

REPORT AND ACCOUNTS 2023





Executive Directors

Sir Gerald Ronson CBE (Chairman)
Mr G N Taylor (Managing Director)
Ms M Levett (Retail Director)
Mr M Mentesh (Morrisons Daily Director)
Mr N J Lowe (Operations Director)
Ms T A Moloney (Finance Director)
Mr T E Cookson (Fuels & I.T. Director)

Non-Executive Directors

Mr A I Goldman (Deputy Chairman)
Mr A R Bloom
Mr A Wagerman
Dame Gail Ronson
Ms L D Althasen
Mr M S Zilkha
Ms N J Ronson Allalouf

Company Number
9129964

Registered Office
Acre House, 11/15 William Road,
London NW1 3ER

Auditors

PricewaterhouseCoopers LLP
40 Clarendon Road, Watford,
Hertfordshire WD17 1JJ

Banks

Barclays Bank Plc
1 Churchill Place, London E14 5HP

National Westminster Bank Plc (NatWest)
250 Bishopsgate, London EC2M 4AA



CONTENTS

RONTEC ROADSIDE RETAIL

04	Site Overview	06	Chairman's Statement
08	Strategic Report	12	S172 Statement
16	Directors	18	Directors' Report
20	Fuel Partners	22	Retail Partners
24	Food Service Partners	26	Valeting
28	Other Services	30	Our 2023 Charity Partners

FINANCIAL STATEMENTS

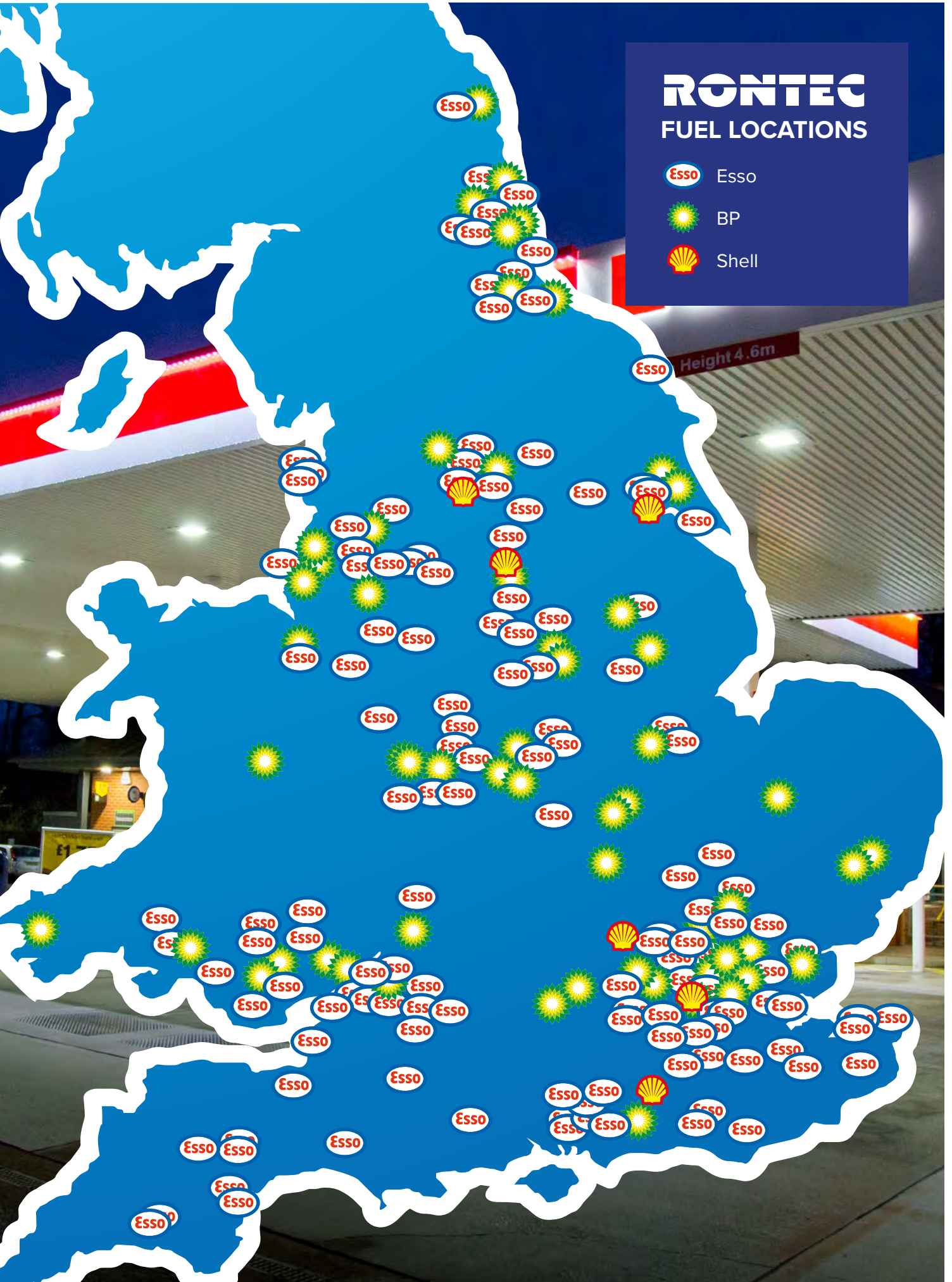
34	Independent Auditors' Report	37	Group Profit and Loss Account
38	Group Statement of Comprehensive Income	39	Group Balance Sheet
40	Company Balance Sheet	41	Group Statement of Changes in Equity
42	Company Statement of Changes in Equity	43	Group Statement of Cash Flows
44	Notes to the Financial Statements		



SITE OVERVIEW

14	London	31	Yorkshire and the Humber
20	East	19	Wales
52	South East	24	West Midlands
34	South West	22	North East
29	North West	20	East Midlands







“

It has been another successful year for the company with turnover, operating profits and net worth all increasing in difficult market trading conditions”

CHAIRMAN'S STATEMENT

It has been another successful year for the group with turnover, operating profits and net worth all increasing in difficult trading conditions. The solid financial foundations, resilience and market leading standards of operation, continue to place the group at the forefront of the industry.

The year has seen the challenges of higher energy costs and inflationary pressures continue, not just for the group, but for our customers. Despite these we have not only managed to grow revenues but increase profitability, whilst maintaining a strong hold on our cost base.

Our operating profit increased in the year by £5.1 million (6.4%) to £85.3 million. Net worth grew over the year by £45 million (4.4%) to £1.06 billion. Cash balances, including short term investments and net of bank debt, also grew and stood at £234 million. This strong position shows how resilient the group is and will enable us to expand the network when opportunities arise.

Our ongoing profitability allows us to invest into the group's assets and we continue our keen focus on reducing our energy usage and carbon emissions whilst investing in the green transition.

As well as ensuring our electricity contracts are all from renewable energy, our programme to convert our older refrigeration and air conditioning systems continues at pace and has now been completed at over 100 of our sites. Adding doors to our chillers and the introduction of modern equipment is driving down overall electricity usage by over 20%.

We are particularly encouraged by the initiative which we have now completed in partnership with Clearworld, where we have added building management systems and other energy efficient equipment to all of the sites in the network. This has decreased our on-site energy usage by a further 13% and has culminated in an award for the Best Energy Saving and CO2 Reduction Initiative, at the industry APEA awards.

Our commitment to continuing to make real tangible reductions in our energy use and CO2 emissions continues with further programmes throughout this coming year.

Despite the delay to the mandatory timeline for EV adoption to 2035, installation of EV chargers across the Rontec network remains a key part of our long-term strategy to be part of the energy transition. The group has begun its installation of Ultra Rapid EV chargers and now has £10 million of developments in progress with a clear rollout plan for the coming years. This will expand across the majority of our sites as part of a total investment of in excess of £100 million in this key pillar of the energy transition.

The speed of Ultra Rapid charging combined with the amenities at our sites makes for a strong proposition, and we believe that the quality of our convenience stores, food service offers and industry leading valeting facilities, will provide excellent hub locations as the transition to greener alternatives to fossil fuels continues.

The year has seen continued change and development in the network. As well as purchasing new locations we continue to develop New to Industry sites. The group is well placed to expand the network, and we continue to source quality sites and enhance our existing locations with knock down and rebuild projects as well as site extensions.

Our partnership with Morrisons Daily is now in its 7th year and has expanded to almost 100 sites. The strong price proposition, extensive range of value led promotions and access to their loyalty scheme, make the offer particularly appealing when our customers are experiencing cost of living pressures.

Our own Shop 'N Drive offer has also been adapting throughout the year with price reductions on major categories and extensive low-cost promotions, aiding customers during the challenging economic conditions.

Our food service offer has been enhanced with the addition of 25 Greggs locations following a successful introduction last year. The programme to introduce more Greggs locations to the network continues throughout the next 12 months, with a view to doubling the number of franchises. The group's food service team has also been expanded during the year and is now well placed to run the multiple food service franchises we now have. Revenues from our food service operation for this year are £14.2 million and we expect this to rise to £22.7 million in the coming 12 months.

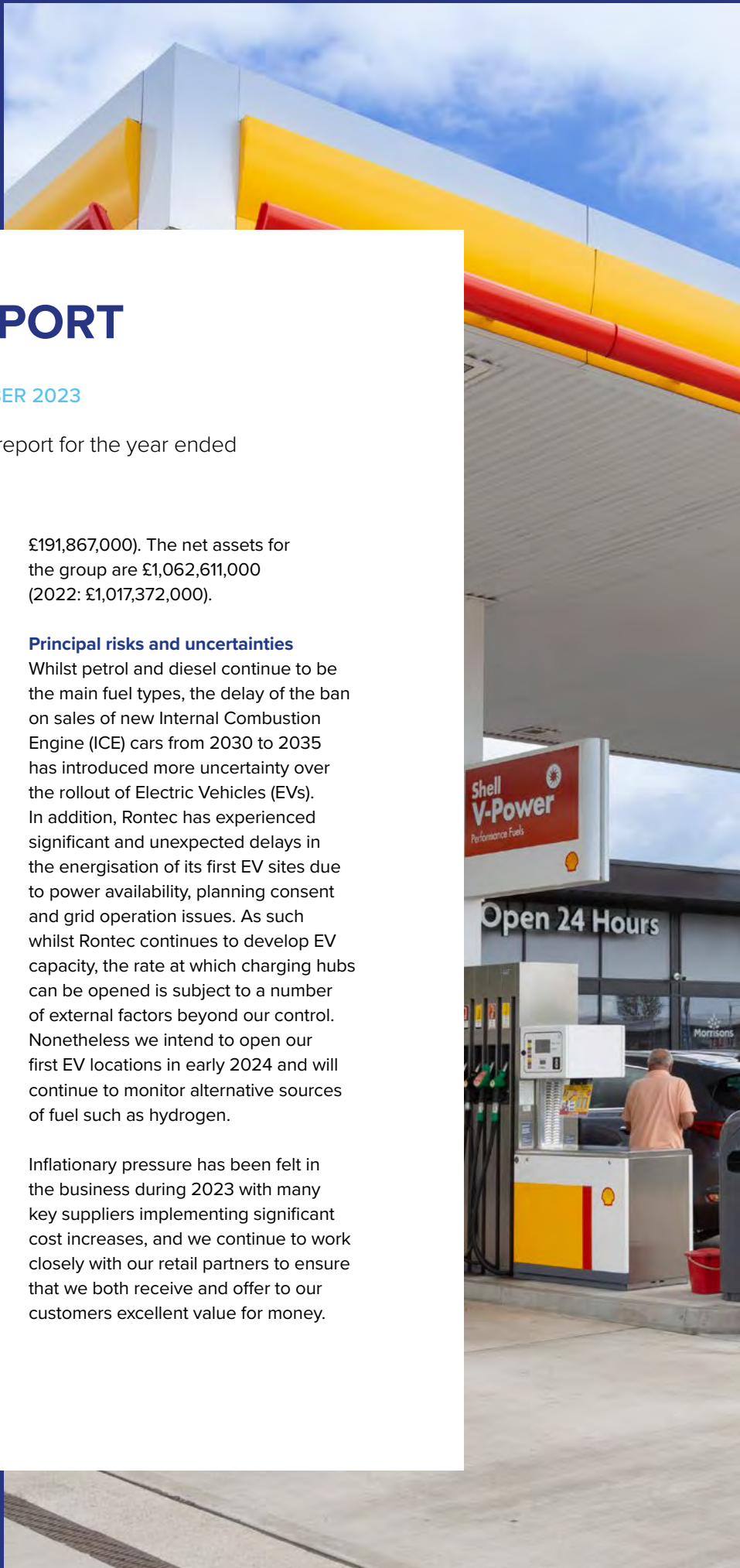
The adaptation of the companies' teams to new challenges and new areas of operation is a testament to all our colleagues. We continue to support and invest in our people with inhouse and external training. Wherever possible we continue to promote from within and the makeup of our executive board is a testament to that. I thank all of them for their exceptional performance and adaptability throughout the last year.

The Competitions and Markets Authority published their initial report into the fuel industry during the year. We have cooperated fully with their investigation and now publish our fuel retail prices daily on our own website. We continue to cooperate with them as their investigations progress.

I am delighted that our charitable partnership with Pennies, which allows customers to top up their transactions with us, has reached the milestone total of £2.5 million of donations during this year. Since the partnership started, we have helped over 30 charities across the UK. I would like to thank all of our customers who have made the scheme such a success.

Sir Gerald Ronson CBE
Chairman

6 February 2024



STRATEGIC REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The directors present the strategic report for the year ended 30 September 2023.

Strategy

The group's strategy continues to be one of developing the business, so it remains at the forefront of roadside retailing in the UK. This is done by competitively pricing our fuel and further enhancing our shop and valet offerings. The commission operator model continues to be central to this and ensures we maintain the highest quality standards.

Business review and principal activities

The consolidated profit and loss account is set out on page 37 and shows a profit before taxation of £96,617,000 (2022: £97,504,000).

During the year 265 freehold and leasehold properties have been revalued. The revaluations, which were carried out by the directors, valued the sites at £1,135,305,000. The increase in valuation of £19,817,000 has been included in the financial statements. An additional deferred tax liability of £5,453,000 has been recognised as a result of the increase in valuation.

The consolidated profit for the financial year after taxation and minority interest of £67,537,000 (2022: £75,725,000) has been taken to reserves. After revaluation gains and deferred tax charges, total comprehensive income for the year attributable to the owners of the parent company was £80,238,000 (2022:

£191,867,000). The net assets for the group are £1,062,611,000 (2022: £1,017,372,000).

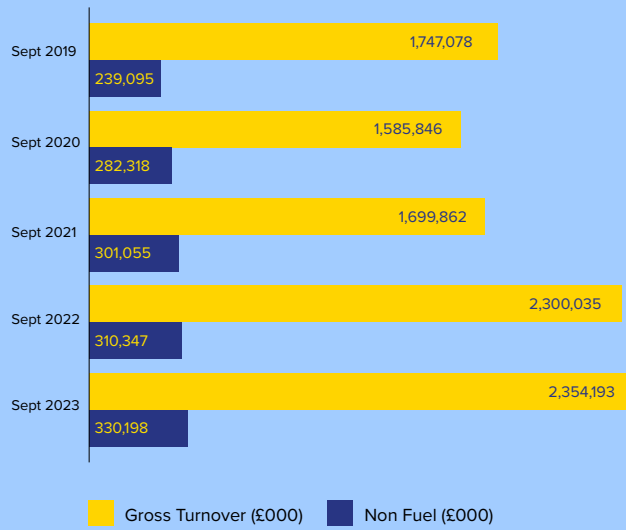
Principal risks and uncertainties

Whilst petrol and diesel continue to be the main fuel types, the delay of the ban on sales of new Internal Combustion Engine (ICE) cars from 2030 to 2035 has introduced more uncertainty over the rollout of Electric Vehicles (EVs). In addition, Rontec has experienced significant and unexpected delays in the energisation of its first EV sites due to power availability, planning consent and grid operation issues. As such whilst Rontec continues to develop EV capacity, the rate at which charging hubs can be opened is subject to a number of external factors beyond our control. Nonetheless we intend to open our first EV locations in early 2024 and will continue to monitor alternative sources of fuel such as hydrogen.

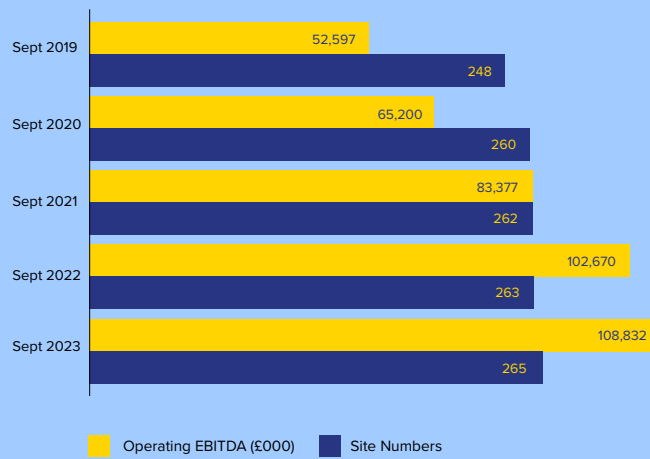
Inflationary pressure has been felt in the business during 2023 with many key suppliers implementing significant cost increases, and we continue to work closely with our retail partners to ensure that we both receive and offer to our customers excellent value for money.



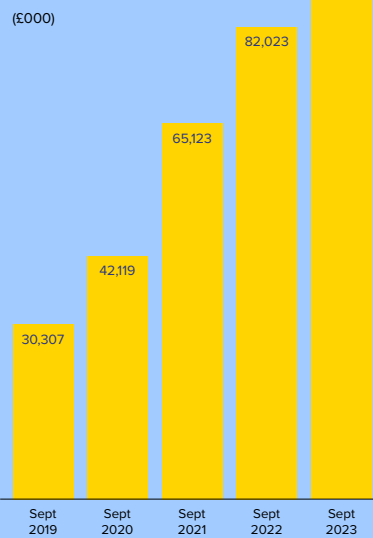
Turnover



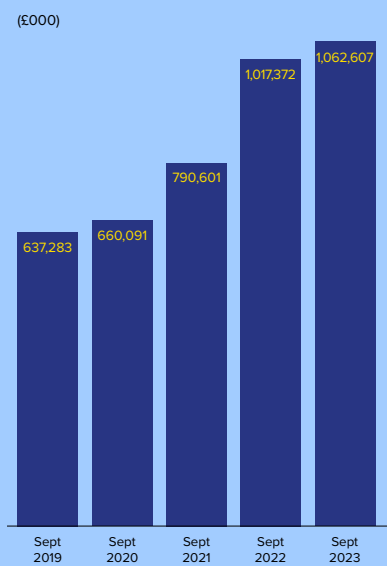
Operating EBITDA

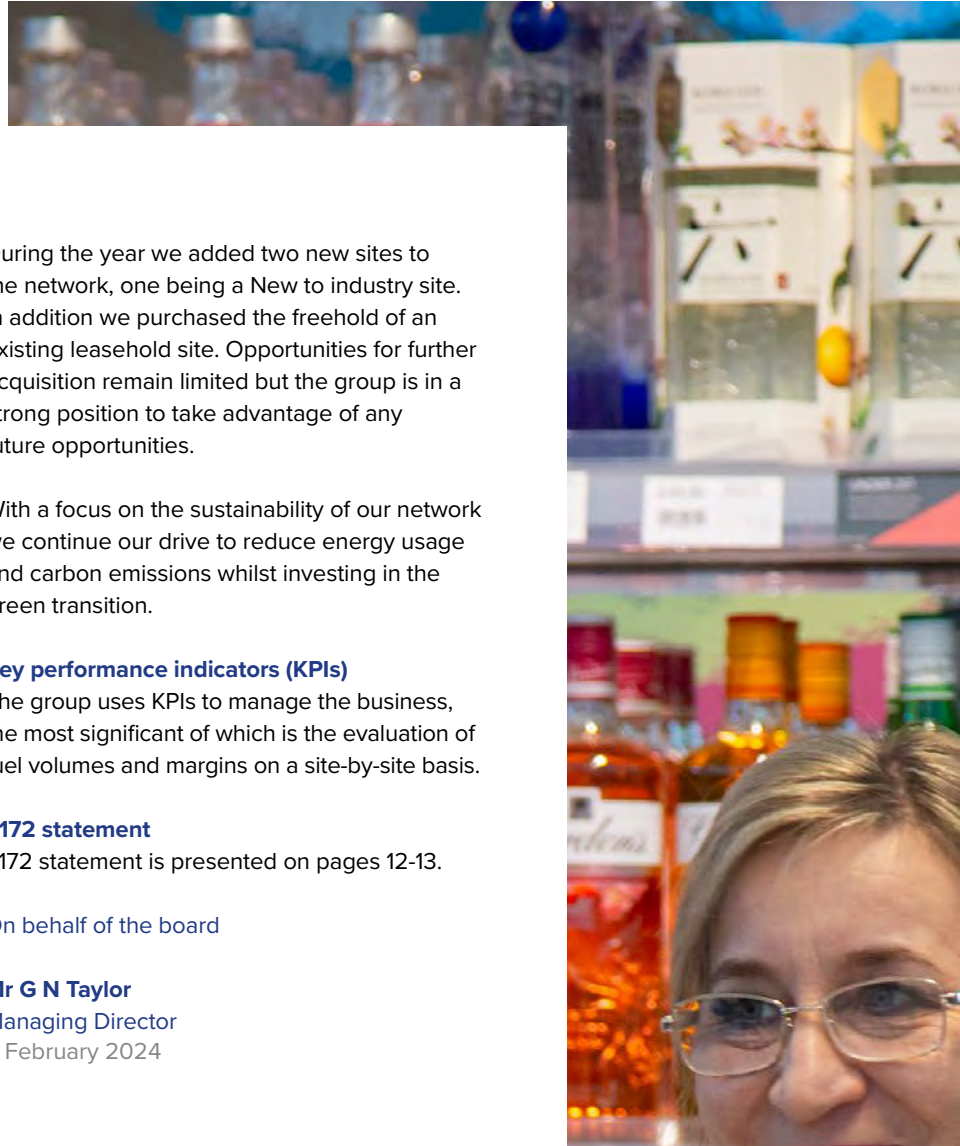


Profit Before Tax - Continuing Activities



Net Worth





Future outlook

Rontec continues to adapt its sites to ensure we are well placed to take full advantage of the changes to our sector in the coming months and years. Vehicle electrification remains the biggest change we face, and with the experiences learnt over the last 18 months we are now looking to drive our development programme strongly with over £10 million of investment committed to date, as part of a £100 million rollout plan across the majority of our sites in this key pillar of energy transition.

We now have 25 Greggs outlets on our “food to go” estate with the number set to increase substantially in the next financial year.

Other enhancements to our retail offer include the introduction of contactless payment across all our valet facilities. The new technology has allowed us to monitor site equipment remotely thereby reducing downtime and ensuring facilities are always available to customers.

During the year we added two new sites to the network, one being a New to industry site. In addition we purchased the freehold of an existing leasehold site. Opportunities for further acquisition remain limited but the group is in a strong position to take advantage of any future opportunities.

With a focus on the sustainability of our network we continue our drive to reduce energy usage and carbon emissions whilst investing in the green transition.

Key performance indicators (KPIs)

The group uses KPIs to manage the business, the most significant of which is the evaluation of fuel volumes and margins on a site-by-site basis.

S172 statement

S172 statement is presented on pages 12-13.

On behalf of the board

Mr G N Taylor

Managing Director

6 February 2024



£2 Billion fuel sales

£14 Million food service sales

£292 Million retail sales

£10.5 Million valeting sales

S172 STATEMENT

Directors are required to explain how they consider the interests of key stakeholders and the broader matters set out in section 172(1) (A) to (F) of the Companies Act 2006 ('S172') when performing their duty to promote the success of the company and the group. This includes considering the interest of other stakeholders which will have an impact on the long-term success of the company and the group.

The section 172 statement explains who the company's and the group's stakeholder groups are, their material issues and how the directors of Rontec Roadside Retail Limited (RRRL) engage with them on the principal decisions taken by the company and the group during the financial year. The S172 statement focuses on matters of strategic importance to RRRL, and the level of information disclosed is consistent with the size and the complexity of the business.

When making decisions, each director ensures that he/she acts in the way he/she considers, in good faith, would most likely promote the company's and the group's success for the benefit of its members as a whole, and in doing so have regard (among other matters) to:





1A The likely consequences of any decision in the long term:

The directors understand RRRL's business and the evolving environment in which it operates, including the challenges of vehicle electrification, on-line retailing and increasing government regulation.

1B The interests of Rontec Roadside Retail Limited's employees:

RRRL's employees are core to the business and fundamental to its operational success. Significant efforts are made to ensure that RRRL remains a responsible employer from pay and benefits to health, safety and workplace environment. The group invests in its employees through training both external and in-house and seeks to promote within where possible.

1C The need to foster Rontec Roadside Retail Limited's business relationships with suppliers, commission operators, customers and others:

Strong and mutually beneficial relationships with suppliers, commission operators, customers and governments are fundamental pillars for RRRL's operational success. The group seeks the promotion and application of certain general principles in such relationships. The ability to promote these principles effectively is an important factor in the decision to enter into or remain in such relationships. In particular:

Customers

- Carrying out customer surveys to ensure we are meeting their expectations.
- Having regular promotions to give customers value for money.
- Giving customers the ability to order online.
- Loyalty schemes.

Partners and suppliers

- Tendering to ensure equal opportunities for suppliers and best commercial outcome for the business.
- Health and Safety control programs to improve safety across the value chain.
- Supporting our commission operators to ensure that both parties benefit from the arrangement.
- Ensuring all suppliers are paid on a timely basis.

Governments and regulators

- Maintaining regular dialogue with governments and engaging in policy debates that are of concern to RRRL and the communities in which it operates.

Society

- Sponsoring charities through the "Pennies" programme.

1D The impact of Rontec Roadside Retail Limited's operations on the community and the environment:

RRRL is conscious of how its activities can affect both the community and environment at large. The group is committed to ensuring that any negative environmental consequences of its operations are kept to a minimum. It uses sophisticated fuel monitoring systems and is working closely with our retail partners to cut down on waste and reduce the amount of unnecessary packaging.

Whilst it is clear that petrol and diesel will remain the main sources of fuel for a number of years, the move away from hydrocarbon fuels will continue. With this in mind the group has carried out a detailed survey of all its sites to ascertain which ones are suitable for the introduction of EV charging. Work has now begun on preparing the next tranche of sites for EV operation.

Following on from the introduction of LED lighting on our sites the group completed a comprehensive programme of upgrading the refrigeration units. This formed part of a wider package of energy saving initiatives which were recognised through an industry leading award for the Best Energy Saving and CO2 Reduction Initiative.

Food waste is another area of concern. With this in mind the group became involved with the "Too Good to Go" Project, as a result of which during the financial year:

- 89,463 meals were saved
- 89 tonnes of food were saved from bins
- 223 tonnes of CO2 were saved

1E The desirability of Rontec Roadside Retail Limited to maintain a reputation for high standards of business conduct:

The desirability of RRRL to maintain its reputation for high standards of business conduct, translates to the board's intention to behave responsibly and ensure that the business operates in a responsible manner within the highest standards of business conduct and good governance.

Regular communication amongst the board and employees and effective, formally recorded board meetings ensure such standards are maintained. Where appropriate, independent legal advice is obtained to support the decision-making process.

The Audit Committee, which is made up of experienced non-executive directors, plays a key role in the governance of the group. Its broad remit means that all aspects of the business can be scrutinised by it in order to ensure that the group is maintaining the highest standards in the way it operates.

1F The need to act fairly between members of the company and the group:

The directors are responsible for choosing the course of action which enables RRRL to achieve its long-term strategy, taking into consideration the impact on stakeholders. In doing so, the directors act fairly between the company's and the group's members but are not required to balance the business interest with those of other stakeholders, which can sometimes mean that certain stakeholder interests may not be fully aligned.





EXECUTIVE DIRECTORS



Sir Gerald Ronson CBE
Chairman & Chief Executive



Giles Taylor
Managing Director



Tom Cookson
Fuels and IT Director



Michelle Levett
Retail Director



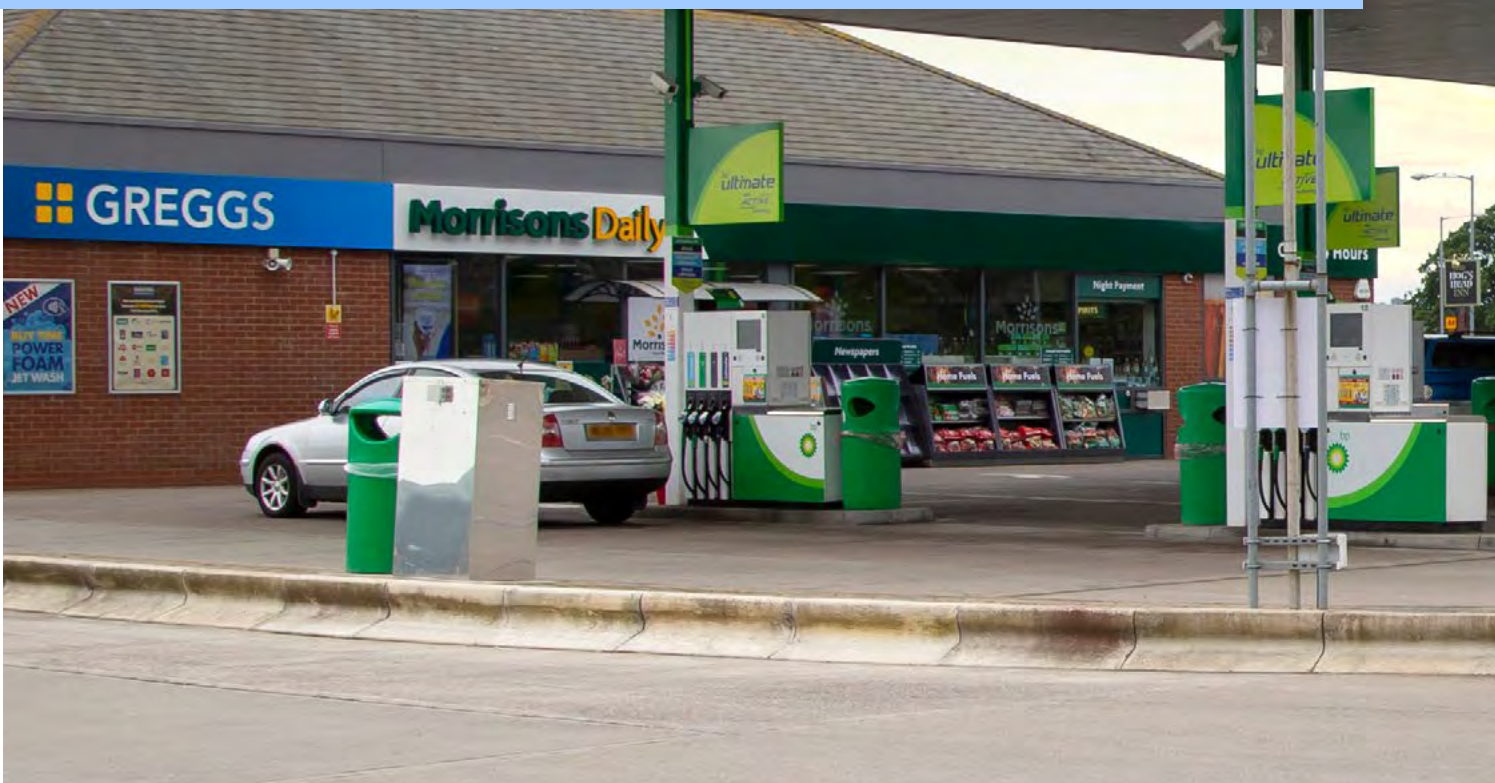
Nick Lowe
Operations Director



Mentesh Mentesh
Morrisons Daily Director



Tracy Moloney
Finance Director





NON-EXECUTIVE DIRECTORS



Alan Goldman
Deputy Chairman



Alan Bloom



Dame Gail Ronson



Lisa Althasen



**Nicole
Ronson Allalouf**



Marc Zilkha



Anthony Wagerman

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

The directors present their annual report and audited financial statements of the group for the year ended 30 September 2023.

Principal activities

The principal activity of the company and group continued to be the development, operation and investment in roadside retail and convenience stores.

Business review

Business review, future developments and risk management policies are discussed in the chairman's statement and the strategic report on pages 6–10.

Directors

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

Sir Gerald Ronson CBE

Mr A I Goldman

Mr G N Taylor

Mr I S G Pogue (Resigned 31 December 2023)

Ms M Levett

Mr M Mentesh

Mr N J Lowe

Mr T E Cookson

Ms T A Moloney

Mr A R Bloom

Mr A Wagerman (Appointed 1 October 2023)

Dame Gail Ronson

Ms L D Althasen

Mr M S Zilkha (Appointed 1 May 2023)

Ms N J Ronson Allalouf

Mr W J Ahearn (Resigned 30 September 2023)

Results and dividends

The results for the year are set out on page 37.

No dividends were paid (2022: £nil).

The directors do not recommend payment of a dividend.

Qualifying third party indemnity provisions

During the year, the ultimate parent company continued to maintain qualifying third party liability insurance for its directors and officers to indemnify the company's directors against any liability incurred in the course of their office to the extent permitted by law. These provisions remain in force at the reporting date.

Disabled persons

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the group continues and that the appropriate training is arranged. It is the policy of the group that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Statement of disclosure to independent auditors

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 group's and 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 group and parent company's auditors are aware of that information.



Statement of directors' responsibilities

The directors are responsible for preparing the annual report 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 group and parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of the profit or loss of the group and parent 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 United Kingdom Accounting Standards, comprising FRS 102, 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 group and parent company will continue in business.

The directors are also responsible for safeguarding the assets of the group and parent company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group and parent company's transactions and disclose with reasonable accuracy at any time the financial position of the group and parent company and enable them to ensure that the financial statements comply with the Companies Act 2006.

On behalf of the board

Ms T A Moloney

Finance Director

6 February 2024





FUEL PARTNERS

 194

 65

 6







RETAIL PARTNERS

**SHOP 'N
DRIVE** 176

**Morrisons
Daily** 89

FOOD SERVICE PARTNERS



COSTA 7 Million Cup sales



SUBWAY 1.01 Million Sub sales



Morrisons Daily Kitchen 2.2 Million Breakfast rolls and pastries



WEST CORNWALL PASTY CO 776 Thousand Pasty sales



GREGGS 729 Thousand Sausage roll sales

VALETING

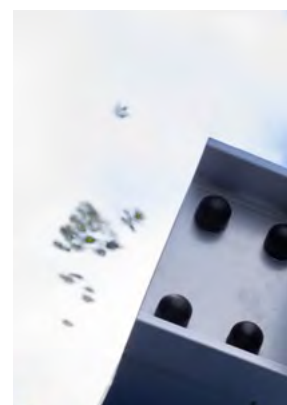
CARWASH 137

JETWASH 179





OTHER SERVICES



COLLECTION SITES



216

Uber Eats

128



105

MISCELLANEOUS

CARDTRONICS

245

HOME DELIVERY SITES

amazon

256



130



86



265



OUR CHARITY PARTNERS

Thank you Rontec and your customers for supporting **Cancer Research UK** and donating so generously via the Pennies scheme raising an incredible:

£105,112

We send our heartfelt thanks. Your support is allowing **Cancer Research UK** to help people live longer, better lives free from the fear of cancer.

Stephanie Parsons & Everyone at Cancer Research UK

Support life-saving cancer research

Cancer Research UK are the world's leading cancer charity, dedicated to saving lives with research, influence and information. In the last 40 years this work has helped double cancer survival in the UK.

Every step made towards beating cancer relies on every pound and penny

Donate 25p when you pay by card or contactless

Together we will beat cancer

Every penny you give goes to charity: 95% to Cancer Research UK (registered charity no.1089464) and 5% to Pennies (registered charity no. 1122489)



*On behalf of **Young Epilepsy**, I would like to thank **Rontec and your customers for your incredible support towards our mission to make sure that all children and young people with epilepsy have a voice.***

Childhood epilepsy can be frightening, isolating and often a misunderstood condition. We work with children and young people with epilepsy, to ensure their voices are heard and their rights protected.

We campaign for children’s rights. We deliver health services and research that improve diagnosis and treatments. We support children and young people throughout school, college, and university. We provide information, friendly advice, and practical help for living everyday life.

Together, we can create a society where children and young people with epilepsy are enabled to thrive and fulfil their potential. A society in which their voices are respected, and their ambitions realised. Thank you so much again for helping the amplify the voice of young people with Epilepsy.

Matthew Robertson, Head of Philanthropy and Partnerships at Young Epilepsy

Epilepsy can be one of the most frightening conditions a child and their family can experience.

Please make a donation today and help improve research, treatment and practical support for children living with epilepsy.

Thank you.

Donate **25p** when you pay by card or contactless today



My little boy Bodhi started having seizures around 8 weeks old. He was having up to 20 seizures a day which is horrible for anyone let alone such a tiny baby.



youngepilepsy.org.uk

Every penny you give goes to charity. 95% goes to Young Epilepsy (the operating name of The National Centre for Young People with Epilepsy Charitable Trust) Registered Charity number 311877 (England and Wales) 5% goes to Pennies - Registered charity number 1122489



Pippbrook

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RONTEC ROADSIDE RETAIL LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Rontec Roadside Retail Limited's group financial statements and company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the company's affairs as at 30 September 2023 and of the group's profit and the group's cash flows for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the group and company balance sheets as at 30 September 2023; the group profit and loss account, the group statement of comprehensive income, the group and company statements of changes in equity and the group statement of cash flows for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's and the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

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.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the group's and the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RONTEC ROADSIDE RETAIL LIMITED (CONTINUED)

Reporting on other information (Continued)

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 30 September 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 group's and 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 group or the company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

Based on our understanding of the group and industry, we identified that the principal risks of non-compliance with laws and regulations related to the petroleum licenses, environment protection, food safety and safety at work place, 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 financial statements such as the Companies Act 2006, income taxes, indirect taxes and payroll taxes. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to overstatement of results for the year through manipulation of turnover or the misappropriation of cash that is concealed through posting of fictitious journal entries. Audit procedures performed by the engagement team included:

- inspecting the minutes of meetings of the Board of Directors to determine if there were any discussions involving actual frauds or alleged frauds, or non-compliance with laws and regulations;
- performing inquiries of management to determine if they were aware of any actual frauds, alleged frauds or non-compliance with laws or regulations;
- performing testing of journal entries using a risk based criteria to determine if any unusual journal entries had been posted that would have had the impact of overstating turnover or concealing the misappropriation of cash at bank and in hand;
- obtaining direct balance confirmations from financial institutions with whom the company and group have bank accounts; and
- performing certain procedures on an unpredictable basis.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF RONTEC ROADSIDE RETAIL LIMITED (CONTINUED)

Auditors' responsibilities for the audit of the financial statements (Continued)

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

David Beer (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Watford

6 February 2024

GROUP PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 SEPTEMBER 2023

		2023	2022
	Note	£'000	£'000
Turnover	3	1,741,094	1,709,156
Cost of sales		(1,552,653)	(1,552,306)
Gross profit		188,441	156,850
Administrative expenses		(103,270)	(76,860)
Profit on revaluation of tangible fixed assets		99	123
Operating profit	5	85,270	80,113
Other income	7	399	381
Profit on disposal of fixed asset investments		-	15,481
Interest receivable and similar income	8	12,481	2,715
Interest payable and similar expenses	9	(1,533)	(1,186)
Profit before taxation		96,617	97,504
Tax on profit	10	(20,838)	(7,906)
Profit for the financial year		<u>75,779</u>	<u>89,598</u>
Profit for the financial year is attributable to:			
- Owner of the parent company		67,537	75,725
- Minority interests of related parties	25	8,242	9,967
- Other minority interests	25	-	3,906
		<u>75,779</u>	<u>89,598</u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

GROUP STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 SEPTEMBER 2023

		2023	2022
	Note	£'000	£'000
Profit for the financial year		<u>75,779</u>	<u>89,598</u>
Other comprehensive income			
Revaluation of tangible fixed assets		19,719	181,561
Tax relating to other comprehensive income	10	<u>(5,453)</u>	<u>(44,388)</u>
Other comprehensive income for the year		<u>14,266</u>	<u>137,173</u>
Total comprehensive income for the year		<u>90,045</u>	<u>226,771</u>
Total comprehensive income for the year is attributable to:			
- Owners of the parent company		80,238	191,867
- Minority interests of related parties		9,807	25,018
- Other minority interests		<u>-</u>	<u>9,886</u>
		<u>90,045</u>	<u>226,771</u>

GROUP BALANCE SHEET

AS AT 30 SEPTEMBER 2023

	Note	2023		2022	
		£'000	£'000	£'000	£'000
Fixed assets					
Intangible assets	11		251		107
Tangible assets	12		1,138,552		1,105,255
			<u>1,138,803</u>		<u>1,105,362</u>
Current assets					
Stocks	15	17,021		15,852	
Debtors	16	125,776		130,519	
Investments	17	178,274		-	
Cash at bank and in hand		56,097		179,982	
			<u>377,168</u>		<u>326,353</u>
Creditors: amounts falling due within one year	18		<u>(210,172)</u>		<u>(156,701)</u>
Net current assets			<u>166,996</u>		<u>169,652</u>
Total assets less current liabilities			<u>1,305,799</u>		<u>1,275,014</u>
Creditors: amounts falling due after more than one year	19		(5,000)		(25,000)
Provisions for liabilities	22		(238,188)		(232,642)
Net assets			<u>1,062,611</u>		<u>1,017,372</u>
Capital and reserves					
Share capital	24		26,667		26,667
Revaluation reserve			380,770		368,069
Profit and loss reserve			<u>524,416</u>		<u>456,879</u>
Equity attributable to owners of the parent company			931,853		851,615
Minority interests of related parties	25		130,758		120,951
Other minority interests	25		-		44,806
Total equity			<u>1,062,611</u>		<u>1,017,372</u>

The notes on pages 44–64 are an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 6 February 2024 and are signed on its behalf by:

Sir Gerald Ronson CBE

Chairman

Company Registration No. 9129964

COMPANY BALANCE SHEET

AS AT 30 SEPTEMBER 2023

		2023		2022	
	Note	£'000	£'000	£'000	£'000
Fixed assets					
Intangible assets	11		36		36
Tangible assets	12		1,587		1,451
			<u>1,623</u>		<u>1,487</u>
Current assets					
Debtors	16	87,945		102,323	
Investments	17	178,274		-	
Cash at bank and in hand		15,008		57,009	
		<u>281,227</u>		<u>159,332</u>	
Creditors: amounts falling due within one year	18	<u>(261,310)</u>		<u>(119,983)</u>	
Net current assets			<u>19,917</u>		<u>39,349</u>
Total assets less current liabilities			<u>21,540</u>		<u>40,836</u>
Creditors: amounts falling due after more than one year	19		(5,000)		(25,000)
Provisions for liabilities	22		<u>(178)</u>		<u>(141)</u>
Net assets			<u>16,362</u>		<u>15,695</u>
Capital and reserves					
Share capital	24		26,667		26,667
Profit and loss reserve			<u>(10,305)</u>		<u>(10,972)</u>
Total equity			<u>16,362</u>		<u>15,695</u>

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company's profit for the year was £667,000 (2022: £1,307,000 - loss).

The notes on pages 44–64 are an integral part of these financial statements.

The financial statements were approved by the board of directors and authorised for issue on 6 February 2024 and are signed on its behalf by:

Sir Gerald Ronson CBE

Chairman

Company Registration No. 9129964

GROUP STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Share capital	Revaluation reserve	Profit and loss reserve	Total	Minority interests	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 October 2021	26,667	251,927	381,154	659,748	130,853	790,601
Year ended 30 September 2022:						
Profit for the financial year	-	-	75,725	75,725	13,873	89,598
Other comprehensive income:						
Revaluation of tangible fixed assets	-	153,733	-	153,733	27,828	181,561
Tax relating to other comprehensive income	-	(37,591)	-	(37,591)	(6,797)	(44,388)
Total comprehensive income for the year	-	116,142	75,725	191,867	34,904	226,771
Balance at 30 September 2022	26,667	368,069	456,879	851,615	165,757	1,017,372
Year ended 30 September 2023:						
Profit for the financial year	-	-	67,537	67,537	8,242	75,779
Other comprehensive income:						
Revaluation of tangible fixed assets	-	17,556	-	17,556	2,163	19,719
Tax relating to other comprehensive income	-	(4,855)	-	(4,855)	(598)	(5,453)
Total comprehensive income for the year	-	12,701	67,537	80,238	9,807	90,045
Disposal of non-controlling interests	-	-	-	-	(44,806)	(44,806)
Balance at 30 September 2023	26,667	380,770	524,416	931,853	130,758	1,062,611

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Share capital	Profit and loss reserve	Total equity
	£'000	£'000	£'000
Balance at 1 October 2021	26,667	(9,665)	17,002
Year ended 30 September 2022:			
Loss and total comprehensive expense for the year	-	(1,307)	(1,307)
Balance at 30 September 2022	26,667	(10,972)	15,695
Year ended 30 September 2023:			
Profit and total comprehensive income for the year	-	667	667
Balance at 30 September 2023	26,667	(10,305)	16,362

GROUP STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Note	2023		2022	
		£'000	£'000	£'000	£'000
Cash flows from operating activities					
Cash generated from operations	27	170,202		91,304	
Interest paid		(1,590)		(1,128)	
Corporation tax paid		(20,815)		(15,876)	
Net cash inflow from operating activities		<u>147,797</u>		<u>74,300</u>	
Investing activities					
Purchase of intangible assets		(231)		(1)	
Purchase of tangible fixed assets		(29,709)		(28,942)	
Purchase of minority interests		(44,806)		-	
Proceeds on disposal of fixed asset investments		-		16,250	
Purchase of short term investments		(176,399)		-	
Interest received		6,248		571	
Net cash used in investing activities		<u>(244,897)</u>		<u>(12,122)</u>	
Repayment of bank loans		(26,785)			
Net cash used in financing activities		<u>(26,785)</u>		<u>-</u>	
Net (decrease)/increase in cash and cash equivalents		<u>(123,885)</u>		<u>62,178</u>	
Cash and cash equivalents at beginning of year		179,982		117,804	
Cash and cash equivalents at end of year		<u><u>56,097</u></u>		<u><u>179,982</u></u>	

During the year, the group invested in short term investments which comprise bank deposits and UK Treasury Bills. The UK Treasury Bills are highly liquid investments with original maturities of up to 6 months and are readily convertible to cash at any point in time.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies

General information

Rontec Roadside Retail Limited (“the company”) is a private company limited by shares domiciled and incorporated in England and Wales. The registered office is Acre House, 11-15 William Road, London, United Kingdom, NW1 3ER.

The group consists of Rontec Roadside Retail Limited and all of its subsidiaries.

1.1 Statement of compliance

These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (“FRS 102”) and the requirements of the Companies Act 2006.

1.2 Accounting convention

The financial statements have been prepared on a going concern basis, under the historical cost convention, modified to include the revaluation of freehold properties and certain financial instruments at fair value. The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated, and are set out below.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £’000.

As a qualifying entity, the company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the company cash flows.

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account and related notes. The company’s profit for the year was £667,000 (2022: £1,307,000 - loss).

1.3 Basis of consolidation

The consolidated financial statements incorporate those of Rontec Roadside Retail Limited and all of its subsidiaries (i.e. entities that the group controls through its power to govern the financial and operating policies so as to obtain economic benefits).

All financial statements are made up to 30 September 2023. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the group.

All intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Entities other than subsidiary undertakings, in which the group has a participating interest and over whose operating and financial policies the group exercises a significant influence, are treated as associates. In the group financial statements, associates are accounted for using the equity method.

1.4 Going concern

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies (Continued)

1.5 Turnover

Turnover represents sale of goods from retail operations and the services provided from those outlets. It is recognised in the period for which the retail services are provided and is measured at the fair value of the consideration received or receivable, net of rebates allowed by the group and value added taxes.

Accrued income

Accrued income is recognised on the balance sheet reflecting amounts due to be received in respect of the current financial period.

1.6 Other operating income

Other operating income relates to rent received from third parties, other commission based services and government grants.

Government grants are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

1.7 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Computer software	straight-line over 3 to 5 years
Other intangible assets	straight-line over 3 to 5 years

1.8 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold land and buildings	not depreciated
Leasehold properties	straight-line over the life of the lease
Plant and machinery	straight-line over 3 to 10 years
Fixtures and fittings	straight-line over 3 to 10 years
Computer hardware	straight-line over 3 to 5 years
Other tangible assets	straight-line over 3 to 10 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset and is recognised in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies (Continued)

Properties whose fair value can be measured reliably are held under the revaluation model and are carried at a revalued amount, being their fair value at the date of valuation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The fair value of the land and buildings is usually considered to be their market value.

Revaluation gains and losses are recognised in other comprehensive income and accumulated in equity, except to the extent that a revaluation gain reverses a revaluation loss previously recognised in profit or loss or a revaluation loss exceeds the accumulated revaluation gains recognised in equity; such gains and loss are recognised in profit or loss.

The freehold and leasehold properties (including all assets) are revalued by an external valuer at least every three years. In the intervening periods, the directors review the fair value by applying similar methodology as the external valuer and make necessary adjustments to the financial statements to ensure the value reflected remains appropriate.

1.9 Fixed asset investments

Investments in subsidiary companies are held at cost less accumulated impairment losses.

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

1.10 Impairment of fixed assets

At each reporting period end date, the group reviews the carrying amounts of its tangible and intangible assets for indicators of impairment. If any such indicators exist, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. If the impairment exceeds the previous revaluation the balance is charged to profit or loss.

Recognised impairment losses are reversed if the reasons for the impairment loss have ceased to apply.

1.11 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to sell. Stocks are recognised as an expense in the period in which the revenue is recognised.

Cost is determined by using the first-in, first-out (FIFO) method.

At the end of each reporting period stocks are assessed for impairment. If an item of stock is impaired, the identified stock is reduced to its selling price and an impairment charge is recognised in the profit and loss account. Where a reversal of the impairment is required the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies (Continued)

1.12 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and cash equivalents.

Cash at bank and in hand comprise cash in hand and demand deposits held with financial institutions that are repayable on demand and available within 24 hours (or one working day) without penalty.

Cash equivalents comprise short-term, highly liquid investments with original maturities of three months or less and that are readily convertible to known amounts of cash with insignificant risk of changes in value.

1.13 Financial instruments

The group has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the group's balance sheet when the group becomes party to the contractual provisions of the instrument.

Basic financial assets

Basic financial assets, including trade and other receivables, amounts owed by group undertakings and short-term investments in bank deposits and UK Treasury Bills are recognised at transaction price and subsequently carried at amortised cost using effective interest method.

Other financial assets

Other financial assets, including investments in equity instruments which are not in subsidiaries, associates or joint ventures, are initially measured at transaction price and subsequently carried at fair value with the changes in fair value recognised in profit or loss.

Impairment of financial assets

The group makes an estimate of the recoverable value of trade and other debtors. Where necessary an impairment provision is made.

Classification of financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans and amounts owed to group undertakings are recognised at transaction price.

Derecognition of financial liabilities

Financial liabilities are derecognised when the group's contractual obligations expire or are discharged or cancelled.

1.14 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are shown as a deduction, net of tax, from the proceeds.

Distributions to equity holders

Dividends and other distributions to the company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved.

1.15 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

1 Accounting policies (Continued)

Current tax

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that have been enacted or substantially enacted. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset if, and only if, there is a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.16 Provisions

Provisions are recognised when the group has a legal or constructive present obligation as a result of a past event, it is probable that the group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the transaction value of the expected expenditure.

1.17 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets. The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

1.18 Retirement benefits

Rontec Watford Limited, one of the company's subsidiaries, operates a defined contribution pension scheme. The defined contribution pension scheme is a Group Personal Pension Scheme with contributions payable charged to the profit and loss account in the year in which they are incurred.

Rontec Mary Limited operates a defined contribution occupational pension scheme with contributions charged to the profit and loss account in the year in which they are incurred.

1.19 Leases

Operating lease payments are charged to the profit and loss account as they fall due over the term of the lease.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

2 Judgements and key sources of estimation uncertainty

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

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

Critical judgements

There were no significant judgements (apart from those involving estimates) effecting amounts recognised in the financial statements.

Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

Property valuation

The property valuation by an independent, professional qualified valuer and in the interim period by the directors contains a number of assumptions upon which they have based their valuation of the group's properties. The assumptions on which the property valuation reports have been based include, but are not limited to, matters such as tenure, current market prices, letting, taxation, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination. These assumptions are market standards and accord with the Royal Institution of Chartered Surveyors (RICS) Valuation – Global Standards 2017 (incorporating the International Valuation Standards) and the UK national supplement 2018 ("the Red Book"). However, if any assumptions made by the property valuer or directors prove to be inaccurate, this may mean that the value of the group's properties differs from their valuation, which could have a material effect on the company's financial position.

Recoverability of amounts receivable

The group makes an estimate of the recoverable value of its trade and other receivables and the amounts owed by group undertakings. When carrying out the assessment directors consider factors including the aging profile of the outstanding amounts, historic experience and performance of debtors' business.

3 Turnover

Turnover is derived from the forecourt operations of the group within the United Kingdom and the services provided to third parties.

	2023	2022
	£'000	£'000
Turnover analysed by class of business		
Sale of goods	1,507,218	1,464,836
Service income	233,876	244,320
	<u>1,741,094</u>	<u>1,709,156</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

4 Employees

The average monthly number of persons (including directors) employed by the group and company during the year was:

	Group		Company	
	2023	2022	2023	2022
	Number	Number	Number	Number
Administration and central function	69	59	16	15
Field staff	63	61	-	-
Total	<u>132</u>	<u>120</u>	<u>16</u>	<u>15</u>

Their aggregate remuneration comprised:

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Wages and salaries	11,816	9,982	413	377
Social security costs	1,369	1,354	50	41
Other pension costs	529	421	1	1
	<u>13,714</u>	<u>11,757</u>	<u>464</u>	<u>419</u>

Directors' remuneration

The directors' remuneration is borne by the company and Rontec Watford Limited, a fellow group undertaking. It amounted to £3,988,000 (2022: £3,367,000) of which £1,512,000 (2022: £1,374,000) relates to the highest paid director.

5 Operating profit

Operating profit for the year is stated after charging:	2023	2022
	£'000	£'000
Depreciation of owned tangible fixed assets	16,045	14,728
Amortisation of intangible assets	87	118
Operating lease charges	<u>8,368</u>	<u>8,883</u>

6 Auditors' remuneration

Fees payable to the company's auditors and associates:	2023	2022
	£'000	£'000

For audit services

Audit of the financial statements of the group	<u>320</u>	<u>295</u>
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For other services

All other non-audit services	<u>27</u>	<u>19</u>
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NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

7 Other income

	2023	2022
	£'000	£'000
Rent received from third parties	399	381

8 Interest receivable and similar income

	2023	2022
	£'000	£'000
Interest income		
Interest on bank deposits	3,816	866
Interest receivable from group companies	6,387	1,849
Interest on short term investments	2,278	-
	<u>12,481</u>	<u>2,715</u>

9 Interest payable and similar expenses

	2023	2022
	£'000	£'000
Interest on financial liabilities measured at amortised cost:		
Interest on bank overdrafts and loans	1,331	1,053
Amortisation of loan arrangement fee	202	133
	<u>1,533</u>	<u>1,186</u>

10 Taxation

	2023	2022
	£'000	£'000
Current tax		
UK corporation tax	17,656	14,274
Adjustments in respect of prior years	25	(365)
Group tax relief payable	3,064	793
Total current tax	<u>20,745</u>	<u>14,702</u>
Deferred tax		
Origination and reversal of timing differences	1,046	(841)
Changes in tax rates	(939)	730
Adjustment in respect of prior years	(14)	(6,685)
Total deferred tax	<u>93</u>	<u>(6,796)</u>
Total tax charge	<u>20,838</u>	<u>7,906</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

10 Taxation (Continued)

Factors affecting income tax for the year

With effect from 1 April 2023, the UK corporation tax rate increased from 19.00% to 25.00%. The new blended rate for the year is 22.01% (2022: 19.00%).

The actual charge for the year can be reconciled to the expected charge for the year based on the profit or loss and the UK blended rate of tax as follows:

	2023	2022
	£'000	£'000
Profit before taxation	<u>96,617</u>	<u>97,504</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 22.01% (2022: 19.00%)	21,265	18,526
Income not taxable and expenses not deductible for tax purposes	18	14
Adjustments in respect of prior years	25	(365)
Movement on deferred tax as a result of changes to average rate	(420)	730
Deferred tax adjustments in respect of prior years	(14)	(6,685)
Movement on unrealised capital gains	101	(971)
Other differences between the tax and accounting treatment of fixed assets	(140)	(293)
Payment for group relief	3,064	793
Group relief claimed	(3,064)	(793)
Deferred tax not recognised	3	2
Profit on disposal of company subject to Substantial Shareholding Exemption	<u>-</u>	<u>(3,052)</u>
Taxation charge	<u>20,838</u>	<u>7,906</u>

In addition to the amount charged to the profit and loss account, the following amounts relating to tax have been recognised directly in other comprehensive income:

	2023	2022
	£'000	£'000
Deferred tax arising on:		
Revaluation of property	<u>5,453</u>	<u>44,388</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

11 Intangible fixed assets

Group	Computer software £'000	Other intangible assets £'000	Total £'000
Cost			
At 1 October 2022	1,387	11	1,398
Additions	231	-	231
At 30 September 2023	<u>1,618</u>	<u>11</u>	<u>1,629</u>
Accumulated amortisation			
At 1 October 2022	1,291	-	1,291
Amortisation charged for the year	87	-	87
At 30 September 2023	<u>1,378</u>	<u>-</u>	<u>1,378</u>
Carrying amount			
At 30 September 2023	<u>240</u>	<u>11</u>	<u>251</u>
At 30 September 2022	<u>96</u>	<u>11</u>	<u>107</u>

Company

Other intangible assets

Cost		£'000
At 1 October 2022 and 30 September 2023		<u>36</u>
Accumulated amortisation		
At 1 October 2022 and 30 September 2023		<u>-</u>
Carrying amount		
At 30 September 2023		<u>36</u>
At 30 September 2022		<u>36</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

12 Tangible fixed assets

Group	Freehold land and buildings £'000	Leasehold properties £'000	Plant and machinery £'000	Fixtures and fittings £'000	Computer hardware £'000	Other tangible assets £'000	Total £'000
Cost/valuation							
At 1 October 2022	907,323	190,974	83,036	12,204	4,550	109	1,198,196
Additions	10,938	468	17,267	468	558	10	29,709
Disposals	-	(20)	(164)	-	-	-	(184)
Revaluation	13,642	6,175	-	-	-	-	19,817
At 30 September 2023	931,903	197,597	100,139	12,672	5,108	119	1,247,538
Accumulated depreciation							
At 1 October 2022	-	32,077	45,768	11,081	3,932	83	92,941
Depreciation charged in the year	-	7,537	7,937	164	389	18	16,045
At 30 September 2023	-	39,614	53,705	11,245	4,321	101	108,986
Carrying amount							
At 30 September 2023	931,903	157,983	46,434	1,427	787	18	1,138,552
At 30 September 2022	907,323	158,897	37,268	1,123	618	26	1,105,255

Company	Leasehold properties £'000	Plant and machinery £'000	Fixtures and fittings £'000	Computer hardware £'000	Total £'000
Cost					
At 1 October 2022	1,326	92	599	67	2,084
Additions	-	-	468	6	474
At 30 September 2023	1,326	92	1,067	73	2,558
Accumulated depreciation					
At 1 October 2022	404	53	134	42	633
Depreciation charged in the year	147	18	160	13	338
At 30 September 2023	551	71	294	55	971
Carrying amount					
At 30 September 2023	775	21	773	18	1,587
At 30 September 2022	922	39	465	25	1,451

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

12 Tangible fixed assets (Continued)

The carrying value of land and buildings comprises:

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Freehold	931,903	907,323	-	-
Long leasehold	34,716	34,290	-	-
Short leasehold	123,267	124,607	775	922
	<u>1,089,886</u>	<u>1,066,220</u>	<u>775</u>	<u>922</u>

A valuation of 265 freehold and leasehold properties was carried out at 30 September 2023 by the directors at a market value of £1,135,305,000. The details on which the valuation is based include future incomes, current market prices, tenure and condition of the sites.

The increase in valuation of £19,817,000 has been included in the financial statements.

The above assets include 39 (2022:44) properties with a total value of £113,992,000 (2022: £179,703,000) that are secured against bank borrowings of the company, which amounted to £5,000,000 at 30 September 2023 (2022: £31,785,000).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

13 Subsidiaries and related undertakings

The company owns shares in the following entities:

Name	Place of incorporation	Registered address	Principal activity	Class	Effective % held
Rontec Group (Jersey) Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Designated member in an investment holding partnership	Ordinary shares of £1 each	100.00
Rontec Group Limited	UK	11/15 William Road, London, NW1 3ER	Dormant company	Ordinary shares of £1 each	100.00
Rontec Bentinck Limited	UK	11/15 William Road, London, NW1 3ER	Holding company	Ordinary shares of £1 each	100.00
Bentinck Investments (Carried Interest) LP	UK	15 Atholl Crescent, Edinburgh, EH3 8HA	Investment holding partnership	Members' capital	100.00

Rontec Group (Jersey) Limited owns 100% interest in Rontec Investments LLP, whose principal subsidiaries and related undertakings at 30 September 2023 are set out below:

Name	Place of incorporation	Registered address	Principal activity	Class	Effective % held
Rontec Service Stations Holdings Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Holding company	Ordinary shares of £0.000001 each	89.0321
Rontec Holdings Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Holding company	Class A shares of £0.10 each Class B shares of £0.10 each	89.0321
Rontec Ltd	UK	11/15 William Road, London, NW1 3ER	Dormant company	Ordinary shares of £1 each	89.0321
Rontec Mary Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Employer of staff for roadside retail outlets	Class A shares of £0.10 each Class B shares of £0.10 each Class C shares of £0.10 each Class D shares of £0.10 each	89.0321
Rontec Properties (Jersey) Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Holding company	Ordinary shares of £0.01 each	89.0321

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

13 Subsidiaries and related undertakings (Continued)

Name	Place of incorporation	Registered address	Principal activity	Class	Effective % held
Rontec Properties Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321
Rontec Properties (No.2) Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321
Rontec Properties (No.3) Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321
Rontec Properties (No.4) Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321
Rontec Properties (No.5) Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321
Rontec Properties (No.6) Limited	UK	11/15 William Road, London, NW1 3ER	Dormant company	Ordinary shares of £1 each	89.0321
Rontec Properties (No.7) Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321
Rontec Service Station 1A Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Property investment	Class A shares of £0.10 each Class B shares of £0.10 each Class C shares of £0.10 each Class D shares of £0.10 each	89.0321
Rontec Watford Limited	Jersey	26 New Street, St Helier, Jersey, JE2 3RA	Operation of roadside retail outlets	Class A shares of £0.10 each Class B shares of £0.10 each Class C shares of £0.10 each Class D shares of £0.10 each	89.0321
Rontec Watford Services Limited	UK	11/15 William Road, London, NW1 3ER	Dormant company	Ordinary shares of £1 each	89.0321
Snax 24 Limited	UK	11/15 William Road, London, NW1 3ER	Property investment	Ordinary shares of £1 each	89.0321

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

13 Subsidiaries and related undertakings (Continued)

The class A ordinary shares, the class B ordinary shares, the class C ordinary shares and the class D ordinary shares rank pari passu in all respects.

100% of the voting rights are controlled within the group.

On 20 December 2022, Rontec Group (Jersey) Limited, a subsidiary of the group, acquired a further 30.77% interest in Bentinck Investments (Carried Interest) LP, bringing the group's total holding to 100%.

14 Financial instruments

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Carrying amount of financial assets				
Debt instruments measured at amortised cost	288,693	121,808	266,079	102,277
Carrying amount of financial liabilities				
Measured at amortised cost	215,142	179,096	266,119	144,983

Financial assets that are debt instruments measured at amortised cost include trade and other debtors, short-term investments, and exclude taxes and prepayments.

Financial liabilities at amortised costs include trade creditors, accruals and other creditors, and exclude taxes.

15 Stocks

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Finished goods and goods for resale	17,021	15,852	-	-

16 Debtors

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Amounts falling due within one year:				
Trade debtors	24,608	23,668	-	-
Corporation tax recoverable	3,736	602	-	-
Amounts owed by group undertakings	85,656	97,717	519	15,594
Amounts owed by subsidiary undertakings	-	-	85,283	85,431
Other debtors	155	423	2,096	1,298
Prepayments and accrued income	11,621	8,109	47	-
	125,776	130,519	87,945	102,323

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

16 Debtors (Continued)

Amounts owed by group undertakings are unsecured and have no fixed term of repayment. Interest is charged at SONIA + 2% on the outstanding amount at the end of each month.

Amounts owed by subsidiary undertakings are unsecured, interest free and have no fixed term of repayment.

17 Current asset investments

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Short term investments	178,274	-	178,274	-

Short term investments comprise bank deposits of £5,000,000 and UK Treasury Bills of £173,274,000 with original maturities of up to 6 months. The UK Treasury Bills are highly liquid investments and are readily convertible to cash at any point in time.

18 Creditors: amounts falling due within one year

	Note	Group		Company	
		2023	2022	2023	2022
		£'000	£'000	£'000	£'000
Bank loans	20	-	6,785	-	6,785
Trade creditors		178,122	134,524	309	16
Amounts owed to subsidiary undertakings		-	-	250,316	112,991
Amounts owed to undertakings in which the group has a participating interest		10	10	-	-
Corporation tax payable		-	-	191	-
Other taxation and social security		30	2,605	-	-
Other creditors		10,968	1,458	-	-
Accruals and deferred income		21,042	11,319	10,494	191
		<u>210,172</u>	<u>156,701</u>	<u>261,310</u>	<u>119,983</u>

Amounts owed to subsidiary undertakings are unsecured, interest free and have no fixed term of repayment.

19 Creditors: amounts falling due after more than one year

	Note	Group		Company	
		2023	2022	2023	2022
		£'000	£'000	£'000	£'000
Bank loans	20	5,000	25,000	5,000	25,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

20 Bank loans

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Bank loans	5,000	31,785	5,000	31,785
Payable within one year	-	6,785	-	6,785
Payable within two to five years	5,000	25,000	5,000	25,000

Bank loans comprise:

- A NatWest loan with a principal amount of £nil (2022: £6,785,000). Interest was charged at SONIA + 2.25%. The loan was secured against assets in Snax 24 Limited, a subsidiary of the group, and was repaid in March 2023.
- A Barclays rolling commitment facility with an available commitment of £50,000,000 (2022:£50,000,000). The facility is available for 5 years and as at 30 September 2023 the amount utilised was £5,000,000. Interest is charged at SONIA + 2% and 0.8% on the unutilised balance of the facility. The facility is secured against assets in Rontec Properties (No.2) Limited, a subsidiary of the company.

21 Retirement benefit schemes

	2023	2022
Defined contribution schemes	£'000	£'000
Charge to profit or loss in respect of defined contribution scheme	529	421

Defined contribution pensions are provided to the employees of Rontec Watford Limited. Contributions of £529,000 (2022: £421,000) were paid into the scheme during the year. Contributions due to the scheme and included within creditors at the year end totalled £nil (2022: £nil).

22 Provisions for liabilities

	Note	Group		Company	
		2023	2022	2023	2022
		£'000	£'000	£'000	£'000
Deferred tax liabilities	23	238,188	232,642	178	141

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

23 Deferred taxation

The following are the deferred tax liabilities and assets recognised by the group and company, and movements thereon:

	Liabilities	Liabilities
	2023	2022
Group	£'000	£'000
Accelerated capital allowances	22,046	16,868
Capital gains	217,840	216,661
Short term timing differences	(1,698)	(887)
	<u>238,188</u>	<u>232,642</u>
	Liabilities	Liabilities
	2023	2022
Company	£'000	£'000
Accelerated capital allowances	178	141
	<u>178</u>	<u>141</u>
	Group	Company
	£'000	£'000
Movements in the year:		
Liability at 1 October 2022	232,642	141
Charge to profit or loss	93	37
Charge to other comprehensive income	5,453	-
Liability at 30 September 2023	<u>238,188</u>	<u>178</u>

24 Share capital

Group and company	2023	2022	2023	2022
Ordinary share capital	Number	Number	£'000	£'000
Authorised				
Ordinary shares of £1 each	<u>26,667,050</u>	<u>26,667,050</u>	<u>26,667</u>	<u>26,667</u>
Issued and fully paid				
Ordinary shares of £1 each	<u>26,667,050</u>	<u>26,667,050</u>	<u>26,667</u>	<u>26,667</u>

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

25 Minority interests

	Minority interests of related parties	Other minority interests	Total minority interests
	£'000	£'000	£'000
At 1 October 2022	120,951	44,806	165,757
Profit for the financial year	8,242	-	8,242
Revaluation of tangible fixed assets	2,163	-	2,163
Tax relating to other comprehensive income	(598)	-	(598)
Disposal	-	(44,806)	(44,806)
At 30 September 2023	<u>130,758</u>	<u>-</u>	<u>130,758</u>

The related parties are the shareholders of the company who also own a direct interest in Rontec Service Stations Holdings Limited.

26 Operating lease commitments

At the reporting end date, the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	Group		Company	
	2023	2022	2023	2022
	£'000	£'000	£'000	£'000
Within one year	9,270	8,890	550	493
Between two and five years	35,645	51,465	2,345	2,467
In over five years	112,846	97,489	-	149
	<u>157,761</u>	<u>157,844</u>	<u>2,895</u>	<u>3,109</u>

Operating lease commitments of the group are in respect of land and buildings and motor fleet.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

27 Cash generated from group operations

	2023	2022
	£'000	£'000
Profit for the year after tax	75,779	89,598
Adjustments for:		
Taxation charged	20,838	7,906
Interest payable and similar expenses	1,533	1,186
Interest receivable and similar income	(12,481)	(2,715)
Profit on disposal of fixed asset investments	-	(15,667)
Profit on revaluation of tangible fixed assets	(98)	(123)
Amortisation of intangible assets	87	118
Depreciation of tangible fixed assets	16,045	14,728
Movements in working capital:		
Increase in stocks	(1,169)	(10,139)
Decrease/(increase) in debtors	9,227	(38,510)
Increase in creditors	60,441	44,922
Cash generated from operations	<u>170,202</u>	<u>91,304</u>

28 Analysis of changes in net funds - group

	1 October	Cash flows	30 September
	2022		2023
	£'000	£'000	£'000
Cash at bank and in hand	179,982	(123,885)	56,097
Borrowings	(31,785)	26,785	(5,000)
	<u>148,197</u>	<u>(97,100)</u>	<u>51,097</u>

During the year, the group invested in short term investments which comprise bank deposits of £5,000,000 and UK Treasury Bills of £173,274,000. The UK Treasury Bills are highly liquid investments with original maturities of up to 6 months and are readily convertible to cash at any point in time.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2023

29 Related party transactions

As the company is a wholly owned subsidiary of GMR Capital Limited, the company has taken advantage of the exemption under section 33.1A of FRS102 from disclosing transactions or balances with entities which form part of the group.

In December 2022, Sir Gerald Ronson, a director of the group sold a 30.77% interest in Bentinck Investments (Carried Interest) LP to Rontec Group Jersey Limited, a subsidiary of the group for £44,806,000.

Sir Gerald Ronson, a director of the group is a director of Heron Corporation Plc. During the year, Rontec Watford Limited incurred staff and other service costs from Heron Corporation Plc of £19,000 (2022 £42,000).

30 Ultimate controlling party

The company is a 100% owned subsidiary of Snax 24 Garage Properties Limited registered and incorporated in UK. The directors consider the ultimate controlling party and ultimate parent undertaking to be GMR Capital Limited which is the largest group for which consolidated financial statements are prepared. The financial statements of GMR Capital Limited can be obtained from its office at 1st Floor, 40 Clarendon Road, Watford, Hertfordshire, WD17 1JJ.



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