Reporting Standard applicable in the UK and Republic of Ireland (“FRS 102”).

#### Basis of consolidation

The condensed consolidated financial statements include the financial statements of SandpiperCI Group Limited (the “Company”) and its subsidiary undertakings (together the “Group”) made up to 29 July 2023. The acquisition method of accounting has been

adopted. Under this method, the results of subsidiary undertakings acquired or disposed of in the year are included in the condensed consolidated profit and loss account from the date of acquisition or up to the date of disposal.

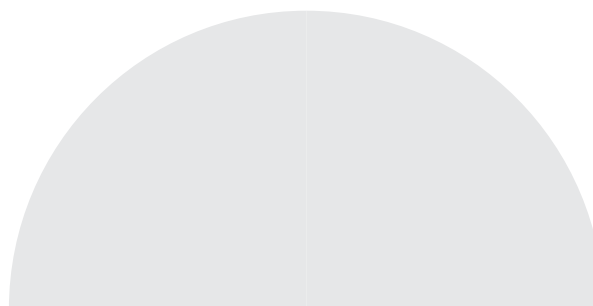
#### Going concern

The condensed consolidated financial statements have been prepared on the going concern basis as the Directors have prepared detailed projections for a period of at least 12 months from the date of signing the accounts which show that the Group is expected to be able to meet all its liabilities as they fall due, despite any ongoing impacts of Covid and the current conflict in Ukraine.

The Group’s main sources of bank finance are a £20m term loan, an undrawn £5m revolving credit facility and an undrawn £3m overdraft facility from HSBC Bank plc, all of which were renewed on 23 September 2022 under a five year term.

Given the ongoing uncertainty arising from current geopolitical events, the possible impact on available cash during the next 12 months’ trading has been modelled under a range of assumptions and sensitivities. As part of this, the Directors have performed a detailed stress test to confirm that the business will be able to operate for at least the following 12 months. The stress tests apply varying levels of impacts on the Group’s ability to generate cash, covering: lower sales; lower commercial margins; higher rates of inflation and interest; and adverse working capital movements. The results of the stress tests indicate that the Group would continue to be able meet its liabilities as they fell due and would not breach its bank covenants.

The Directors are confident of being able to trade for a period of at least 12 months from the approval of the condensed consolidated financial statements and have therefore concluded that it is appropriate for the condensed consolidated financial statements to be prepared on the going concern basis.





## Notes to the condensed consolidated financial statements (continued)

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

The accounting policies, presentation and methods of calculation, as well as the judgements and key sources of estimation uncertainty, in these unaudited condensed financial statements are consistent with those followed in the preparation of the Group's audited consolidated financial statements for the year ended 28 January 2023, unless stated otherwise in these unaudited condensed consolidated financial statements.

### 4 Analysis of turnover

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
Channel Islands	106,471	103,237
Isle of Man	1,260	1,324
Gibraltar	1,313	1,057
	<b>109,044</b>	<b>105,618</b>

### 5 Dividends on equity shares

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
<b>Dividends paid to equity holders of the parent:</b>		
Dividend paid on 13 June 2023 (2022: 14 June 2022)	1,617	1,639
<b>Dividends paid to non-controlling interests:</b>		
Dividends paid to non-controlling interests	43	-
<b>Total dividends paid in the period</b>	<b>1,660</b>	<b>1,639</b>

### 6 Earnings per share ("EPS")

	6 months ended 29 July 2023	6 months ended 30 July 2022
<i>Earnings:</i>		
Earnings for the purpose of basic and diluted EPS (£'000)	1,837	1,849
<i>Number of shares:</i>		
Weighted average number of shares for the purpose of basic EPS (number)	100,000,000	100,000,000
<b>Basic EPS (pence)</b>	<b>1.8</b>	<b>1.8</b>
Effect of dilutive potential of ordinary shares (number)	281,094	297,970
Weighted average number of shares for the purpose of diluted EPS (number)	100,281,094	100,297,970
<b>Diluted EPS (pence)</b>	<b>1.8</b>	<b>1.8</b>



## Notes to the condensed consolidated financial statements (continued)

### 7 Tax on profit on ordinary activities and deferred tax

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
<i>Current tax:</i>		
- Channel Islands tax - current year	656	828
- Channel Islands tax - prior years	-	187
- Gibraltar tax	-	12
	656	1,027
Deferred tax	39	18
<b>Tax on profit on ordinary activities</b>	<b>695</b>	<b>1,045</b>

The differences between the total tax shown above and the amount calculated by applying the standard rates of Channel Islands income tax to the profit before tax is as follows:

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
Profit on ordinary activities before tax	2,532	2,894
Tax on Group profit on ordinary activities at standard Channel Islands income tax rate of 20% (2022: 20%)	506	579
<i>Effects of:</i>		
Gibraltar trading profits taxable at 12.5%	(4)	(12)
Non-qualifying depreciation and amortisation	193	281
Disallowable expenditure and non-taxable income (net)	-	10
Tax charges relating to prior years	-	187
<b>Group total tax charge (current and deferred) for the period</b>	<b>695</b>	<b>1,045</b>

Although the general company income tax rate in the Channel Islands is 0%, the significant majority of the profit (retail activity and rental income) is subject to Channel Islands income tax at 20%. Therefore, the tax reconciliation is based on an expected effective rate of tax of 20%.





## Notes to the condensed consolidated financial statements (continued)

### 8 Intangible fixed assets

	Notes	Goodwill £'000	Other £'000	Total £'000
<b>Cost</b>				
At 28 January 2023 (audited)		50,942	225	51,167
Acquisition of minority interest	19	102	-	102
Disposal of subsidiary undertaking	19	(846)	(70)	(916)
<b>At 29 July 2023</b>		<b>50,198</b>	<b>155</b>	<b>50,353</b>
<b>Amortisation</b>				
At 28 January 2023 (audited)		28,727	124	28,851
Charge for the period		781	3	784
Disposal of subsidiary undertaking	19	-	(3)	(3)
<b>At 29 July 2023</b>		<b>29,508</b>	<b>124</b>	<b>29,632</b>
<b>Net book value at 29 July 2023</b>		<b>20,690</b>	<b>31</b>	<b>20,721</b>
Net book value at 28 January 2023 (audited)		22,215	101	22,316

Goodwill arising on consolidation is being amortised over the Directors' estimate of its useful life of 20 years. The estimate is based on a variety of factors, the principal factors being the longstanding nature and reputation of the businesses acquired within the Channel Islands and assumptions that market participants would consider in respect of similar businesses.







## Notes to the condensed consolidated financial statements (continued)

### 9 Tangible fixed assets

	Notes	Land and buildings			Total £'000
		Freehold £'000	Leasehold £'000	Other assets £'000	
<b>Cost</b>					
At 28 January 2023 (audited)		64,380	3,620	21,375	89,375
Additions		-	178	569	747
Disposals		-	-	(37)	(37)
Disposal of subsidiary undertaking	19	-	(111)	(515)	(626)
<b>At 29 July 2023</b>		<b>64,380</b>	<b>3,687</b>	<b>21,392</b>	<b>89,459</b>
<b>Depreciation</b>					
At 28 January 2023 (audited)		-	2,620	14,533	17,153
Charge for the year		132	96	1,360	1,588
Disposals		-	-	(3)	(3)
Disposal of subsidiary undertaking	19	-	(15)	(130)	(145)
<b>At 29 July 2023</b>		<b>132</b>	<b>2,701</b>	<b>15,760</b>	<b>18,593</b>
<b>Net book value at 29 July 2023</b>		<b>64,248</b>	<b>986</b>	<b>5,632</b>	<b>70,866</b>
Net book value at 28 January 2023 (audited)		64,380	1,000	6,842	72,222

Within freehold land and buildings, the carrying amount comprises:

	29 July 2023 £'000	28 January 2023 (audited) £'000
<b>Investment property at fair value</b>		
Freehold investment property	28,270	28,270

The Group's investment properties were revalued on 28 January 2023 at fair value by an independent, professionally qualified valuer. The valuations were undertaken in accordance with the Royal Institution of Chartered Surveyors Appraisal and Valuation Manual. Details on the assumptions made and the key sources of estimation uncertainty are presented in the Group's audited consolidated financial statements for the year ended 28 January 2023.

As at 29 July 2023, the Directors are of the opinion that the value of the Group's remaining investment properties has not materially changed from the value at 28 January 2023 as the majority of the freehold properties are owner occupied and operated as food retail stores. Trading performance in these stores has remained in line with management expectations during the current reporting period and a review of the portfolio will be undertaken by independent valuers at the end of the current financial year.



## Notes to the condensed consolidated financial statements (continued)

### 10 Fixed asset investments

	Other investments £'000
<b>Cost</b>	
At 28 January 2023 (audited)	2
Additions	425
	427

On 3 March 2023 the Group completed the acquisition of the remaining 30% of the ordinary share capital of Big Red Limited. The Group subsequently disposed of 75% of its shareholding in Sandpiper Castle Limited, the holding company of Big Red Limited, on 6 March 2023 to Big Red Holdings Limited. The residual 25% shareholding in Sandpiper Castle Limited is being accounted for as an investment.

### 11 Debtors

	29 July 2023 £'000	28 January 2023 (audited) £'000
Trade debtors	1,405	2,043
Other debtors	2,397	2,235
Prepayments and accrued income	1,885	1,766
	5,687	6,044

Included within other debtors, is a loan receivable of £933,000 (28 January 2023: £933,000) representing deferred proceeds from a property disposal due in more than one year.

### 12 Creditors: amounts falling due within one year

	29 July 2023 £'000	28 January 2023 (audited) £'000
Bank loans	1,345	1,324
Other loans	4	8
Trade creditors	17,723	17,721
Current taxation and social security	4,121	4,790
Other creditors	4,887	3,770
Accruals and deferred income	2,868	2,979
	30,948	30,592



## Notes to the condensed consolidated financial statements (continued)

### 13 Creditors: amounts falling due after more than one year

	29 July 2023	28 January 2023 (audited)
	£'000	£'000
Bank loans	17,381	17,999

Debt issue costs of £385,000 (28 January 2023: £437,000) are included within bank loans.

### 14 Provisions for liabilities

	Onerous contracts £'000	Dilapidations £'000	Deferred tax £'000	Total £'000
At 28 January 2023 (audited)	304	893	26	1,223
Utilisation of provision	(52)	(7)	-	(59)
Profit and loss charge	-	176	39	215
Unwinding of discount	10	-	-	10
At 29 July 2023	262	1,062	65	1,389

#### *Onerous contracts*

The Group makes provisions relating to anticipated future costs on long leasehold property which is no longer used to generate cash flows in the business. At 29 July 2023 the value of vacant property provisions is £262,000 (28 January 2023: £304,000).

#### *Dilapidations*

The dilapidations provision represents the Group's anticipated liability for making good certain leasehold property, as detailed in the respective leases, when the lease term on these properties expires.

### 15 Called up share capital

	2022 £'000
29 July 2023 and 28 January 2023 (audited)	
100,000,000 ordinary shares	-

In accordance with the requirements of Jersey law, a nominal value of £nil is ascribed to the shares in issue, with the proceeds of issue being credited to the share premium account.

### 16 Share premium and reserves

All ordinary shares rank pari passu in all respects as to voting rights, dividends and amounts receivable on a winding-up and have been classified as equity shares for the purposes of these condensed consolidated financial statements. All of the Company's expenses during the year were recharged to Group undertakings.



## Notes to the condensed consolidated financial statements (continued)

### 17 Related party disclosures

Key management personnel comprise all directors who together have authority and responsibility for planning, directing and controlling the activities of the Group. The compensation paid to key management personnel for services provided to the Group is as follows:

	6 months ended 29 July 2023 £'000	6 months ended 30 July 2022 £'000
Directors' fees and emoluments	338	343
Employer's social security costs	13	12
Share based payments	91	114
Company contributions to money purchase pension schemes	28	25
	<b>470</b>	<b>494</b>

There were no amounts due to key management personnel at 29 July 2023 (28 January 2023: £nil).

Jon Ravenscroft is the Group Chief Executive Officer and a significant shareholder of Ravenscroft Holdings Limited, which is the parent company of Ravenscroft (CI) Limited ("RL-CI"), Ravenscroft Specialist Fund Management Limited ("RSFML") and Ravenscroft Consultancy & Listing Services Limited ("RCLSL"). RSFML is the investment manager of Bailiwick Investments Limited, which held 29.31% of the Company's ordinary shares at 29 July 2023. RCLSL acts as listing sponsor and consultant to the Company. RL-CI acts as market maker to the Company.

On 6 March 2023, the Group disposed of 75% of its shareholding in Sandpiper Castle Limited, the holding company of Big Red Limited, to Big Red Holdings Limited for adjusted proceeds of £1,327,013. Jon Ravenscroft, who is a director of the Company, holds 5% of the ordinary share capital of Big Red Holdings Limited.

Two of the Company's Directors were paid fees of £25,000 for acting as Non-Executive Directors (six months ended 30 July 2022: two Directors were paid fees of £31,960 of which £6,960 was for advisory services). RCLSL and RL-CI were paid annual fees totalling £43,250 in the year (six months ended 30 July 2022: £38,000).

The Group leases certain properties from companies owned by a trust of which one of the beneficiaries is also a director and shareholder of the Company. Rent payable to these companies during the six-month period to 29 July 2023 was £229,297 (six month period to 30 July 2022: £529,714).

On 21 July 2023, Mike Rutter and Dan Wilson, who are both directors of the Company, each purchased 20,000 shares in the Company for £18,500 from the Group's Employee Benefit Trust.

Shareholders of the parent Company were paid dividends totalling £1,617,209 during the six month period to 29 July 2023 (six months to 30 July 2022: £1,638,957).



## Notes to the condensed consolidated financial statements (continued)

### 18 Principal subsidiaries

The Company is the beneficial owner of all the equity share capital of a number of companies, the principal one being:

*Name*

Citriche Limited

*Place of incorporation and location of business*

Jersey

*Principal activity*

Retail and distribution of consumer goods.

The undertaking listed above is a subsidiary undertaking. A full list of subsidiary undertakings is available on application to the Company Secretary.

### 19 Business combinations

On 3 March 2023 the Group completed the acquisition of the remaining 30% of the ordinary share capital of Big Red Limited for £481,813. The Group subsequently disposed of 75% of its shareholding in Sandpiper Castle Limited, the holding company of Big Red Limited, on 6 March 2023 to Big Red Holdings Limited for adjusted proceeds of £1,327,013. Jon Ravenscroft, who is a director of the Company, holds 5% of the ordinary share capital of Big Red Holdings Limited.

### 20 Contingent assets and liabilities

On 12 April 2023 a subsidiary company of the Group received a potential claim from a former landlord relating to historic dilapidations that had not been carried out on a formerly leased property. The amount of the potential claim is circa £1.1m which represents a contingent liability for the Group. The dilapidations to which the claim relates existed before the Group acquired ownership of the subsidiary company which leased the property, and the Group received a contractual commitment from the former owner of the subsidiary company that they will meet the costs of any dilapidations during the acquisition process. This undertaking from the former owner represents a contingent asset for the Group. The basis of the claim is yet to be validated and a reliable estimate of the potential obligation has not yet been reliably measured. Consequently, no provision has been recognised.

### 21 Events after the end of the reporting period

On 26 September 2023 the Group entered into an interest rate swap with HSBC Bank plc to hedge 50% of the floating rate interest cash flows on the Group's term loan. The swap has a fixed rate of 4.00% and initial notional amount of £9.3m which will amortise over a four-year period, in line with the scheduled repayments under the term loan. A premium of £206,000 was paid for the swap.





SandpiperCI Group Limited | Registered number 97651