

**Registered Company Number: 08922456**

**LOGISTICS DEVELOPMENT GROUP PLC  
ANNUAL REPORT AND ACCOUNTS  
FOR THE YEAR ENDED 30 NOVEMBER 2023**

# Table of Contents

---

	Pages
<b>Strategic Report</b>	
Letter from Chairman .....	2
Business and Financial Review .....	3
Risk Management and Principal Risks .....	7
<b>Governance</b>	
The Board of Directors .....	9
Chairman's Governance Statement.....	10
The Board .....	12
Audit Committee Report .....	14
Remuneration Committee Report .....	16
Directors' Report .....	18
Statement of Directors' Responsibilities in Respect of the Financial Statements .....	20
Independent Auditor's Report .....	21
<b>Financial Statements</b>	
Company Statement of Comprehensive Income .....	27
Company Statement of Financial Position.....	28
Company Statement of Changes in Equity .....	29
Company Cash Flow Statement.....	30
Notes to the Company Financial Statements .....	31
Glossary .....	40
Advisors .....	42

# Letter from Chairman

---

Dear Shareholders

I present the annual report and audited financial statements for Logistics Development Group plc (“LDG” or the “Company”) for the year ended 30 November 2023. For the year ended 30 November 2023, the Company reported an underlying EBIT<sup>1</sup> of a loss of £12.0m (2022: profit of £1.1m) and a loss before tax of £10.7m (2022: profit before tax of £1.1m).

Whilst we've had some smaller successes during the year, the share price of Alliance Pharma Plc (“Alliance”), our largest holding, continued to decline, and represents the entire mark-to-market loss for the year. Since the end of the year, a new Chairman has been appointed at Alliance, with a clear mandate to improve the operating performance and we remain positive about the strength of the business. A more detailed review of the portfolio is set out in the following sections. Now that our portfolio of investments is growing and becoming more diverse, we expect to publish information on a more regular basis on the Company's portfolio.

LDG's share price had consistently been trading at a discount to the Company's net asset per share, and so the Board initiated a further share buyback programme (the “Second Buyback”). The necessary approvals were obtained at a General Meeting of the Company on 6 March 2023 (the “2023 General Meeting”) and the Second Buyback, which commenced in April 2023, is ongoing until the closure of the 2024 AGM. It is not intended that the buyback will be renewed at the next AGM. Up to and including 30 November 2023, 28,678,158 Ordinary Shares had been repurchased by the Company and have been cancelled.

The 2023 General Meeting also approved an application for a Court Order to cancel 140,441,180 Ordinary Shares, each of which had been subject to the buyback effected by the Company between 25 February 2022 and 6 April 2022 (the “First Buyback”). These shares have now been cancelled.

In November 2023, Stephen Harley resigned as a Director of the Company and on behalf of the Board I would like to thank Stephen for the contribution he made to the Company during his time on the Board.

As I write, it is true to say that the world is not a happy place. We have conflicts on almost every continent, and interest rates and inflation levels not experienced for two decades although there is some evidence that both might have peaked. Several significant elections are taking place across the globe over the next 12 months, and this is likely to cause greater uncertainty. Against this backdrop, it is hard to remain upbeat but as an avid reader of history one can only hope it's the darkness before the dawn and we can navigate the ship into calmer waters.

I should also like to thank our shareholders both old and new for their continued support and I have every confidence that our managers will successfully steer us through the storm.

**Adrian Collins**

*Chairman*

<sup>1</sup> Underlying EBIT is an alternative performance measure (see Note 3) and is defined as profit/loss before interest and tax and adding back exceptional items.

# Business and Financial Review

for the year ended 30 November 2023

## Review of the year

On 28 March 2023, the cancellation of 140,411,180 ordinary shares of £0.01 each in the capital of the Company (“Ordinary Shares”) which were subject to the First Buyback (the “Capital Reduction”), which had been approved by shareholders at the 2023 General Meeting, was sanctioned by the High Court of England and Wales (“High Court”). The order of the High Court confirming the Capital Reduction, and the statement of capital approved by the High Court in connection therewith, was delivered to the Registrar of Companies on 29 March 2023. The Capital Reduction became effective on 31 March 2023.

On 4 April 2023, following a special resolution passed by shareholders at the 2023 General Meeting, the Company announced the commencement of the Second Buyback to purchase up to 112,352,944 Ordinary Shares, representing approximately 20.0% of the Company’s then issued share capital. The Second Buyback will end no later than on the conclusion of the Annual General Meeting of the Company in 2024. The Ordinary Shares purchased under the Second Buyback will be cancelled. Pursuant to the Second Buyback, the Company acquired 28,678,158 Ordinary Shares in its own capital at an average price of £0.14074 per share between 4 April 2023 and 30 November 2023. The share capital of the Company at 30 November 2023 was 532,806,151 Ordinary Shares.

The Company has been implementing its broader investing policy since its approval in January 2022. Fixtaia Limited (“Fixtaia”) has been set up as the subsidiary vehicle for investments for the Company. All reference to investments are held in Fixtaia. Details of the investments held at 30 November 2023 are listed below.

During the financial year, the Company held 16,140,365 shares (12.4%) of Finsbury Foods Group Plc (“Finsbury”). Finsbury operates a speciality foods business which supplies boxed cakes to supermarkets located throughout the United Kingdom. Products include novelty and celebration cakes, chocolate cakes and other bakery goods. In September 2023, Frisbee Bidco Limited and Finsbury reached an agreement on the terms of a recommended cash offer at 110p per ordinary share of 1p each in the capital of Finsbury, to be effected by way of a scheme of arrangement. On 3 November 2023, the Company noted that the requisite majority of Finsbury shareholders had voted to pass the resolution to approve and implement the scheme of arrangement. Post transaction, the Company owns 27.5% of Finsbury, which delisted from AIM on 17 November 2023.

During the financial year the Company acquired a see-through stake representing approximately 9.1% in SQLI S.A. (ENXTPA: SQT) (“SQLI”), via a group of private holding companies formed by DBAY Advisors Limited (“DBAY”). SQLI is a digital commerce and services agency. The investment was initially made by way of a 18.5m loan, which was later capitalised in return for the issue of ordinary shares in the holding structure and a repayment in cash of approximately 4.1m. In June 2023, an additional 649,000 loan was provided and capitalised through the issue of Synsion TopCp Limited (“Synsion”) shares. At the financial year end, the Company had a holding of 1,039,419,772 Synsion shares representing an indirect holding of 11.1% of SQLI.

The Company had acquired approximately 10.3% of the share capital of Alliance Pharma Plc (AIM: APH LN) (“Alliance”) for a consideration of £33.4m. The number of Alliance shares held by the Company was 55,593,562. Alliance is an international healthcare group founded in 1996 and headquartered in the United Kingdom. The company acquires, markets and distributes consumer healthcare and prescription medicine products. The Company elected to receive the Alliance final dividend in shares to bring the holding at the financial year end, including trades during the period, to 56,758,071 Alliance shares or 10.51% of the issued share capital.

As at the reporting date the Company held approximately 2.8% of the share capital of Trifast Plc (AIM: TRI LN) (“Trifast”). Trifast is an international specialist in design, manufacturing, and distribution of industrial and Cat C fastenings. It has 34 locations within the UK, Asia, Europe and the USA and supplies components to over 5,000 companies globally across a wide range of industries. At the year end, the number of Trifast shares held indirectly by the Company was 3,805,158 shares, acquired for a consideration of £2.7m.

During the financial year, the Company acquired 11.72% of Mission Group PLC (AIM: TMG LN) (“Mission”). Mission operates a marketing agency and focuses on new product development and solves business problems. The agency collective has 1,100+ people in 28 locations over 3 continents. At the year end, the number of Mission shares held indirectly by the Company was 10,665,000 shares (11.72%) acquired for a consideration of £1.7m.

# Business and Financial Review

---

continued

## Changes to the Board

Stephen Harley resigned from the Board on 1 November 2023. It is currently not the intention to appoint an additional director to the Board.

## Subsequent events

On 19 December 2023, the Company sold its entire investment holding in Trifast for £3.1m, realising a gain of £0.4m.

On 9 February 2024, the Company subscribed for £10.0m fixed rate unsecured 15.0% series A loan notes and payment in kind (PIK) notes issued by The Power of Talent Midco Limited ("Midco"), to be redeemed no later than 9 February 2027. Midco is a special purpose company that ultimately owns the operating companies in Nash Squared Group.

As at 25 March 2024, being the latest practicable date prior to the approval of these financial statements, as part of the Second Buyback 35,852,529 shares have now been repurchased, for an aggregate consideration of £4,929,393.57 all of which will be cancelled. The buyback will not be renewed at the AGM due to be held on 9 May 2024.

## Financial performance

The results for the current year reflect the Company structure as at 30 November 2023.

The Directors consider the Company is an investment entity per IFRS 10 and measure its investments at fair value through profit and loss. The Company's investments are all held through Fixtaia.

Had the Company not met the definition of an investment entity, it would be required to prepare consolidated financial statements which involve presenting the results and financial position of the Company and Fixtaia as those of a single economic entity.

At the reporting date, the fair value ascribed to the investments was £55.4m (2022: £34.3m) which reflects the current net asset value ("NAV") of the underlying investments at the reporting date. The Directors have reviewed this valuation approach and consider it to be appropriate.

Administrative expenses are on par with the prior year at £1.0m (2022: £1.0m).

The Company's underlying EBIT<sup>1</sup> in the year was a loss of £12.0m (2022: profit of £1.1m) and statutory loss before tax was £10.7m (2022: profit before tax of £1.1m).

## Net debt

As at the reporting date, the Company has cash and cash equivalents of £42.6m (2022: £79.1m). Related party transactions amounted to £0.2m (2022: £0.16m). See note 13.

## Exceptional items

During the year there were no exceptional items to report.

## Tax

The company is expected to have taxable profits in future periods and will be making use of existing tax losses. Therefore, a deferred tax asset has been recognised on this basis.

## Dividends

The Company did not pay an interim dividend (2022: £Nil) and no final dividend is being recommended (2022: £Nil).

## Earnings per share<sup>2</sup>

Underlying basic and diluted loss per share are both (2.3p) (2022: underlying basic and diluted earnings per share were both 0.2p). Statutory basic and diluted loss per share are both (1.8p) (2022: statutory basic and diluted earnings per share were both 0.2p). See note 3 and 9.

<sup>1</sup> Underlying EBIT is an alternative performance measure (see Note 3) and is defined as profit/loss before interest and tax adding back exceptional items.

<sup>2</sup> Earnings per share ("EPS") serves as an indicator of a company's profitability. EPS measures the amount of a company's profit on a per share basis (see notes 3 & 9).

---

## Information about the Investment Manager

DBAY is an Isle of Man-based asset management firm with offices in London and Douglas, Isle of Man. Founded in 2011, DBAY is owned by its partners and is licensed by the Isle of Man Financial Services Authority. The firm follows a value investing approach and invests in listed equities across Europe, as well as in private equity style control investments. The core DBAY team, who have worked together for over 20 years, have developed a diversified set of skills from financial and operational backgrounds, with deep insight into a number of industry sectors. DBAY comprises a team of 17 investment and operating professionals. Capital is managed on behalf of institutional investors, endowments, foundations, family offices and pension funds.

## Investment Policy and Strategy

The investment objective of the Company is to provide shareholders with attractive total return achieved through capital appreciation and, when prudent, shareholder distributions or dividends. The Directors believe that opportunities exist to create significant value for shareholders through the acquisition of, and the implementation of substantial operational improvements in, businesses in the sectors outlined in the Company's Investing Policy.

The investing policy can be found on the website [www.ldgplc.com](http://www.ldgplc.com).

DBAY is tasked with full authority to manage the Company's assets to deliver the investment strategy set out below in accordance with its investing policy, reporting to the Board on a regular basis.

The Investing Policy, approved by shareholders on 31 January 2022, states that the Company will seek to achieve its investment objectives by making investments within the following parameters:

- **Characteristics:** investment primarily in undervalued companies, with a focus on companies that generate or have the potential to generate significant cash flows, where there is a high degree of revenue visibility and a strong and distinctive market position;
- **Investment Type:** investment in equity and equity related products, in both quoted and unquoted companies, and in the DBAY Investment Funds;
- **Sectors:** a broader range of sectors, such as business services including, amongst others, logistics, distribution, technology services, security and manufacturing, or in funds managed by DBAY which invest in the aforementioned sectors;
- **Geography:** there is no geographical restriction but expected to be primarily within the United Kingdom or the European Union;
- **Ownership:** will range from a minority position to 100%, non-operating ownership; and
- **Restrictions:** a maximum of 50% of the Company's NAV at the time the relevant investment is made, using the latest available management accounts of the Company, can be invested in DBAY Investment Funds. Investments made outside of the DBAY Investment Funds will be limited to 10% of NAV per investment (on the same basis), unless approved by the Board.

## Investment Management agreement amendments

An investment management agreement was entered into on 14 January 2022. At the general meeting held on 31 January 2022, the investment management agreement and amended investing policy was approved by shareholders. The changes were:

- DBAY will not receive management or performance fees from LDG in respect of funds committed to the DBAY Investment Funds by the Company. Fees will only be charged by the fund, to ensure there will be no double charging;
- DBAY have made a commitment to ensure that any DBAY Investment Funds in which the Company invests will retain investment policies that are substantially the same as the new investing policy of the Company;
- DBAY has made a commitment that it will provide the Company with an amount which is equal to the Company's reasonable corporate expenses in the given year, provided that such amount shall not exceed the lower of: (i) £800,000; or (ii) the management fees in respect of investments made and/or amounts committed by the Company which are received by DBAY in the relevant year; and

# Business and Financial Review

---

continued

- DBAY will ensure that there is, at all times, a contingency amount of at least £2.0m on the Company's balance sheet to cover any exceptional expenses that may arise in the future.

The investment management agreement was further amended by way of an addendum dated 30 March 2023, to state that, with effect from the beginning of the current financial year, the maximum amount payable would not exceed the lower of (i) £800,000; and (ii) amounts paid to DBAY in respect of investments in DBAY Investment Funds specifically, and not all management fees received by DBAY.

## Annual general meeting

The Company intends to hold its Annual General Meeting on 9 May 2024 in London. Further details will be set out in the Notice of Meeting to be sent to shareholders in due course and published on our website [www.ldgplc.com](http://www.ldgplc.com).

# Risk Management and Principal Risks

---

## Risk management framework

The Board is ultimately responsible for setting the Company's risk appetite and overseeing the effective management of risk. The Board has delegated oversight of risk management and internal controls to the Audit Committee.

During the 2023 financial year, day to day risk management was the responsibility of the directors. The risk management framework setting out the Company's risk management processes and procedures is reviewed by the Audit Committee annually. The mitigating factors and actions in place for each risk was recorded on a risk register and review of that register was completed by the Board and Audit Committee.

## Principal risks

The Company has delegated the management of its assets to DBAY as Investment Manager and the remaining corporate and compliance risks are managed by the Company Secretary reporting to the Board. The risk management framework has been updated to reflect the differing nature of the principal risks faced by the Company. These risks are reviewed by the Directors through the Audit Committee and at regular Board meetings.

RISKS	MITIGANTS
The Company may not achieve its strategic investment objectives in a competitive market and challenging economic environment.	The Board believes the investing policy allows for a wider range of investment opportunities and has appointed an experienced Investment Manager to manage the Company's assets.
The Company's level of profit will be reliant upon the performance of the assets acquired and the Investing Policy.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.
The success of the Investing Policy depends on the Investment Manager's ability to identify investments in accordance with the Company's investment objectives and to interpret market data correctly. The Company cannot estimate how long it will take to identify suitable acquisition opportunities or whether it will be able to identify any suitable acquisition opportunities.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.
No assurance can be given that the strategy to be used will be successful under all or any market conditions or that the Company will be able to generate positive returns for shareholders.	The Board has appointed an experienced Investment Manager tasked with meeting the Company's investment objectives.

## Section 172 Statement

The Directors consider that, both individually and collectively, they have acted in good faith in a way which would most likely promote the success of the Company for the benefit of the members as a whole, and in doing so have had a regard (amongst other matters) to factors in (a) to (f) as set out in s.172 (1) of the Companies Act 2006 for the decisions during the year ended 30 November 2023. In making this statement the Directors have considered the following matters:

- **Likely consequences of any decision in the long-term:** the Board reviewed the Company's strategy, as disclosed in the Strategic Report, during the year and concluded that it remains appropriate to support the long-term success of the Company. Shorter term expectations in supporting that strategy are approved by the Board as part of the annual budgeting process, against which the performance of the Company is then monitored. Decisions taken during the year are made in the context of the Company's strategy in order to ensure that they are consistent with that strategy. The appointment of an investment manager to implement the Company's investing policy is consistent with this strategy.



# Risk Management and Principal Risks

---

continued

- **The interests of the Company's employees:** The Company is an Investing Company with (at the date of this report) no employees. The Board would have ultimate responsibility for ensuring the Company's decisions consider the interest of our employees.
- **The need to foster the Company's business relationships with suppliers, customers and others:** managing the Company's relationships with its professional suppliers and its investee companies is critical in ensuring the Company delivers on its strategy. The Board will maintain an ongoing dialogue with the Investment Manager, shareholders and investee companies.
- **The impact of the Company's operations on the community and the environment:** the Company does not have any tangible assets or properties. However, it will ensure that, through the Investment Manager, its investee companies will seek to have a positive impact on the communities in which they operate and minimise the environmental impact of their operations.
- **The desirability of the Company maintaining a reputation for high standards of business conduct:** the Board regularly reviews and updates, where appropriate, its business conduct and ethics policies and ensures that these are communicated to relevant stakeholders.
- **The need to act fairly as between members of the Company:** The Company always seeks to ensure that its communications are transparent and its actions are in accordance with the Company's stated strategic aims to promote the long-term success of the Company. On page 8, within the corporate governance statement, we detail how we engage with our shareholders, including both institutional investors and private investors.

This Strategic Report was approved by the Board on 26 March 2024 and signed on its behalf by:

**Adrian Collins**

*Chairman*

## The Board of Directors

---

### ADRIAN COLLINS

*Independent Non-executive Chairman*

Member of the Audit Committee and Chair of the Remuneration Committee

Appointed in April 2020

**Skills and experience:** Adrian has worked in the investment management industry for over 40 years most recently at Liontrust Asset Management where he served as Chairman from 2009 to 2019. Prior to that he was Managing Director at Gartmore Investment Management where he spent a large part of his career.

**Other roles:** Adrian is a Non-Executive Director of Hargreaves Lansdown and other private companies.

### DAVID FACEY

*Independent Non-executive Director*

Chair of the Audit Committee and member of the Remuneration Committee

Appointed in April 2021

**Skills and experience:** David is a Fellow of the Institute of Chartered Accountants. David has over 25 years of experience of corporate finance and was a founding partner of SP Angel Corporate Finance LLP, an AIM Nomad and broker. He was formerly a senior corporate finance executive with HSBC Investment Bank. During his career David has undertaken complex transactions advising governments, public companies and private companies of all sizes and has recent experience of being an executive director of AIM listed company.

**Other roles:** David is currently a Non-Executive Director of Astris Advisers UK Limited and Chacey Capital Limited.

### PETER NIXON

*Non-executive Director*

Member of the Audit Committee and the Remuneration Committee

Appointed in December 2021

**Skills and experience:** Peter has over 25 years of experience in finance and joined DBAY in 2009. Peter initially acted as Group Chief Accountant and Head of Shared Services at the logistics business, TDG, which was an investee company from 2008 to 2011 and has subsequently been involved in several other DBAY investments, including Eddie Stobart, Unlimited Group, Harvey Nash Group, Telit Communications and, most recently, LDG. Peter retired from his role at DBAY at the end of December 2021. Peter is a qualified Chartered Accountant, having been an Audit Manager at Deloitte, and holds a degree in mathematics and physics from Manchester University.

**Other roles:** Peter previously held senior roles at United Utilities Plc, BBA Group Plc and The Reader's Digest.

### STEPHEN HARLEY

*Independent Non-executive Director*

Member of the Audit Committee and the Remuneration Committee.

Appointed in April 2017, resigned 1 November 2023

# Chairman's Governance Statement

---

As Chairman, one of my key responsibilities is supporting and promoting the evolution of our governance framework to ensure it supports the successful achievement of the Company's strategy. By which I mean making sure we have practices in place and endorse behaviours that support the Company in setting and reviewing its strategy, monitoring its performance and that of the Investment Manager, understanding its risks and opportunities, and taking decisive action at the right time based on the right information.

As outlined in principle 8 of the QCA code, the culture we promote at Board level and within the businesses the Company invests in will be key to this success. This Board is committed to upholding high ethical standards that set the tone for how we expect the companies we invest in to conduct business.

The Directors acknowledge the importance of high standards of corporate governance. The Directors intend to continue to adhere to the QCA Corporate Governance Code which sets out a standard of minimum best practice for small and mid-sized companies, particularly AIM companies. As we move forward and our governance evolves, we will continue to be open and transparent about how we manage our business and how we take into account the interests of our shareholders and other stakeholders.

Further information about the work of the Board, Audit Committee and Remuneration Committee in 2023 is set out on pages 12 to 17.

**Adrian Collins**

*Chairman*

26 March 2024

---

## Code compliance

The Company complied with the requirements and recommendations of the QCA Governance Code, which is considered appropriate for an AIM listed company, throughout the financial year ended 30 November 2023. The Board considers this structure to be appropriate for the Company in its current status as an AIM Investing Company and anticipate that the Board will evolve in terms of its structure and diversity as the business grows and develops.

The Board intends to continue to comply with the QCA Governance Code to the extent the Code principles remain appropriate in the light of the Company's current status. Please see page 9 in relation to the Company's governance structure.

The Company has published a corporate governance statement which explains compliance or reasons for non-compliance with the QCA Governance Code. The governance statement can be found on the Company's website at [www.ldgplc.com](http://www.ldgplc.com)

### Principles of the QCA Code

- 1 Establish a strategy and business model which promote long-term value for shareholders
- 2 Seek to understand and meet shareholder needs and expectations
- 3 Take into account wider stakeholder and social responsibilities and their implications for long-term success
- 4 Embed effective risk management, considering both opportunities and threats, throughout the organisation
- 5 Maintain the Board as a well-functioning, balanced team led by the chair
- 6 Ensure that between them the Directors have the necessary up-to-date experience, skills and capabilities
- 7 Evaluate Board performance based on clear and relevant objectives, seeking continuous improvement
- 8 Promote a corporate culture that is based on ethical values and behaviours
- 9 Maintain governance structures and processes that are fit for purpose and support good decision-making by the Board
- 10 Communicate how the Company is governed and is performing by maintaining a dialogue with shareholders and other relevant stakeholders

## Governance Structure – QCA principle 9

Since the appointment of DBAY, the Company has not had an executive leadership team. The Board comprises of three Directors, of which two are independent non-executive Directors, and one a non-executive Director, reflecting a blend of different experience and backgrounds. The structure and diversity of the Board will develop as the business grows and develops.

The Company has appointed DBAY to act as Investment Manager with full power and authority to manage the assets of the Company under an Investment Management Agreement, which sets out the terms and responsibilities of the Manager. The Company has contracted with IQ EQ Global (UK) Limited for the provision of certain administrative services, including day-to-day financial accounting.

Following admission as an Investing Company on 31 December 2020, the Company entered into a Relationship Agreement with DBAY (as a significant shareholder) to manage the relationship between the Company and DBAY and ensure that the Company will be capable of carrying on its business independently and that all transactions between the Company and DBAY will be at arms' length and on normal commercial terms.

See pages 5 and 6 for further details of the investment policy and strategy and how the Investment Manager will manage the company assets to deliver on the investment strategy and create significant value for its shareholders  
**- QCA Principle 1.**

Copies of the Investment Management Agreement can be found on the company's website at [www.ldgplc.com](http://www.ldgplc.com).

## The Board

---

### Role of the Board – QCA principle 9

The role of the Board is to meet regularly to review, formulate and approve the Company's strategy, budgets, corporate actions and oversee the Company's progress towards its goals. It has established an Audit Committee and a Remuneration Committee with formally delegated duties and responsibilities and with written terms of reference using recommendations from the QCA guides on Board committees and FRC guidance on Audit Committees. From time to time, separate committees may be set up by the Board to consider specific issues when the need arises.

### Board members – QCA principle 5

Adrian Collins was appointed independent Non-executive Chairman in April 2020. Stephen Harley was appointed shortly before the IPO in April 2017 and has since resigned effective 1 November 2023. David Facey was appointed as an independent non-executive director in April 2021 and Peter Nixon was appointed in December 2021. The Directors have determined that, given the size of the Board, it is not appropriate to appoint a senior independent non-executive director.

The Independence of Directors is reviewed annually, and the Board has determined that each of the Directors demonstrates strong independent judgement. Considering Peter Nixon's former role with DBAY the Board has concluded that he should not be deemed independent. No other Director has a relationship that could materially interfere with the exercise of their independent judgement.

Since the appointment of DBAY, the Company has not had a Chief Executive and there is therefore no current document setting out a division of responsibilities. The Company has however published on its website a document describing the role of its non-executive Chairman.

### Skills and experience – QCA principle 6

The Board members bring a wealth of commercial and financial expertise to the Board from a variety of backgrounds. Please see the biographies of the Directors on page 9 for further information on their skills and experience.

Despite not having any executive Directors, the non-executive Directors believe the Board has an appropriate mix of skills and experience required for an AIM Investing Company, which currently has no operations. Each Director is aware of the importance of keeping their skills up to date. During the 2023 financial year, the Company Secretary provided briefings on developments in corporate governance and the regulatory framework and advisers have also provided briefings on regulatory obligations.

### Time commitment – QCA principle 5

The time commitment expected of the non-executive Directors is commensurate with the size and complexity of the Company and as necessary to properly perform their duties. Attendance at a minimum of ten Board meetings a year and the annual general meeting is expected when appropriate.

### Board Committees

The Board has established an Audit Committee and a Remuneration Committee. Given the size of the Board it is not considered necessary to establish a Nomination Committee.

During the 2023 financial year, all non-executive Directors continued to be members of the Audit Committee and Remuneration Committee. As noted above, the terms of reference of these committees, which are available on the Company's website, have been updated to reflect the evolving governance structure of the Company as an Investing Company.

### Board and Committee meetings and attendance – QCA principle 5

Board meetings are scheduled to be held monthly with ad-hoc meetings called when needed. Twelve scheduled and eight ad-hoc Board meetings were held in the financial year ended 30 November 2023 and ad-hoc meetings were held to facilitate Board oversight as matters required attention between regular scheduled meetings. Four Audit Committee meetings of the Board were held in the financial year ended 30 November 2023. The table below illustrates attendance by Directors at scheduled meetings in the 2023 financial year that they were entitled to attend as members.

Director	Board	Audit Committee	Remuneration Committee	Ad Hoc Board Meetings
<b>Directors</b>				
D Facey	12/12	4/4	0	7/8
A Collins	12/12	4/4	0	7/8
S Harley*	11/12	4/4	0	7/8
P Nixon	11/12	3/4	0	6/8

\* S Harley resigned on 01/11/23

### Board activities

During 2023, the Board considered the strategic options available to the Company and addressed matters such as:

- in February 2023 a circular was published that contained details of a second share buyback which commenced on 4 April 2023. The cancellation of 140,441,180 ordinary shares of £0.01 each subject to the first buyback effected by LDG between 25 February 2022 and 6 April 2022;
- in conjunction with DBAY a review of potential new investments;
- board structure; and
- review and consideration of:
  - o annual budget and monitoring performance against budget
  - o approval of 2022 annual report and financial statements
  - o approval of 2023 interim report and financial statements.

### Interactions with investors – QCA principle 2

Effective communication with investors is an important part of the Board's role. During the 2023 financial year, the Board focused, in particular, on keeping investors promptly informed, to the extent practicable, of all material matters as the Company made the ongoing transition towards becoming an Investing Company under the AIM rules.

The Board continues to be committed to giving shareholders the opportunity to raise questions and to interact with the Directors. Directors meet with investors on request and shareholders generally have the opportunity to raise matters at the annual general meeting. The AGM was held on 3 May 2023 and the next AGM will be held on 9 May 2024.

### Take into account wider stakeholder and social responsibilities – QCA principle 3

As detailed in the Section 172 Statement, the Company does not have any tangible assets or properties. However, the Board ensures that, through its investment manager, its investee companies will seek to have a positive impact on the communities in which they operate and minimise the environmental impact of their operations. This is critical in ensuring the Company delivers on its strategy which in turn ensures the long-term success of the Company.

The investment manager is a member of the Principles for Responsible Investment ("PRI") and has established a Responsible Investment policy which was developed in accordance with PRI guidelines, stakeholder consultation and external ESG advisors. The policy can be found on the investment manager's website <https://www.dbayadvisors.com/responsibility/> and is applied to all investments considered by the investment manager. Responsible investment is an approach to investment that explicitly acknowledges the relevance to the investor environment, social and governance factors and the long-term health and stability of the market. It recognises that the generation of long-term sustainable returns is dependent on stable, well-functioning and well-governed social, environmental, and economic systems.

### Performance evaluation – QCA principle 7

An internal self-assessment Board evaluation process was conducted during 2023. There were no material findings from this review and the same process will be completed during year ended 2024.

## Audit Committee Report – QCA Principle 9

---

### Audit Committee

David Facey was appointed as Chairman of the Audit Committee upon his appointment to the Board in April 2021. The other two Directors are members of the Committee. A majority of the members are independent. David Facey is the member identified as having recent and relevant financial experience.

### Meetings and attendance

The Audit Committee met four times during the financial year ended 30 November 2023. During the 2023 financial year, meetings were usually attended by the external Auditors.

Attendance by Directors at meetings during the 2023 financial year is set out in the table on page 13.

Activities of the Audit Committee during the 2023 financial year included:

- reviewing the financial results for the half year 2023 and full year 2022 for approval by the Board;
- considering the appropriateness of preparing the financial statements on a going concern basis;
- recommending the re-appointment of Haysmacintyre LLP as the Company's auditors;
- approving the audit plan for the 2023 financial year;
- reviewing and considering principal risks faced, risk management and internal controls; and
- receiving reports and updates on potential control and legal/regulatory compliance issues.

### Significant accounting judgements

The Audit Committee considered areas of significant accounting judgement in connection with the preparation of the 2023 financial statements, taking into account the views of the Company's external auditors.

### External auditors

The Audit Committee oversees the relationship with the external auditors. Having conducted its annual review, the Committee concluded that Haysmacintyre LLP be re-appointed as auditors for the financial year ending 30 November 2023. The re-appointment of Haysmacintyre is to be proposed by an Ordinary Resolution at the AGM held on 9 May 2024.

### Risk management, internal controls and internal audit – QCA principle 4

The Board had delegated to the Audit Committee the responsibility for reviewing the effectiveness of the Company's systems of internal control and oversight of its risk management system in 2023. This covered all material controls including financial, operational and compliance controls. The Company's risk management systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company does not have an operating business with members of staff (as described on page 16 of this annual report). Administrative services are provided to the Company by IQ EQ Global (UK) Limited under an administration agreement. Asset management services are provided by DBAY under an Investment Management Agreement. In the light of this structure, the Audit Committee has determined that it is not currently appropriate for the Company to engage any internal auditors in respect of the Company's internal controls. This decision will be regularly reviewed. The Committee recognises as the Company is an AIM Investing Company, it is likely to be appropriate for the Company to seek additional assurance about the Company's own internal control system and those of any material third party provider of services to the Company and also to seek information and assurance about the internal control and risk management system of any investee company.

---

## Conflicts

The Committee undertakes an annual review of conflicts of interest of Directors. The Board has determined, based on the recommendation of the Audit Committee, that all Directors, with the exception of Peter Nixon, are independent. Peter Nixon was employed by a significant shareholder which is also the Investment Manager, DBAY, until the end of December 2021 and the Audit Committee have recommended that he should not be considered to be independent.

### **David Facey**

*Chairman of the Audit Committee*

26 March 2024



# Remuneration Committee Report

## QCA principle 9

With the Company being an Investing Company, the role of the Remuneration Committee is more limited as the Company does not have an operating business and at the reporting date has no employees in addition to the Directors (as described on page 17 of this annual report). The Committee's responsibilities are currently to make recommendations to the Board as to the remuneration of Non-executive Directors and liaise with an investee company on remuneration matters if requested. This remuneration report focuses on the activities of the Committee and the approach to remuneration related matters in the 2023 financial year to the extent they are relevant.

## Approach to remuneration

The main role of the Remuneration Committee is to set the Company's remuneration policy, determine each executive Director's and senior management's total individual remuneration package and set targets for performance-related pay. During 2023 and prior financial years, the Company had no executive Directors or senior management, and therefore remuneration packages were not relevant. The only remuneration in the 2023 financial year relate to non-executive Directors.

## Directors' remuneration in the year ended 30 November 2023

The remuneration of the Directors during the year ended 30 November 2023 (current and former) is set out below together with comparable figures for the previous financial year.

	Salary/Fees <sup>1</sup> £'000		Benefits <sup>2</sup> £'000		Pension Costs £'000		Long-Term <sup>3</sup> Incentives £'000		Total £'000	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
<b>Current Directors</b>										
A Collins	96	96	–	–	–	–	–	–	96	96
S Harley*	71	61	–	–	–	–	–	–	71	61
D Facey	60	60	–	–	–	–	–	–	60	60
P Nixon	60	59	–	–	–	–	–	–	60	59

<sup>1</sup> This column sets out gross salary and fees received for the full financial years ended 30 November 2023 and 30 November 2022.

<sup>2</sup> No benefits were paid during the period under review, benefits would include private medical insurance, life assurance, car allowance and tax paid by the Company on such benefits.

<sup>3</sup> None of the Directors have received cash under any incentive arrangement in the financial years ended 30 November 2023 and 30 November 2022.

\* The amount paid to Stephen Harley includes an agreed separation sum.

## Membership

Throughout the 2023 financial year, up to 1 November 2023, the Remuneration Committee consisted of Adrian Collins as Chairman and the three other Directors, Stephen Harley (Independent non-executive Director) David Facey (Independent non-executive Director) and Peter Nixon (non-executive director). Stephen Harley resigned as a director, and also as a member of the Remuneration Committee, on 1 November 2023. The majority of members throughout 2023 were independent non-executive Directors.

## Meetings and attendance

The Remuneration Committee is expected to meet as required. The Committee did not meet in the 2023 financial year.

## Activities

The Remuneration Committee has responsibility for determining, within the agreed terms of reference, the Company's policy on the remuneration packages of the Company's executive management, of which there is none. It will also have responsibility for recommending new appointments to the Board.

---

## Long-term incentives

There are no long-term incentives applicable to the Directors of the Company.

## Annual bonus

No cash or share based bonuses were paid in 2023.

## Salaries

With no Executive Directors, there were no salaries or fees to pay to Directors in 2023 other than non-executive fees.

## Directors' interests in shares

As at 25 March 2024, the latest practicable date prior to the approval of this Document, the Directors held the following interests in shares of the Company:

- (i) Adrian Collins holds 1,000,000 ordinary shares of 1p each in the capital of the Company (2022:1,000,000) representing approximately 0.19% of the Company's issued share capital (2022: 0.14%); and
- (ii) Peter Nixon holds 706,467 ordinary shares of 1p each in the capital of the Company (2022: 706,467) representing approximately 0.13% of the Company's issued share capital (2022: 0.10%).

No Directors disposed of shares in the 2023 financial year whilst they were Directors.

## Letters of appointment

The non-executive Directors have letters of appointment for an initial three-year period, continuing thereafter subject to termination upon at least three months' notice by either party. The letters of appointment can be found on the Company's website [www.ldgplc.com](http://www.ldgplc.com).

# Directors' Report

---

The Directors submit their report and the audited financial statements of Logistics Development Group plc for the year ended 30 November 2023.

## Results

The Company's underlying EBIT (see note 3) in the year was a loss of £12.0m (2022: £1.1m, before exceptional income of £0.1m) and statutory loss before tax was £10.7m (2022: profit before tax of £1.1m).

## Dividends

The Company did not pay an interim dividend (2022: £Nil) and the Directors do not recommend a final dividend for the year (2022: £Nil).

## Principal activities, business review and future developments

The Strategic Report on pages 2 to 8 describe the Company's principal activities and a review of the business during the 2023 financial year, as well as an indication of likely future developments.

## Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were:

Stephen Harley (resigned 1 November 2023)  
Adrian Collins  
David Facey  
Peter Nixon

Directors' fees are set out in the Remuneration report on pages 16 to 17. The Company has Directors' and Officers' liability insurance in place.

## Share capital

Details of the authorised and issued share capital of the Company are set out in note 11 to the financial statements.

## Environmental policy

Maintaining and improving the quality of the environment in which we live is an important concern for the Board. The Company does not have any tangible assets, properties or staff as is an investment entity and investments are made in accordance with the Investing Policy. The investment manager is a member of the PRI and has established an ESG Policy which can be found at <https://www.dbayadvisors.com/responsibility/>.

The Company is exempt from reporting under Streamlined Energy & Carbon Reporting as it consumed less than 40,000 kilowatt hours of energy in the financial reporting year.

## Interests in voting rights

As at 25 March 2024, the latest practicable date prior to the approval of this document, the Company had been notified of the following interests held by significant shareholders amounting to 3% or more of the voting rights attaching to the Company's issued share capital:

<b>Significant shareholders</b>	<b>Percentage of Voting Rights Held</b>
DBAY Advisors Limited	27.32%
Stobart Group Limited	12.20%
Hargreaves Lansdown Asset Mgt (Nominee)	9.12%
Mr Richard Griffiths	5.89%
ADM Investor Services International	4.79%

---

## **Employee engagement, Disabled employees, Health, safety and wellbeing – Principle 10**

During the 2023 financial year, there were no employees of the Company other than the Directors. If this changes the Board will introduce measures as appropriate.

## **Financial risk management**

Information in respect of the financial risk management objectives and policies of the Company, is contained in note 11 of the financial statements.

## **Political donations**

The Company made no political donations during the year.

## **Research and development activities**

There were no research and development activities undertaken during the year.

## **Related party transactions**

Any related party transactions required to be disclosed under the AIM rules are disclosed in note 12 to the financial statements.

## **Directors' indemnities**

The Company's articles of association allow the indemnification of Directors out of the assets of the Company to the extent permitted by law.

## **Annual General Meeting – Principle 10**

The annual general meeting will be held on 9 May 2024 in London. Details of business to be conducted at this year's annual general meeting will be set out in the notice of the annual general meeting, which will be communicated to shareholders separately. It is the opinion of the Directors that the passing of these resolutions are in the best interest of the shareholders.

## **Post balance sheet events**

Post balance sheet events are disclosed in note 15 to the financial statements.

## **Engagement with stakeholders – Principle 10**

The Company keeps up to date with the views of its shareholders by dialogue and meetings with key investors and responding promptly to any questions or issues raised by shareholders.

## **Going concern**

The Directors are satisfied that the Company has adequate resources to continue in operation for the foreseeable future and that it is appropriate to prepare the financial statements on the going concern basis. Please see note 1 to the financial statements on page 31 for further information.

This Directors' report was approved by the Board on 26 March 2024 and signed by its order by;

**Sarah Wakeford**  
*Company Secretary*

# Statement of Directors' Responsibilities in Respect of the Financial Statements

---

The Directors are responsible for preparing the Annual Report and Accounts 2023 and the financial statements in accordance with applicable law and regulation.

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the financial statements in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

Under company law, 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 the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable international accounting standards in conformity with the requirements of the Companies Act 2006 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also 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.

The Directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Directors' confirmations

In the case of each Director in office at the date the Directors' report is approved:

- so far as the Director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

# Independent Auditor's Report to the members of Logistics Development Group plc

---

## Opinion

We have audited the financial statements of Logistics Development Group plc (the "Company") for the year ended 30 November 2023 which comprise the Company Statement of Comprehensive Income, the Company Statement of Financial Position, the Company Statement of Changes in Equity, the Company Cash Flow Statement, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and UK adopted international accounting standards ("IFRS").

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 November 2023 and of the Company's loss for the year then ended;
- have been properly prepared in accordance with UK adopted international accounting standards; and
- 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 as applied to listed entities, 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.

## An overview of the scope of our audit

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered areas where subjective judgement was exercised by the directors, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. We also assessed the risk of management override of controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud. We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole, taking into account the accounting processes and controls, and the sector operated in. We have performed a full scope statutory audit on the Company. We communicated with the board of directors our planned audit work via our audit planning report and our audit planning call.

We communicated audit progress with the directors through interim progress calls. We have communicated all significant areas of our audit work with the board of directors at the completion call, and through the issue of our audit findings report for review during this call.

# Independent Auditor's Report to the members of Logistics Development Group plc

continued

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
<p><b>Valuation of investments</b></p> <p>Investments in the Company at year-end totalled £55.392m</p> <p>Investments of £31.9m was made by the Company into Fixtaia Limited ("Fixtaia") in the year ended 30 November 2023 in exchange for 319.10 shares to facilitate the acquisition of shares in the following undertakings.</p> <p>Using the funds from the Company, Fixtaia purchased shares in Alliance Pharma plc ("Alliance"), The Mission Group plc ("Mission") and Trifast plc ("Trifast"), listed entities. These additions were made alongside the investments held in Finsbury Foods Group plc ("Finsbury"), with this holding increased to 14,160,365 shares in the year, before subsequently being de-listed pre-year-end.</p> <p>The investments held in listed entities at the year-end are not considered to be complex with regards to the valuation approach taken by management, as the amounts at the year-end could be agreed to active quoted prices.</p> <p>At 30 November 2023, the investments within Fixtaia include investments in two unlisted entities.</p> <p>The funds from the loan provided from Fixtaia to Synsion Topco Limited ("Synsion") in the prior year of 18.5m were used to acquire investments in shares of Synsion in February 2023, with 4.1m being returned to Fixtaia. A subsequent investment was made in June 2023 in Synsion bringing the total holding to 1,039,419,772 shares representing a holding of 11.1%. The value of this investment has been derived from an underlying listed entity, SQLI, S.A. (ENXTPA: SQT) ("SQLI").</p>	<p>We obtained management's assessment for the accounting for the investments held at the reporting date. Whilst material, we noted that the listed investments were not subject to any judgement and therefore the valuation is not considered to be complex.</p> <p>We examined the Company's additional financial contributions to Fixtaia, ensuring alignment with supporting documents and conducting substantive tests on the balances contributing to the net asset value of the investee entity. This involved challenging the assessment that all balances within the Fixtaia balance sheet represented their fair values at the financial reporting date.</p> <p>Our procedures entailed detailed challenge of the methodologies and calculations employed by management to ascertain the fair value and the resulting effects on profit and loss stemming from these investments. We recalculated expected balances at year-end and scrutinised the management's rationale behind their valuation decisions to consider the appropriateness of the accounting treatments applied, ensuring no more suitable alternatives were overlooked. Our focus on the judgements made by management was on the unlisted investments due to the subjectivity in the valuation approaches.</p> <p>We assessed the valuation technique applied to the Synsion investment, a significant constituent of Fixtaia's net assets, by engaging our own internal expert to consider the reasonableness of this approach. We obtained supporting documentation for all key inputs in the valuation and challenged management on the treatment of fair value at acquisition and at the year end. We obtained documentation for the pass-through entities for any evidence of material balances being excluded from the valuation. We obtained management's memorandum on the valuation of the Frisbee at the measurement date with reference to the requirements of IFRS 13 – Fair Value. We challenged management on their assessment of the level of inputs and obtained management commentary on how their assessment met the requirements. We obtained and critically assessed the discounted cashflow provided by engaging our internal expert, to assess any impact of the model on the valuation used by management.</p>

Key Audit Matter	How our scope addressed this matter
<p>The other unlisted investment relates to the holding in Frisbee Topco Limited (“Frisbee”), whereby Fixtaia holds 14,160,365 shares at the year-end. Finsbury ceased to be a listed entity, following a de-listing of its shares before the year-end as a result of a share acquisition funded by DBay Advisors Limited (“DBay”), with the Company holding a minority interest through Fixtaia. This share acquisition was funded through Frisbee Bidco Limited (“Bidco”) which is a wholly owned subsidiary of Frisbee Topco Limited (“Frisbee”) of which the investment from Fixtaia in Finsbury was transferred as a result of the share acquisition. The valuation of this investment is underpinned by the offer price of the take-private acquisition of Finsbury which completed in November 2023.</p> <p>Accounting for an interest in a legal entity requires management’s use of judgement.</p> <p>There is a heightened risk that the Company’s investments, which are held at fair value, of £55.392m at 30 November 2023 are not measured appropriately in accordance with the applicable financial reporting standards. The risk is particularly pertinent to the investments in unlisted undertakings as these requires greater judgement from management in the application of the valuation approach as per IFRS 13, due the absence of observable market values as at the year-end date.</p>	<p>We obtained and critically assessed management’s assessment of the application of IFRS 13 in relation to the unlisted investments. We corroborated this assessment to our own understanding and compared the judgements made by management to the specific IFRS requirements around fair value and valuation approaches taken. We also engaged our own internal expert to consider the reasonableness of management’s approach.</p> <p>Our challenge of the year-end balance involved a recalculation of the gains within Fixtaia from the external investments as well as the overall loss recognised in the Company accounts from the investment in Fixtaia.</p> <p>We verified the percentage ownership of all holdings via review of external documentation to ensure that management had appropriately applied the requirements of IAS 28 Investments in Associates and Joint Ventures. We have also considered management’s application of IFRS 10 with regards to accounting for the investment in Fixtaia. We found that treatment of the investments in the financial statements to be appropriate and in line with the applicable financial reporting framework.</p>

## Our application of materiality

We apply the concept of materiality both in planning and performing our audit, in evaluating the effect of misstatements and in forming an opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements, or related disclosures, that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we used to determine the extent of testing needed, to reduce to an appropriately low level the risk that the aggregate of uncorrected and undetected misstatement exceeds materiality for the financial statements as a whole.

Materiality for the Company financial statements was set at £1,500,000. This was determined with reference to approximately 1.5% of the gross assets of the Company. This was selected as an appropriate measure of materiality on the basis that the Company is an investment company.

On the basis of our risk assessment and review of the control environment, performance materiality was set at 75% of materiality, being £1,125,000.

The reporting threshold to the board of directors was set as 5% of materiality, being £85,000. If in our opinion differences below this level warranted reporting on qualitative grounds, these would also be reported.



# Independent Auditor's Report to the members of Logistics Development Group plc

---

continued

## 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.

Our audit procedures to evaluate the directors' assessment of the Company's ability to continue to adopt the going concern basis of accounting included, but were not limited to:

- Undertaking an initial assessment at the planning stage of the audit to identify events or conditions that may cast significant doubt on the Company's ability to continue as a going concern;
- Evaluating the methodology used by the directors to assess the Company's ability to continue as a going concern;
- Reviewing the directors' going concern assessment and evaluating the key assumptions used and judgements applied to the cashflow produced;
- Performing sensitivities on management's cashflow forecast to undertake the extent of any changes to assumptions on the position of the Company;
- Verifying bank statements prior to the signing of the financial statements for any evidence of significant cash reduction post year-end which could significantly impact the cashflow forecast;
- Verifying further investments made post year-end and prior to signing of the financial statements.

## Other information

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

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

We have nothing to report in this regard.

## Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the strategic report and the directors' report for the financial 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.

## 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 by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns; or

- 
- certain disclosures of directors' remuneration specified by law are not made; or
  - we have not received all the information and explanations we require for our audit.

## Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 20, 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

## Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for the company and investing regulations and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements.

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls) and determined the principal risks. Audit procedures performed by the engagement team included:

- Inspecting correspondence with regulators and tax authorities;
- Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Identifying and testing accounting journal entries, in particular those journal entries which exhibited the characteristics we had identified as possible indicators of irregularities; and
- Challenging assumptions and judgements made by management in their critical accounting estimates

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission, or misrepresentation.

# Independent Auditor's Report to the members of Logistics Development Group plc

---

continued

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](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.

**Ian Cliffe (Senior Statutory Auditor)**  
**For and on behalf of Haysmacintyre LLP,**  
**Statutory Auditors**

10 Queen Street Place  
London  
EC4R 1AG

Date: 26 March 2024

# Company Statement of Comprehensive Income

for the year ended 30 November 2023

	Note	Year ended 30 November 2023 £'000	Year ended 30 November 2022 £'000
(Loss)/gain on investments measured at fair value through profit or loss –	10	(10,856)	1,993
Interest income	4	1,317	–
Other (loss)/income	13	(173)	173
<b>Net finance (cost)/income</b>		<b>(9,712)</b>	<b>2,166</b>
Administrative expenses		(974)	(1,017)
<b>Total administrative expenses</b>		<b>(974)</b>	<b>(1,017)</b>
<b>(Loss)/profit before tax</b>		<b>(10,686)</b>	<b>1,149</b>
Income tax credit	7	566	–
<b>(Loss)/profit and total comprehensive (loss)/income for the year</b>		<b>(10,120)</b>	<b>1,149</b>
<b>Earnings per share</b>			
Basic	9	(1.8p)	0.2p
Diluted	9	(1.8p)	0.2p

The accompanying notes form part of the financial statements.

# Company Statement of Financial Position

as at 30 November 2023

	Note	30 November 2023 £'000	30 November 2022 £'000
<b>Assets</b>			
<b>Non-current assets</b>			
Investments at fair value through profit or loss	10	55,392	34,338
		55,392	34,338
<b>Current assets</b>			
Other receivables	11	297	179
Deferred tax asset	7	566	–
Cash and cash equivalents	11	42,644	79,064
Amounts owed from related undertakings		–	173
		43,507	79,416
<b>Total assets</b>		<b>98,899</b>	<b>113,754</b>
<b>Current liabilities</b>			
Amounts owed to Company and related undertakings	11	(35)	(652)
Other payables	11	(351)	(404)
		(386)	(1,056)
<b>Total liabilities</b>		<b>(386)</b>	<b>(1,056)</b>
<b>Net assets</b>		<b>98,513</b>	<b>112,698</b>
<b>Equity</b>			
Called up share capital	12	5,331	5,618
Own shares	12	–	(11)
Retained earnings	12	93,182	107,091
<b>Total shareholders' funds</b>		<b>98,513</b>	<b>112,698</b>

The Company Financial Statements on pages 27 to 39 were approved by the Board of Directors on 26 March 2024 and were signed on its behalf by:

**Adrian Collins**

*Director*

26 March 2024

**Company number 08922456**

The accompanying notes form part of the financial statements.

# Company Statement of Changes in Equity

for the year ended 30 November 2023

	Share capital £'000	Share premium £'000	Own shares £'000	Retained earnings £'000	Total £'000
Balance at 1 December 2021	7,022	157,476	(857)	(29,697)	133,944
Profit for the year	–	–	–	1,149	1,149
Share premium reduction	–	(157,476)	–	–	(157,476)
Transfer to retained earnings	–	–	–	157,476	157,476
Share repurchase (note 12)	(1,404)	–	–	(21,046)	(22,450)
Disposal/cancellation of own shares (note 12)	–	–	846	(791)	55
<b>Balance at 30 November 2022</b>	<b>5,618</b>	<b>–</b>	<b>(11)</b>	<b>107,091</b>	<b>112,698</b>
Loss for the year	–	–	–	(10,120)	(10,120)
Disposal/cancellation of own shares (note 12)	–	–	11	6	17
Share repurchase (note 12)	(287)	–	–	(3,795)	(4,082)
<b>Balance at 30 November 2023</b>	<b>5,331</b>	<b>–</b>	<b>–</b>	<b>93,182</b>	<b>98,513</b>

The accompanying notes form part of the financial statements.

# Company Cash Flow Statement

for the year ended 30 November 2023

	Note	Year ended 30 November 2023 £'000	Year ended 30 November 2022 £'000
<b>Cash flows from operating activities</b>			
(Loss)/profit for the year		(10,120)	1,149
<b>Adjustments for:</b>			
Loss/(gain) on investments measured at fair value through profit or loss – net	10	10,856	(1,993)
Interest income		(1,317)	–
Income tax credit	7	(566)	–
<b>Changes in:</b>			
Increase in other receivables	11	(118)	(65)
(Decrease)/increase in other payables	11	(53)	114
<b>Net outflow from operating activities</b>		<b>(1,318)</b>	<b>(795)</b>
<b>Cash flows from investing activities</b>			
Dividends received	10	–	2,873
Purchase of investment	10	(31,910)	(33,000)
Amounts owed from related undertakings	11	173	(173)
Amounts owed to subsidiary	11	(617)	652
<b>Net cash outflow from investing activities</b>		<b>(32,354)</b>	<b>(29,648)</b>
<b>Cash flows from financing activities</b>			
Share repurchase	12	(4,082)	(22,450)
Disposal/cancellation of own shares	12	17	55
Interest income		1,317	–
<b>Net cash outflow from financing activities</b>		<b>(2,748)</b>	<b>(22,395)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(36,420)</b>	<b>(52,838)</b>
Cash and cash equivalents at the start of the financial year		79,064	131,902
<b>Cash and cash equivalents at the end of the financial year</b>		<b>42,644</b>	<b>79,064</b>

The accompanying notes form part of the financial statements.

# Notes to the Company Financial Statements

for the year ended 30 November 2023

## 1. Basis of accounting

Logistics Development Group plc (the "Company") is a public company limited by shares and incorporated and domiciled in England, United Kingdom. Its registered address is 4th Floor, 3 More London Riverside, London, SE1 2AQ.

### Basis of preparation

The Financial Statements were prepared in accordance with UK - adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006 ("IFRS").

The Financial Statements are presented in pounds sterling, rounded to the nearest thousand, unless otherwise stated.

As at 30 November 2023, the Company has one subsidiary. As the Company is defined under IFRS10 as an Investment Entity, consolidation exemption allows the measuring of controlling interests in another entity at fair value through profit and loss.

The Financial Statements present Company only information for the current and comparative periods.

The Financial Statements were prepared under the historical cost convention, except for financial assets recognised at fair value through profit or loss, which have been measured at fair value. The Company is not registered for VAT and therefore all expenses are recorded inclusive of VAT.

### Going concern

The Directors have a reasonable expectation that the Company has sufficient resources to continue in operation for the foreseeable future, a period of at least 12 months from the date of this report. The Directors have prepared a cash flow forecast for a period of 12 months to April 2025 which indicates that available funds significantly exceed anticipated expenditure. Consequently, the Directors of the Company continue to adopt the going concern basis of accounting in preparing the annual financial statements.

## 2. Significant accounting policies

(a) **Fair value measurement** – the fair value measurement of the Company's investments utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs; and
- Level 3: Unobservable inputs (i.e. not derived from market data and may include using multiples of trading results or information from recent transactions).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

(b) **Financial instruments**

- Financial assets – other receivables and amounts owed to related undertakings. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, such assets are measured at amortised cost using the effective interest method, less any impairment losses.
- Cash and cash equivalents – in the Statement of Financial Position, cash includes cash and cash equivalents excluding bank overdrafts. No expected credit loss provision is held against cash and cash equivalents as the expected credit loss is negligible.



# Notes to the Consolidated Financial Statements

continued

## 2. Significant accounting policies continued

- Financial liabilities – other payables and amounts owed to related undertakings. Such liabilities are initially recognised on the date that the Company becomes party to contractual provisions of the instrument. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire. Such financial liabilities are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.
- Share capital – Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.
- (c) **Exceptional items** – items that are material in size or nature and non-recurring are presented as exceptional items in the Statement of Comprehensive Income. The Directors are of the opinion that the separate recording of exceptional items provides helpful information about the Company's underlying business performance. Events which may give rise to the classification of items as exceptional include restructuring of business units and the associated legal and employee costs, costs associated with business acquisitions, impairments and other significant gains or losses.
- (d) **Alternative performance measures (APMs)** – APMs, such as underlying results, are used in the day-to-day management of the Company, and represent statutory measures adjusted for items which, in the Directors' view, could influence the understanding of comparability and performance of the Company year on year. These items include non-recurring exceptional items and other material unusual items.
- (e) **Tax** – tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income. Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.
- (f) **Operating segments** – the Company has a single operating segment on a continuing basis, namely investment in a portfolio of assets.
- (g) **Fund raise costs** – transaction costs incurred in anticipation of an issuance of equity instruments are recorded as a deduction from the retained earnings reserve in accordance with IAS 32 and the Companies Act 2006.
- (h) **Own shares reserve (Own Shares)** – transfer of shares from the trust to employees is treated as a realised loss and recognised as a deduction from the retained earnings.
- (i) **Employee Benefit Trust** – The cost of the Company's shares held by the Employee Benefit Trust (EBT) is deducted from equity in the Company balance sheet under the heading own shares. Any cash received by the EBT on disposal of the shares it holds is also recognised directly in equity. Other assets and liabilities of the EBT (including borrowings) are recognised as assets and liabilities of the Company.

### New and amended IFRS Accounting Standards that are effective for the current year

In the current year, the Company has early applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IAS 1: Classifications of Liabilities as Current or Non-Current (effective for periods commencing on or after 1 January 2023);
- IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies (effective for periods commencing on or after 1 January 2023);
- IAS 8: Definition of Accounting Estimates (effective for periods commencing on or after 1 January 2023); and
- IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (effective for periods commencing on or after 1 January 2023).

---

### **New and revised IFRS accounting standards in issue but not yet effective**

Certain standards, amendments to, and interpretations of, published standards have been published that are mandatory for the Company's accounting years beginning on or after 1 January 2024 or later years and which the Company has decided not to adopt early:

- IFRS 7 and IAS 7: Supplier Finance Arrangements (effective for periods commencing on or after 1 January 2024);
- IAS 1: Non-current liabilities with covenants (effective for periods commencing on or after 1 January 2024);

None of the above listed changes are anticipated to have a material impact on the Company's financial statements.

### **Critical judgements in applying the Company's accounting policies**

In applying the Company's accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below) and have been identified as being particularly complex or involve subjective assessments.

(i) Measurement of the investments –during the year, the Company measured its investment in Fixtaia at fair value through profit and loss.

The strategy of the Company as an Investing Company is to generate value through holding investments for the short to medium term. Therefore, the Directors believe that the fair value method of accounting for the investment is in line with the strategy of the Company.

If the Company was not an Investing Company, the investments in Fixtaia would have been accounted for as a subsidiary undertaking in consolidated financial statements.

(ii) Fair value of the investments – the Directors have recorded the current year investment in Fixtaia at fair value. All investments have, to date, for structuring purposes been held by Fixtaia. The fair value at the end of the period has been calculated on the basis of the net assets of Fixtaia. The net assets of Fixtaia mainly consist of investments in listed entities, together with 2 private companies and cash/cash equivalents. The listed investments are carried at the quoted price as at 30 November 2023.

(iii) Given the take private transaction of Finsbury Food Group Plc ("Finsbury") has completed very close to the year-end of the Company, 16 November 2023 and all shareholders (including the Company's interest, via its subsidiary Fixtaia) have rolled their shares at the same take-private price, the directors have concluded that the take-private valuation of 110p per Finsbury share should be retained at 30 November 2023 for Frisbee Topco Limited.

The Directors believe that this valuation approach represents the price the Company would expect to receive in an orderly transaction between market participants.

### **Key sources of estimation in applying the Company's accounting policies**

The Directors believe that there are no key assumptions concerning the future. Estimates utilised in preparing its financial statements are reasonable and prudent, however, actual results could differ from these estimates. The most significant estimates and judgements that are required to be made are in respect of the valuation of investments for which no reliable market price is available (see note 10).

# Notes to the Consolidated Financial Statements

continued

## 3. Alternative performance measures reconciliations

Alternative performance measures (APMs), such as underlying results, are used in the day-to-day management of the Company, and represent statutory measures adjusted for items which, in the Directors' view, could influence the understanding of comparability and performance of the Company year on year. The reconciliation of APMs to the reported results is detailed below:

	2023 £'000	2022 £'000
(Loss)/profit before interest and tax	(10,120)	1,149
Less: Interest income	(1,317)	–
Less: Income tax credit	(566)	–
<b>Underlying EBIT</b>	<b>(12,003)</b>	<b>1,149</b>

  

	2023 (in thousands)	2022 (in thousands)
Weighted average number of Ordinary Shares – Basic	552,189	606,921
Weighted average number of Ordinary Shares – Diluted	552,189	606,921
<b>Underlying Basic (loss)/earnings per share for total operations</b>	<b>(2.3p)</b>	0.2p
<b>Underlying Diluted (loss)/earnings per share for total operations</b>	<b>(2.3p)</b>	0.2p

## 4. Interest Income

During the year, the Company opened a deposit account with Investec Bank plc. Interest earned during 2023 amounted to £1,317k, with £133k of this receivable at the year end.

## 5. Employees and Directors

Staff costs and the average number of persons (including Directors) employed by the Company during the year are detailed below:

	2023 £'000	2022 £'000
<b>Staff and Director costs for the Company during the year</b>		
Wages and salaries	287	276
Social security costs	23	22
	<b>310</b>	298
<b>Average monthly number of employees and Directors</b>		
Employees and Directors	4	4

A summary of Directors' remuneration (key management personnel) is detailed below:

	2023 £'000	2022 £'000
Emoluments, bonus and benefits in kind	287	276
<b>Total Directors' remuneration</b>	<b>287</b>	276

Remuneration of the highest paid Director is detailed below:

	2023 £'000	2022 £'000
Emoluments, bonus and benefits in kind	96	96

## 6. Audit fees

During the year, the Company obtained the following services from the Company's auditors, the costs of which (inclusive of VAT as the Company is not registered for VAT) are detailed below:

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
Fees payable for the audit of the Company's annual financial statements	<b>82</b>	66
Audit-related assurance services	–	–
<b>Total fees payable to Company's auditors</b>	<b>82</b>	66

## 7. Income tax credit

In the prior year the Company did not recognise a deferred income tax charge or credit as the Directors did not consider there was sufficient certainty over its recovery. During 2023 the Company has held cash on deposit resulting in significant income received. In 2023, the deferred tax asset of £566k (2022: £578k) is recognised.

The income tax credit for the year included in the statement of comprehensive income can be reconciled to loss before tax multiplied by the standard rate of tax as follows:

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
(Loss)/profit before tax	<b>(10,686)</b>	1,149
Expected tax (credit)/charge based on an effective corporation tax rate of 23.01% (2022: 19%)	<b>(2,459)</b>	218
Effect of expenses not deductible in determining taxable profit	<b>2,516</b>	52
Effect of income not taxable in determining taxable profit	<b>(45)</b>	(378)
Movement of tax losses for which no deferred tax asset has been recognised	<b>(578)</b>	108
<b>Income tax credit</b>	<b>(566)</b>	–

The current effective UK corporation tax main rate for the financial year is 23.01%. The UK corporation tax main rate was 19% until 31 March 2023 and on 1 April 2023 it increased to 25%. From 1 April 2023, there was an introduction of a small profits rate of 19% for companies with profits under £50k.

## 8. Dividends

At the date of approving these Financial Statements, no final dividend has been approved or recommended by the Directors (2022: £Nil).

## 9. Earnings per share

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the 12 months to the period end.

Diluted earnings per share amounts are calculated by dividing the profit attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the potentially dilutive instruments into ordinary shares. The Company has no dilutive instruments to be included in the calculation.

# Notes to the Consolidated Financial Statements

continued

## 9. Earnings per share continued

	2023 £'000	2022 £'000
(Loss)/profit attributed to equity shareholders	<b>(10,120)</b>	1,149
	2023 (in thousands)	2022 (in thousands)
Weighted average number of Ordinary Shares – Basic	<b>552,189</b>	606,921
Weighted average number of Ordinary Shares – Diluted	<b>552,189</b>	606,921
Basic (loss)/earnings per share for total operations	<b>(1.8p)</b>	0.2p
Diluted (loss)/earnings per share for total operations	<b>(1.8p)</b>	0.2p

## 10. Investments at fair value through profit or loss

	At 1 December 2022 £'000	Additions during the year 2023 £'000	Change in fair value 2023 £'000	Dividends 2023 £'000	Total investments 2023 £'000	Fair value level
Fixtaia Limited	34,338	31,910	(10,856)	–	<b>55,392</b>	3
	At 1 December 2021 £'000	Additions during the year 2022 £'000	Change in fair value 2022 £'000	Dividends 2022 £'000	Total investments 2022 £'000	Fair value level 2022
Marcelos Limited	2,218	–	655	(2,873)	–	3
Fixtaia Limited	–	33,000	1,338	–	<b>34,338</b>	3
<b>Total</b>	2,218	33,000	1,993	(2,873)	<b>34,338</b>	

Fixtaia is the subsidiary vehicle where all investment transactions are executed and held.

During the current year, the Company received 319.10 shares in Fixtaia for cash consideration of £31.9m. The number of shares held in Fixtaia at 30 November 2023 was 650.10 (2022: 331). As at 30 November 2023, the investment in Fixtaia was revalued to £55.4m as per the net asset value of Fixtaia, resulting in a net revaluation loss of £10.9m through profit or loss.

The Company's accounting policy on fair value measurement is disclosed in note 2. The investment is categorised at Level 3 as there is no market activity on the date of measurement as they are a private company. Fixtaia is held at NAV.

During the year, Fixtaia's investment in Finsbury was re-categorised from a Level 1 investment to a Level 3, due to the de-listing of Finsbury.

Fixtaia holds a portfolio of listed and private assets. The listed assets are categorised as Level 1 and the private assets are categorised as Level 2/3 depending on the inputs used.

## 11. Financial assets and liabilities

	<b>2023</b>	<b>2022</b>
	<b>£'000</b>	<b>£'000</b>
<b>Financial assets at fair value through the profit or loss</b>		
Investments (see note 9)	55,392	34,338
<b>Financial assets at amortised cost</b>		
Amounts owed by related undertakings (see note 12)	–	173
Other receivables	297	179
<b>Total financial assets</b>	<b>55,689</b>	34,690
<b>Financial liabilities at amortised cost</b>		
Amounts owed to related undertakings (see note 12)	(35)	(652)
Other payables	(351)	(404)
<b>Total financial liabilities</b>	<b>(386)</b>	(1,056)
Cash and cash equivalents	42,644	79,064
<b>Net funds</b>	<b>42,644</b>	79,064

All financial assets and liabilities can be liquidated within one year. The fair value of those assets and liabilities approximates their book value.

Other receivables represent receivables, prepayments and accrued interest receivable. Other payables include accruals of £288k (2022: £295k).

The Company's overall risk management programme focuses on reducing financial risk as far as possible and therefore seeks to minimise potential adverse effects on the Company's financial performance. The policies and strategies for managing specific financial risks are summarised as follows:

### Market risk

Market price risk is the risk that the market price of a financial instrument will fluctuate due to changes in factors specific to the security or its issuer. This market risk comprises three elements – currency risk, interest rate risk and other price risk.

If the market value of the Company's investments increased/decreased in value by 10% as at 30 November 2023 the effect on the investment portfolio would have been an increase/decrease of £5,539k.

### Currency risk

The Company holds one investment, via its subsidiary Fixtaia, denominated in a currency other than Sterling (GBP). Consequently, the Company is exposed to currency risk as the value of the investment denominated in Euro's will fluctuate due to the change in the exchange rate. The Company does not currently engage in currency hedging activities. The Company's cash is held in GBP.

### Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect the level of income receivable on cash deposits. The Company's interest bearing assets are cash at Royal Bank of Scotland and cash on deposit at Investec Bank Plc ("Investec"). The Company would be significantly affected by changes in interest rates on cash held on deposit with Investec. Interest rate movements may affect the fair value of investments in fixed interest and equity securities.

### Liquidity risk

The Company finances its operations by equity. The Company undertakes short-term cash forecasting to monitor its expected cash flows against its cash availability. The Company also undertakes longer-term cash forecasting to monitor its expected funding requirements in order to meet its current business plan.

# Notes to the Consolidated Financial Statements

continued

## 11. Financial assets and liabilities continued

### Credit risk

The Company's principal exposure to credit risk is in the amounts owed by related undertakings, at 30 November 2023 £35k owed to DBAY Advisors Limited.

### Capital management

Capital comprises share capital of £5.3m (2022: £5.6m).

## 12. Capital and reserves

	No of shares '000	Called up share capital £'000
Ordinary shares of 1p each in issue at 30 November 2022	561,765	5,618
<b>Ordinary shares of 1p each in issue at 30 November 2023</b>	<b>533,087</b>	<b>5,331</b>

All ordinary shares in issue referred to in the table above were authorised and are fully paid.

### Share repurchase

Between April 2023 and November 2023, the Company repurchased a total of 28,678,158 of its shares from shareholders at a cost of £4.1m and these were subsequently cancelled, resulting in share capital of £5.3m at 30 November 2023. The shares were purchased for a premium, and transaction costs were incurred. Resulting in a reduction of retained earnings of £3.8m.

### Own shares

Included in prior year total number of ordinary shares outstanding were 6,708 ordinary shares held by the Company's employee benefit trust. The ordinary shares held by the trustee of the Company's employee benefit trust pursuant to the SIP were treated as Own shares in the Company's Balance Sheet in accordance with IAS 32. At 30 November 2022, the 6,708 shares were held at a cost of £1.60 per share.

On 20 February 2023, the entire balance of own shares, 6,708 shares, was disposed of for £1k. Thereafter, a residual cash balance on the SIP account of £16k was transferred to the Company. Overall, a gain of £6k was recognised in retained earnings.

## 13. Related party transactions

	Transactions with related parties		Amounts owed by related parties		Amounts owed to related parties	
	2023 £'000	2022 £'000	2023 £'000	2022 £'000	2023 £'000	2022 £'000
<b>Related party</b>						
DBAY Advisors Limited	(208)	161	–	173	(35)	–
	Transactions with group undertakings		Amounts owed by group undertakings		Amounts owed to group undertakings	
	2023 £'000	2022 £'000	2023 £'000	2022 £'000	2023 £'000	2022 £'000
<b>Group undertaking</b>						
Fixtaia Limited	–	–	–	–	–	(652)

During the prior year, the Company generated income from related party DBAY Advisors Limited in the form of a monitoring fee, related to its investment in Fixtaia of £173k. This amount was outstanding as at 30 November 2022. On 30 March 2023, the Investment Management Agreement was updated to provide for a change in investing policy. On 30 March 2023, the balance receivable from DBAY Advisors Limited of £173k was written off. The monitoring fee is now recognised directly between Fixtaia and DBAY Advisors Limited.

---

During the year, DBAY Advisors Limited paid for expenses of £35k (2022: £12k) on the behalf of the Company. This amount of £35k remains outstanding at 30 November 2023 (2022: £nil).

The amount owed to Fixtaia as at 30 November 2022 of £652k represents the outstanding consideration payable for the Company's investment in Fixtaia. This balance of £652k was settled with Fixtaia in January 2023.

During the year, Fixtaia accrued performance fees of £694k (2022: £352k). No performance fees were paid during the year and the balance outstanding at 30 November 2023 was £889k (2022: £195k).

The Company did not enter into any other related party transactions.

#### **14. Capital commitments**

At 30 November 2023, the Company had no commitments (2022: £Nil).

#### **15. Contingent liabilities**

At 30 November 2023, the Company had no contingent liabilities (2022: £Nil).

#### **16. Subsequent events**

On 19 December 2023, the Company sold its entire investment holding in Trifast for £3.1m, realising a gain of £430k.

On 9 February 2024, the Company subscribed for £10.0m fixed rate unsecured 15.0% series A loan notes and payment in kind (PIK) notes issued by The Power of Talent Midco Limited ("Midco"), to be redeemed no later than 9 February 2027. Midco is a special purpose company that ultimately owns the operating companies in Nash Squared Group.

As at 25 March 2024, being the latest practicable date prior to the approval of these financial statements, as part of the Second Buyback 35,825,529 shares have now been repurchased, for an aggregate consideration of £4,929,393.57 all of which will be cancelled. The buyback will not be renewed at the AGM due to be held on 9 May 2024.



# Glossary

---

<b>Term</b>	<b>Definition</b>
<b>Accounts</b>	The financial statements of the Company
<b>Admission</b>	The admission of the issued ordinary shares in the Company admitted to trading on AIM that became effective on 31 December 2020
<b>AGM</b>	Annual general meeting of the Company
<b>AIM</b>	Alternative Investment Market of the London Stock Exchange
<b>AIM Rules</b>	The AIM Rules for Companies published by the London Stock Exchange from time to time (including, without limitation, any guidance notes or statements of practice) which govern the rules and responsibilities of companies whose shares are admitted to trading on AIM
<b>AIM Investing Company</b>	An Investing Company as defined by the AIM rules
<b>APMs</b>	Alternative Performance Measures
<b>Board</b>	The Board of Directors of the Company
<b>Company or LDG</b>	Logistics Development Group plc, a public limited company incorporated in England and Wales with registered number 08922456
<b>DBAY</b>	DBAY Advisors Limited and/or any fund(s) or entity(ies) managed or controlled by DBAY Advisors Limited as appropriate in the relevant context
<b>Directors</b>	The Directors of the Company as at the date of this document, as identified on page 9
<b>EPS</b>	Earnings per share
<b>Fixtaia</b>	Fixtaia Limited, a company incorporated in Jersey (company no. 140806). Fixtaia is the subsidiary investment vehicle. All investments are executed and held in Fixtaia. Registered office is at 2nd Floor, Gaspé House, 66-72 Esplanade, St. Helier, JE1 1GH, Jersey
<b>FY22</b>	Financial Year ended 30 November 2022
<b>FY23</b>	Financial Year ended 30 November 2023
<b>HY23</b>	Six-month period ended 31 May 2023
<b>IAS</b>	International Accounting Standards
<b>IFRS</b>	International Financial Reporting Standards
<b>Investment Management Agreement</b>	An investment management agreement entered into between the Company and DBAY, pursuant to which DBAY has been appointed as the Company's Investment Manager
<b>Investing Policy</b>	The Company's investing policy more particularly set out on pages 5 and 6

---

<b>Term</b>	<b>Definition</b>
<b>Marcelos</b>	Marcelos Limited, a company incorporated on the Isle of Man (company no. 016829v), whose registered office is at First Names House, Victoria Road, Douglas, Isle of Man, IM2 4DF
<b>Ordinary Shares/Shares</b>	Ordinary shares of £0.01 each in the capital of the Company
<b>QCA</b>	Quoted Companies Alliance
<b>QCA Governance Code</b>	QCA Corporate Governance Code for Small and Mid-Size Quoted Companies published by the QCA
<b>SIP</b>	Share Incentive Plan

# Advisors

---

## **Registrars for Logistics Development Group plc**

Link Group  
Central Square  
29 Wellington Street  
Leeds  
LS1 4DL

## **Nomad**

Strand Hanson Limited  
26 Mount Row  
London  
W1K 3SQ

## **Broker**

Investec plc  
30 Gresham Street  
London  
EC2V 7QP

## **Independent Auditors**

Haysmacintyre LLP  
10 Queen St Place  
London  
EC4R 1AG

## **Solicitors**

Fladgate LLP  
16 Great Queen Street  
London  
WC2B 5DG

## **Public Relations**

FTI Consulting  
200 Aldersgate Street  
London  
EC1A 4HD

