Annual Report and Financial Statements

For the Period from 14 July 2023 to 31 August 2024

Charity Registered in England and Wales Number: 1203987

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Reference and Administrative Details

For the Period from 14 July 2023 - 31 August 2024

Trustees N Arnold

P Blight C Lamb C Marks C Perera R Seymour

Charity Number 1203987

Principal Address and Registered Office Goodwood House

Blackbrook Park Avenue

Taunton Somerset TA1 2PX

Auditors Albert Goodman LLP

Goodwood House

Blackbrook Park Avenue

Taunton Somerset TA1 2PX

Bankers Barclays Bank

1 Churchill Place

London E14 5HP

Trustees' Report

For the Period from 14 July 2023 - 31 August 2024

The Trustees present their Report and Financial Statements for the period from 14 July 2023 to 31 August 2024. We are satisfied that the Financial Statements comply with the requirements of the Charities Act 2011, the Trust Deed as referenced below and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) – (Charities SORP (FRS 102)).

Structure, Governance and Management

The Nutritional Wellbeing Foundation (NWF) is a new grantmaking charitable foundation based in the UK. Its mission is to improve people's health and wellbeing by advancing the understanding of nutrition and its importance for health as well as supporting increasing access to healthy food.

NWF was registered as a Charitable Incorporated Organisation (CIO) on 14th July 2023 (Charity No. 1203987).

Although a new charity, NWF is continuing the grantmaking previously undertaken by <u>The AIM Foundation</u> (AIM), a family foundation which from 2018 to 2023 awarded over £1 million in grants from a restricted fund to charitable organisations working to improve nutritional health.

Recognising the potential for greater impact, AIM's Trustees established NWF as a dedicated foundation to focus exclusively on nutrition for health and wellbeing. This aligns more closely with the original vision of the founder trustee, I.R. Marks, who in 1999 gifted his personal shares in Cytoplan Limited, a science-based, bio-effective supplement company.

On 30th November 2023, AIM gifted its 100% shareholding in Cytoplan to NWF, making NWF the sole owner of Cytoplan. Each year, Cytoplan's board approves donations to NWF based on operating profits and business plans, ensuring a sustainable funding stream for the Foundation's charitable activities.

NWF has assumed responsibility for all multi-year nutrition grant commitments previously made and managed by AIM. This continuity allows NWF to maintain support for existing charitable partners while recruiting experienced Trustees, collaborating with the Cytoplan board, and developing its strategic agenda for future grant-making.

While maintaining a clear separation between NWF's charitable activities and Cytoplan's commercial interests, both organisations benefit from shared knowledge, resources, and aligned public communications, united by their common mission to improve health and wellbeing through nutrition.

NWF has six Trustees who served during the year:

Caroline Marks (Chair appointed July 2023. Chair of The AIM Foundation since 2018)
Caroline Lamb (appointed July 2023)
Nigel Arnold (appointed July 2023)
Candida Perera (appointed May 2024)
Ruth Seymour (appointed May 2024)
Paula Blight (appointed May 2024)

The Trustees meet quarterly to set strategy and budgets, review finances, approve grants and discuss other governance matters. An annual meeting at Cytoplan offices in Worcester is held with Cytoplan's Board of Directors. The Trustees give their time freely and receive no remuneration or other financial benefits, although they are entitled to be reimbursed for expenses directly.

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NWF has two part-time freelance staff. Emma Beeston, philanthropy advisor, has supported the AIM and NWF Trustees throughout the governance process of setting up NWF as a separate charity. She continues to advise NWF with facilitating the strategy review and development, researching and assessing charities, and generally strengthening governance. Sarah Irving, Foundation Manager, is responsible for the day-to-day operations of the NWF, grant and financial management and other governance issues.

Risk Management

The Trustees have identified and assessed the major risks facing NWF, including financial sustainability, governance challenges, and external economic factors. To mitigate these risks, NWF has implemented robust internal controls, a reserves policy, and a grant management database to ensure effective oversight and monitoring of the charity's operations.

Objectives and Activities

The Foundation's objectives are the promotion of public health through the use of natural products and the advancement of integrated health care in such manner as is exclusively charitable, for the benefit of the public, including but not limited to educating the public about the benefits of nutritional health care and promoting study and research in such subjects provided that the useful results of such study are disseminated to the public at large.

Funding Strategy

In November 2024, the Trustees reviewed and refined NWF's grant-making strategy, focusing on two key priorities:

- Improving understanding of nutrition and its importance for health.
- Increasing access to healthy food.

The primary focus is current to award grants to organisations working in Secondary School Communities, specifically funding initiatives aimed at:

- Educating young people and their families to create lasting behaviour change.
- Improving access to healthy food in and around schools.

The Trustees are also reviewing ongoing work in health settings and with health practitioners, with potential future funding for initiatives that prevent adult ill health caused by poor diets.

Grant Making Policy

The Trustees' policy is to provide funding to organisations with charitable purposes.

We have regard to the Charity Commission's general guidance on public benefit when reviewing the grant making policy for the year. We support registered charities and community interest companies operating for public benefit and there is a clear policy of not supporting individuals.

NWF may offer one-year grants in the first instance but provides multi-year funding as relationships develop. Our funding includes unrestricted, core or project funding. In some instances, we award development grants to cover the costs of developing an idea to proposal stage.

The following principles guide our approach:

Trustees' Report

For the Period from 14 July 2023 - 31 August 2024

Respect for those working in the sector – we try and limit the time spent on proposals and reports; we only approach organisations and ask for their time when we think there is a strong likelihood that we will fund their work; we are driven by what they tell us they need; we provide unrestricted funds where all the organisation's work aligns with AIM's priorities or where a strong relationship has been built. In other situations, funds will be broadly restricted – to fund a particular area of work but not tied to specific costs.

Openness – we share the likelihood of funding and details of our process with potential grantees; we publish all our grants on <u>360giving</u>; we commit to letting grantees know when the funding relationship is coming to an end with as much notice as possible; we conduct grantee surveys to gather anonymous feedback from those we support in order to learn and improve.

Collaboration – we encourage our grantees to work together and support the costs of collaboration; we are keen to work with other funders.

Relationships matter – we seek to build long-term relationships with those we fund. We hold initial conversations to learn about an organisations work; we aim to provide longer and less restricted funding over time; we provide continuation funding.

A full list of current grants is shown at the end of the financial statements.

Reserves Policy

The Nutritional Wellbeing Foundation maintains financial reserves to ensure its long-term sustainability and ability to fulfil its charitable objectives. The Foundation aims to hold reserves equivalent to 18 months of its annual expenditure, providing a buffer against unforeseen financial challenges and ensuring continuity of its grantmaking activities. Reserves are reviewed by the Board of Trustees to ensure they remain appropriate to the Foundation's needs and circumstances.

Grants awarded during 2023/24

During the 2023/24 financial year, AIM/NWF awarded six multi-year grants totalling £239,995. Five of these grants initiated by AIM, which are now the responsibility of NWF, while one new grant was awarded by NWF. Below is an overview of active grants at year end:

First Steps Nutrition Trust - £120,000 over 3 years (1st payment £40,000 in 2023/24)

This organisation is dedicated to ensuring that all children in the UK eat well from the start of life, focusing on the period from preconception to age five. Their work aims to address high national levels of obesity/overweight, and dental decay by creating a policy environment that supports healthy eating in the early years and improving dietary habits in line with public health recommendations. First Steps Nutrition develops and disseminates expert, conflict-of-interest-free resources for health workers, early years professionals, and parents to support healthy eating practices.

Nutritank - £155,000 over 3 years (2nd payment of £40,000 in 2023/24)

Since 2019 AIM has been funding the work of Nutritank, a community interest company founded in 2016 by two trailblazing medical students who wanted to address the lack of education & awareness around nutrition and lifestyle medicine.

Today Nutritank provides a range of resources for medics and other health professionals, on various topics around nutrition and lifestyle medicine, including exercise, sleep and mental wellbeing. They also operate at a grassroots level in over 65% of medical schools in the UK. The NWF is supporting Nutritank's core costs, which is helping them to scale their work.

In early 2025 Nutritank announced they have been commissioned by Cornwall NHS to provide training to their staff.

Trustees' Report

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Institute of Health Visiting - £120,000 over 3 years (2nd payment of £40,000 in 2023/24)

AIM started funding Institute of Health Visiting's (iHV) work back in in 2018, recognising the importance of their <u>Healthy Weight</u>, <u>Healthy Nutrition</u> training programme - an evidence-based, holistic approach to upskill health practitioners to be confident in having conversations with families around healthy nutrition (from the pre-conception period onwards), physical activity and oral health – all of which are significant contributors to healthy weight.

In April 2023, a further 3 year grant was awarded to iHV. This is helping to build on the success of their programme, by developing and embedding the principles of effective practice, and recruiting new Champions and Ambassadors.

Culinary Medicine UK-£120,000 over 3 years (2nd payment of £40,000 in 2023/24)

Culinary Medicine UK is a non-profit organisation aiming to empower health professionals to talk confidently about food in medicine, by combining nutrition science with hands on cooking and culinary skills. Their aim is to promote "sustainable, affordable, equitable and healthy food for all" and their flagship online course has been accessed by thousands of health professionals.

This latest core funding grant was the fourth awarded by AIM/NWF, and it will help support the further development of CMUK's programmes.

School Food Matters - £100,000 over 2 years (2nd payment of £50,000 in 2023/24)

School Food Matters exists to teach children about food and to improve access to healthy, sustainable food during their time at school.

This funding contributed to a pilot programme to improve the food offered in London schools' breakfast and after school clubs, and helping schools to develop and implement school food policies which put children's health first.

Our latest grant awarded in 2024 is towards their <u>Healthy Zones Programme</u>, which is supporting more London schools to adopt a whole school approach to healthier eating.

Sustain - £94,998 over 3 years (2nd payment of £29,995 in 2023/24)

Sustain is an alliance of organisations and communities working together for better food, farming, and fishing. They advocate for food and agriculture policies and practices that have the health and welfare of people and animals at their centre.

Since 2021 AIM/NWF has been supporting Sustain's <u>Children's Food Campaign</u> for universal healthy free school meal provision in England.

Financial Review

The results include the audited financial statements of Cytoplan Limited and its wholly owned subsidiaries, Nature's Own Limited and Biogrow Limited, from the date of acquisition (1 December 2023). The results of the subsidiaries are detailed in Note 4.

Gift Aid payments totalling £500,000 have been made from Cytoplan Limited to NWF.

Since the set-up of NWF, the unspent reserves of £429,605 in AIM's restricted fund were transferred to NWF in early 2024, along with the commitments made towards nutritional grants of £391,503.

Within the group accounts, there was an extraordinary item being the receipt of the net assets of Cytoplan Limited as at the date of donation of £5,759,059. Within the charity accounts, this is limited to the share capital received of £455,000.

Trustees' Report

For the Period from 14 July 2023 - 31 August 2024

The consolidated results for the period show income of £7,725,083 and a surplus of £6,096,621 after the inclusion of the extraordinary items outlined above.

The charity results as a standalone entity show income of £503,391 and a surplus of £855,419 after the inclusion of the extraordinary items outlines above.

The charity has awarded new grants of £120,000 in this period (including future year commitments) and physically made grant payments of £239,995. Further details of this are set out in Note 22.

At the 31st August 2024 the charity held £681,157 cash. Since the year end some of this cash has been put into a higher interest account managed by Cazenove.

Cytoplan Limited Corporate Responsibility Report

The Trustees have received, adopted and endorsed the Cytoplan Limited report written on our behalf by the executive team.

Our Ethos

Cytoplan's mission is:

In a world of increasing chronic disease, we empower people to live longer and better.

We do this by:

- The products we sell
- The education and information we present
- The money we make for the charity

As a management team and a business, we believe products we sell help people with health issues and help prevent health issues as part of a healthy lifestyle, the education and information we provide support people in their journey with a specific issue or whether they are trying to live a healthier life, and all the money we make as a business is available for the charity to spend on good causes that assist others. We are on a 3-year strategic cycle where we aim to achieve a turnover of £15 million by 2027, as well as create a positive change for over 80k people a year.

Cytoplan is focused on creating and distributing the most Bio-effective supplements on the market, which means our products contain nutrients that are designed to be as easily absorbed as possible by the body and then specifically targeted to be utilised for their intended purpose.

We have historically been a practitioner brand, and it's important for customers to know our products are practitioner-recommended, our products are tried and tested by thousands of health professionals every day to support their patients' needs.

We understand that there are two major needs driving our customers to shop with us:

- 1. Therapeutic Customers have specific issues, such as joint concerns or digestive problems that our products can help resolve.
- 2. Preventative Customers are generally healthy but are taking active steps to maintain their well-being through diet and lifestyle changes, and our products are part of these changes.

Both customer groups love life and aim to be heathier for longer by taking our products.

Trustees' Report

For the Period from 14 July 2023 - 31 August 2024

Education and information have always been part of our proposition at Cytoplan, and we believe that a natural approach to looking after yourself and the decisions you make holds the key to a happier and healthier life. Therefore, we often run educational talks and webinars on how people can improve their health through diet and lifestyle changes beyond the supplements we offer.

Performance Overview 2023/24

The financial year turnover finished at £10.1 million which is a YOY increase of 10.2%.

The consumer customer group grew by 14%, the Practitioner customer group Grew by 10% and Export B2B grew by 21%.

During the year we recruited 34k new customers which is 8% up on the previous year. Existing customers 36k was 8% up. Our product margins continue to perform well, averaging 69% over the year, due to robust management of suppliers and a considered cost-plus pricing strategy.

Trends

We are observing a trend in magnesium sales with a significant increase in demand. Other trends throughout the year for taurine had a short-term impact. Vitamin D demand remains strong, even though this market is now very competitive and saturated.

Practitioners are holding less stock in favour of directing clients to shop directly with us. Most practitioners have moved to a hybrid model where they only see a limited amount of clients face-to-face.

Subscribe and Save is now part of most supplement brands' propositions; Cytoplan launched a subscription service in April 2024, with promising early results

Financial or Operational Risks

Risks included moving to new premises, managing the building programme and managing costs. However, the build came in on budget, and during the move in May 2024, we had only one day where we didn't dispatch orders.

Cybersecurity is a significant risk for all businesses, especially e-commerce-related businesses. We work with third parties to ensure our technology estate is as secure as possible and to ensure training is conducted for all staff members.

Our Environmental Policy

At Cytoplan, we are environmentally conscious, with an ongoing commitment to progressive changes.

Current

Energy from renewable sources: solar panels are now utilised for a percentage of our energy usage, and diesel generators were sold and replaced by solar panels. We request suppliers to provide Cytoplan with their environmental policies to ensure our values are aligned, giving preference (where the product allows) to suppliers that are aware of and working to reduce their environmental impact. We have changed to biodegradable Jiffy bags, allowing for a more environmentally friendly delivery option, with up to 1,100 orders processed daily.

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Future:

We will set targets around our GHG emissions/carbon footprint, aiming to reduce our environmental impact by decreasing carbon emissions from scope 1 and scope 2 by a percentage per year relative to turnover. A bike rack will be installed to encourage cycling to work rather than driving. Electric charging points are in place and will be activated later this year. As part of BCorp, we are collaborating with suppliers to ask them, where possible, to report on their environmental impact and carbon footprint, as well as any processes or targets they have set and whether they are achieving them. As part of a wider brand review, we will assess our packaging to determine if we can use more environmentally friendly options (recycled as well as recyclable) while maintaining product quality and stability.

The Well-Being of Cytoplan Staff

We have established a new onboarding programme so that all new starters have the chance to hear from each department about their contribution to Cytoplan. We have set up a social committee with a representative from each department to discuss issues facing the business from an employee perspective and to recommend changes and events that can support our staff; the social committee meets once a quarter.

Each year, we offer up to £250 per person for any complementary therapy, in addition to a list of other benefits. Hybrid working is available for some positions, if the roles allow it. Other benefits include five free products per month and encouragement of healthy lifestyles. We provide access to online GP appointments and mental, emotional, and practical help as needed on an individual basis. We retain the services of an Employee Assistance Programme provider for our staff.

There is an annual company-wide bonus related to product sales, and staff are kept informed about business performance monthly through emails, on notice boards, and once a quarter during a company-wide meeting to which everyone is invited.

Trustees' Report

For the Period from 14 July 2023 - 31 August 2024

Statement of Trustees Responsibilities

The trustees are responsible for preparing the Trustees' Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards including Financial Reporting Standard 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England & Wales requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the income and expenditure of the charity for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed/constitution. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

The Trustees' Report was approved by the trustees on 03 June 2025 and signed on their behalf by:

C D Marks - Trustee

Independent Auditors' Report to the Trustees and Members For the Period from 14 July 2023 - 31 August 2024

Opinion

We have audited the financial statements of The Nutritional Wellbeing Foundation (the 'parent charity') and its subsidiaries (the 'group') for the period from 14 July 2023 to 31 August 2024, which comprise the consolidated and parent charity Statement of Financial Activities, the consolidated and parent charity Balance Sheets, the consolidated and parent charity Statement of Cash Flows, 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 United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent charity's affairs as at 31 August 2024 and of the group's incoming resources and application of resources for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

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 group and parent charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the trustee's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

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

Independent Auditors' Report to the Trustees and Members For the Period from 14 July 2023 - 31 August 2024

Other information

The other information comprises the information included in the Trustees' Report, other than the financial statements and our auditor's report thereon. The trustees are responsible for the other information. 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Charities Act 2011 requires us to report to you if, in our opinion:

- the information given in the financial statements is inconsistent in any material respect with the Trustees' Report;
- sufficient accounting records have not been kept;
- the financial statements are not in agreement with the accounting records and returns; and
- we have not received all the information and explanations we require for the purposes of our audit.

Responsibilities of trustees

As explained more fully in the Statement of Trustees' Responsibilities set out on page 9, the trustees 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 trustees 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 trustees are responsible for assessing the group and parent charity'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 trustees either intend to liquidate the parent charity or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under the Charities Act 2011, Section 151 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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.

Independent Auditors' Report to the Trustees and Members For the Period from 14 July 2023 - 31 August 2024

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

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

Our approach to identifying and assessing the risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, was as follows:

- the engagement partner ensured that the engagement team collectively had the appropriate competence, capabilities and skills to identify or recognise non-compliance with applicable laws and regulations;
- we identified the laws and regulations applicable to the charity through discussions with management, and from our commercial knowledge and experience of the charity and grant making sector;
- we focused on specific laws and regulations which we considered may have a direct material effect on the financial statements or the operations of the charity, including the Charities Act 2011, fundraising regulator, anti-bribery and data protection legislation;
- we assessed the extent of compliance with the laws and regulations identified above through making enquiries of management and inspecting legal correspondence; and
- identified laws and regulations were communicated within the audit team regularly and the team remained alert to instances of non-compliance throughout the audit.

We assessed the susceptibility of the group's financial statements to material misstatement, including obtaining an understanding of how fraud might occur, by:

- making enquiries of management as to where they considered there was susceptibility to fraud, their knowledge of actual, suspected and alleged fraud; and
- considering the internal controls in place to mitigate risks of fraud and non-compliance with laws and regulations.

To address the risk of fraud through management bias and override of controls, we:

- performed analytical procedures to identify any unusual or unexpected relationships;
- tested journal entries to identify unusual transactions;
- assessed whether judgements and assumptions made in determining the accounting estimates were indicative of potential bias; and
- investigated the rationale behind significant or unusual transactions.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed procedures which included, but were not limited to:

- agreeing financial statement disclosures to underlying supporting documentation;
- reading the minutes of meetings of those charged with governance;
- enquiring of management as to actual and potential litigation, claims and breaches of relevant legislation; and
- reviewing correspondence with the Charity Commission and other relevant regulators including the charity's legal advisors and insurers.

There are inherent limitations in our audit procedures described above. The more removed that laws and regulations are from financial transactions, the less likely it is that we would become aware of non-compliance. Auditing standards also limit the audit procedures required to identify non-compliance with laws and regulations to enquiry of the directors and other management and the inspection of regulatory and legal correspondence, if any.

Independent Auditors' Report to the Trustees and Members For the Period from 14 July 2023 - 31 August 2024

Material misstatements that arise due to fraud can be harder to detect than those that arise from error as they may involve deliberate concealment or collusion.

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. This description forms part of our auditor's report.

Use of our report

This report is made solely to the group and parent charity's members, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the group and parent charity's members and trustees 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 group and parent charity and the group and parent charity's members as a body and the parent charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Albert Goodman LLP, Statutory Auditor

Goodwood House Blackbrook Park Avenue Taunton Somerset TA1 2PX

Date: 05 June 2025

Albert Goodman LLP is eligible for appointment as auditor of the charity by virtue of its eligibility for appointment as auditor of a company under section 1212 of the Companies Act 2006.

Consolidated Statement of Financial Activities For the Period from 14 July 2023 - 31 August 2024

Period from 14 July 2023-				
	lotes	Unres- tricted £	Res- tricted £	31 August 2024 Total £
Income Income from other trading activity: Commercial trading operations	4	7,682,022	-	7,682,022
Donations and legacies Investment income	3_	43,061	- -	43,061
Total income		7,725,083	-	7,725,083
Expenditure Expenditure on raising funds: Commercial trading operations Investment management costs	4	7,284,549 -	-	7,284,549 -
Expenditure on charitable activities	5_	141,074		141,074
Total expenditure	_	7,425,623	-	7,425,623
Net income/(expenditure) for the period	iod	299,460	-	299,460
Extraordinary item	21	5,797,161	-	5,797,161
Net (expenditure)/income and net movement in funds	_	6,096,621	-	6,096,621
Reconciliation of funds Total funds brought forward	_	-	-	-
Total funds carried forward	16	6,096,621		6,096,621

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

The Nutritional Wellbeing Foundation
Parent Charity Statement of Financial Activities For the Period from 14 July 2023 - 31 August 2024

		Period from 14 July 2023- 31 August		
	Notes	Unres- tricted £	Res- tricted £	2024 Total
Income				
Donations and legacies Investment income		500,020 3,371	-	500,020 3,371
Total income		503,391	<u>-</u>	503,391
Expenditure Expenditure on charitable				
activities	5	141,074		141,074
Total expenditure		141,074	-	141,074
Extraordinary item	21	493,102	-	493,102
Net (expenditure)/income a net movement in funds	and	855,419	-	855,419
Reconciliation of funds Total funds brought forward		-		_
Total funds carried forward	d 16	855,419	-	855,419

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

	Notes	Group 2024 £	Charity 2024 £
Fixed assets Intangible assets	9	24,145	_
Tangible assets	10	4,372,150	- -
Investments	11	-	455,000
		4,396,295	455,000
Current assets			
Stock	12	1,547,890	-
Debtors	13	419,367	1,990
Cash at bank and in hand		2,119,076	681,157
		4,086,333	683,147
Liabilities: Creditors: amounts falling due within one year	14	(1,444,744)	(242,728)
Net current assets		2,641,589	440,419
Total assets less current liabilities		7,037,884	895,419
Creditors: amounts falling due after			
one year	14	(47,300)	(40,000)
Provisions: Deferred taxation	15a	(95,788)	-
Provisions: Other	15b	(798,175)	-
Net Assets		6,096,621	855,419
Funds: Unrestricted funds:			
General funds		6,096,621	855,419
		6,096,621	855,419
Restricted funds			
Total funds	16	6,096,621	855,419

The Nutritional Wellbeing Foundation Balance Sheet and Consolidated Balance Sheet

As at 31 August 2024

The notes on pages 19 - 33 form part of these accounts.

Approved by the Board for issue on 03 June 2025 and signed on their behalf by:

C D Marks - Trustee

	For the period from 14 July 2023 - 31 August 2024		
	Note	Group £	Charity £
Cash flows from operating activities	Note	L	L
Net income/ (expenditure) for the year Adjustments:		6,096,621	855,419
Amortisation of intangibles	9	46,977	-
Depreciation	10	129,916	-
Loss on sale of assets		17,610	-
	·	6,291,124	855,419
Working capital adjustments:			
(Increase) / decrease in stocks	12	(1,547,890)	-
(Increase) / decrease in debtors	13	(419,367)	(1,990)
(Decrease) / increase in creditors	14	1,492,044	282,728
(Decrease) / increase in provisions & deferred tax	15b -	893,963	
Net cash provided by operating activities		6,709,874	1,136,157
Cash flows from investing activities:			
Acquisition of intangible assets	9	(71,122)	-
Acquisition of tangible assets	10	(4,520,943)	-
Proceeds from sale of tangible assets		1,267	-
Acquisition of fixed asset investments	11	-	(455,000)
Net cash flow from investing activities	-	(4,590,798)	(455,000)
Net increase/(decrease) in cash	-		
and cash equivalents	_	2,119,076	681,157
Cash and cash equivalents at 14 July 2023	- -	-	-
Cash and cash equivalents at 31 August 2024	_	2,119,076	681,157

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

1 General information

The Nutritional Wellbeing Foundation is a private trust, registered as a charity. Details of the charity including the registered office is shown in Reference and Administrative details in the Trustees Report. The charity was registered with the Charity Commission on 14 July 2023 and commenced operation following the receipt of a donated company on 1 December 2023.

2 Accounting policies

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

a **Basis of preparation**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of investments.

The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2011.

The trustees have assessed the charity's activities with regard to the Charity Commission's guidance on public benefit. The Nutritional Wellbeing Foundation meets the definition of a public benefit entity under FRS 102.

The financial statements have been prepared on a going concern basis and the Trustees are not aware of any material uncertainties that would cast doubt on the charity's ability to continue as a going concern. Grants are awarded only when there are sufficient reserves and income, therefore the Trustees consider that the going concern assumption remains appropriate.

The functional currency of The Nutritional Wellbeing Foundation is considered to be Pounds Sterling as that is the currency of the primary economic environment in which the foundation operates.

b **Group accounts**

These financial statements consolidate the results of the charity and its wholly owned subsidiaries, Cytoplan Limited, Nature's Own Limited and Biogrow Limited, on a line by line basis, with results included for the period of ownership by The Nutritional Wellbeing Foundation (the group companies have a year end of 31 August, and the companies were acquired by the charity on 1 December 2023). The subsidiaries are registered companies incorporated in England and Wales.

In the parent charity financial statements, the investment in subsidiaries is accounted for at value of the issued share capital.

c Funds structure

Unrestricted funds comprise accumulated surpluses and deficits on general funds which are available for use at the discretion of the trustees in furtherance of the general objectives of the charity.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

e **Income**

All income is included in the Statement of Financial Activities (SOFA) when the charity is legally entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies apply to categories of income:

- Donation and legacies is received by way of donations and gifts and is included in full in the Statement of Financial Activities, when receivable.
- Grants where entitlement is not conditional on the delivery of specific performance by the charity are recognised when the charity is entitled to the grant.
- Income from trading activities is included in the SOFA in the period to which it relates.

f Financial instruments

Financial assets and liabilities are recognised/(derecognised) when the charity becomes/(ceases to become) party to the contractual provisions of the instrument. The charity holds the following basic financial assets and liabilities:

- Short term debtors and creditors:
 - Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price.
- Fixed asset investments qualifying as basic financial instruments:

 Non-basic equity investments are measures at fair value through income and expenditure.

Other financial instruments not qualifying as basic:

• Convertible loan stock has been recognised as a non-basic investment. All non-basic investments are carried at fair value except to the extent that a reliable measurement of fair value cannot be established, in which case the investment is carried at cost less impairment.

g **Expenditure**

All expenditure is accounted for on an accruals basis and has been classified under headings which aggregate all costs related to the category. Grants payable represent amounts committed for charitable purposes to institutions in the financial period.

h Intangible assets

Intangible assets are amortised straight line over the useful life of the asset.

Computer software and consultancy – 20% and 33.3% straight line basis

i Fixed assets

Tangible fixed assets costing more than £500 are capitalised and included at cost including any incidental expenses of acquisition.

j Depreciation

Depreciation is calculated so as to write off the cost of an asset over its useful economic life of that asset as follows:

Improvements to Property
Plant and machinery
Motor vehicles
Computer equipment

straight line over 3 to 5 years
straight line over 3 to 10 years
straight line over 5 years
straight line over 3 to 5 years

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

k Fixed asset investments

Investments which are publicly traded are recognised initially at fair value which is normally the transaction price (but excludes any transaction costs). Subsequently, investments which are publicly traded are held at market value, with all realised and unrealised gains and losses passing through the SOFA.

Investments which are not publicly traded are held at cost less impairment.

| Gains and losses

All gains and losses are taken to the Statement of Financial Activities as they arise. Realised gains and losses on investments are calculated as the difference between sales proceeds and opening market value (or purchase date if later). Unrealised gains and losses are calculated as the difference between the market value at the year end and opening market value (or purchase date if later). Realised and unrealised gains are not separated in the Statement of Financial Activities.

m Stocks

Stock is included at the lower of cost or net realisable value, after making due allowance for obsolete and slow-moving items. Cost comprises all direct expenditure including variable overheads.

n **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Defined contribution pension costs

The trading subsidiaries operate a defined contribution scheme for employees. The assets of the scheme are held separately from those of the charity. The annual contributions payable are charged to the Statement of Financial Activities (SOFA). The charity itself has no employees.

p Other pensions

The subsidiary company has an unfunded pension obligation to a director. The financial statements include a provision for the expected cost of providing this pension, based on the company assessment of the expected future liability to the company.

q Irrecoverable VAT

Irrecoverable VAT is charged as a cost within the Statement of Financial Activities.

3 Investment Income

	Unrestricted 14 July 2023 - 31 August 2024
Interest receivable	£ 43,061
	43,061

4 Investment in subsidiaries

Cytoplan Limited/Nature's Own Limited/Biogrow Limited

On 1 December 2023, The Nutritional Wellbeing Foundation acquired 100% of the issued share capital and 100% of the voting rights of Cytoplan Limited (company number 01493205).

Nature's Own Limited (company number 02401115) and Biogrow Limited (company number 12025572) are wholly owned subsidiaries of Cytoplan Limited. The registered address of the wholly owned trading subsidiaries is: Unit 98B, Cytoplan Ltd, Blackpole Trading Estate West, Worcester, WR3 8TJ. The wholly owned trading subsidiaries are incorporated in the United Kingdom. The principal activity of Cytoplan Limited and Nature's Own Limited is the supply of vitamin, mineral, and enzyme preparations. The principal activity of Biogrow Limited is the growing of non-perennial crops. Nature's Own Limited is currently dormant. The proforma consolidated results for Cytoplan Limited and Biogrow Limited since the date of acquisition are as follows:

Summary profit and loss account Turnover	2024 £ 7,682,022
Cost of calca distribution and admin expanses	7,682,022
Cost of sales, distribution and admin expenses	(7,284,549)
Operating profit / (loss)	397,473
Profit / (loss) on disposal of tangible fixed assets	(17,610)
Interest receivable	39,690
Taxation	(132,755)
Gift aid to parent charity	(500,020)
Retained profit / (loss) for the year	(213,222)
The assets and liabilities of the subsidiaries were:	
Intangible assets	24,145
Tangible fixed assets	4,372,150
Investments	200
Current assets	3,403,160
Creditors: amounts falling due within one year	(1,202,016)
Total assets less current liabilities	6,597,639
Creditors: amounts due falling after one year	(7,300)
Deferred taxation	(95,788)
Provisions	(798,175)
Aggregate share capital and reserves	5,696,376

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

5 Charitable activities

	Unrestricted 14 July 2023 - 31 August 2024 £
Grants payable (see note 22) Governance costs - Audit and accountancy Other fees and expenses	120,000 10,680 10,394
	141,074

6 Staff costs

	2024 £
Wages and salaries Social security costs Pension costs Staff redundancy costs	1,361,341 115,336 150,439 23,000
	1,650,116

The average number of employees during the year, calculated on the basis of full-time equivalents, was as follows:

	2024 Number
Subsidiaries	50

There were no employees of the charity during the period.

Trustees are not remunerated. During the period, five trustees were reimbursed travel expenses of £700.

The trustees consider the Board of Trustees to comprise all of the key management personnel and therefore there is no key management personnel remuneration to be disclosed.

Total staff costs include redundancy costs of £23,000 payable to 3 individuals. These amounts were in full and final settlement, with no amounts owing at the year end.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

The number of employees (all employed within the trading subsidiaries) whose annual employee benefits (excluding employers pension contribution) exceeded £60,000 were:

	2024 Number
£80,000 - £89,999	1
£90,000 - £99,999	1

7 Net income/ (expenditure) for the year

This is stated after charging:

5 5	Charity 2024 £	Subsidiary 2024 £	Total 2024 £
Amortisation of intangible assets	-	46,977	46,977
Depreciation of tangible assets	-	129,916	129,916
Current auditors' remuneration for	r:		
Audit services	4,800	15,825	20,625
Accounting services	5,880	2,600	8,480

8 Defined contribution pension scheme

The subsidiary company operates a defined benefit pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amount to £150,439. Contributions totalling £15,985 were payable to the scheme at the end of the year and are included in other creditors.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

9 Intangible Assets

Group	Computer Software £
Cost	
At 14 July 2023	-
Addition by way of subsidiary acquisition	379,089
Additions	2,463
Disposals	(160,212)
At 31 August 2024	221,340
Amortisation	
At 14 July 2023	-
Depreciation on assets aquired	310,430
Charge for the year	46,977
Depreciation eliminated on disposal	(160,212)
At 31 August 2024	197,195
Net book value	
At 31 August 2024	24,145
At 14 July 2023	-

There are no intangible assets held by the parent charity.

Notes to the Financial Statements For the Period from 14 July 2023 - 31 August 2024

10 Tangible fixed assets

Group	Land and Buildings £	Plant and equipment £	Motor vehicles £	Total £
Cost				
At 14 July 2023	-	-	-	-
Addition by way of subsidiary acquisition	294,416	657,529	27,999	979,944
Additions	4,076,936	70,002	-	4,146,938
Disposals	(294,416)	(150,126)	<u>-</u>	(444,542)
At 31 August 2024	4,076,936	577,405	27,999	4,682,340
Depreciation				
At 14 July 2023	-	-	-	-
Depreciation on assets aquired	(255,332)	(338,474)	(12,133)	(605,939)
Charge for the year	(53,473)	(70,843)	(5,600)	(129,916)
Depreciation eliminated on disposals	290,851	134,814	-	425,665
At 31 August 2024	(17,954)	(274,503)	(17,733)	(310,190)
Net book value				
At 31 August 2024	4,058,982	302,902	10,266	4,372,150
At 14 July 2023	-	-	-	-

There are no tangible fixed assets held by the parent charity.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

11 Fixed assets – Investments

	Group £	2024 Charity £
Unlisted investment		
Cost b/fwd	-	-
Addition		455,000
		455,000

The charity has one unlisted investment in the subsidiary as detailed in note 4 to the accounts.

12 Stocks

		2024
	Group	Charity
	£	£
Finished goods	1,547,890	-

13 Debtors

		2024
	Group	Charity
	£	£
Trade debtors	238,378	-
Other debtors	180,989	1,990
	419,367	1,990

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

14	Creditors: Amounts falling due within one ye	ar
14	Creditors: Amounts failing due within one ye	a

		2024
	Group	Charity
	£	£
Trade creditors	472,142	-
Other taxation and social security	173,147	-
Other creditors	83,785	-
Multi year grant commitments	231,508	231,508
Accruals and deferred income	484,162	11,220
	1,444,744	242,728

Creditors: Amounts falling due in more than one year

	Group £	2024 Charity £
Multi year grant commitments Accruals and deferred income	40,000 7,300	40,000
	47,300	40,000

15 a) Provisions - Deferred taxation

	Group £	2024 Charity £
At 14 July 2023 Acquisition of subsidiary company (Charge)/credit for the year	- 72,829 (168,617)	- - -
At 31 August 2024	(95,788)	-

Deferred taxation arises in respect of fixed asset timing differences and in relation to the provision for the pension liability for corporation tax purposes in Cytoplan Limited.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

15 b) Provisions - Other			2024		
		Group	Charity		
		£	£		
At 14 July 2023		-	-		
Acquisition of subsidiary company	1	674,971	-		
New provision in year		185,938			
Charge/(credit) for the year		(62,734)	-		
At 31 August 2024	_ _	798,175	-		
16 Funds	-				
2024					
Funds analysis - group	Opening balance 14 July 2023	Incoming Resources	Outgoing Resources	Transfers	Closing balance 31 Aug 2024
	£	£	£	£	£
Unrestricted funds					
Unrestricted funds	-	13,522,244	(7,425,623)	-	6,096,621
Total funds	-	13,522,244	(7,425,623)	-	6,096,621

20	24
ZU	Z 4

Funds analysis - charity	Opening balance 14 July 2023	Incoming Resources	Outgoing Resources	Transfers	Closing balance 31 Aug 2024
	£	£	£	£	£
Unrestricted funds Unrestricted funds	-	996,493	(141,074)	-	855,419
Total funds	-	996,493	(141,074)	-	855,419

17 Analysis of group net assets between funds

2024	Unrestricted funds	Restricted funds	Total funds £
Fixed assets	4,396,295	-	4,396,295
Current assets	4,086,333	-	4,086,333
Other net current liabilities	(1,484,744)	-	(1,484,744)
Long term liabilities	(7,300)	-	(7,300)
Provisions	(798,175)		(798,175)
	6,096,621		6,096,621

Analysis of parent charity net assets between funds

2024	Unrestricted funds £	Restricted funds	Total funds £
Fixed assets	455,000	-	455,000
Current assets Other net current liabilities	683,147 (242,728)	-	683,147 (242,728)
Other her current habilities	(242,720)		(242,720)
	895,419		895,419

18 Financial Instruments

Categorisation of financial instruments

Financial assets	Group £	2024 Charity £
Financial assets measured at amortised cost	2,359,444	683,147
	2,359,444	683,147
Financial liabilities		
Financial liabilities measured at amortised cost	(1,302,912)	(282,728)
	(1,302,912)	(282,728)

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

2024 - Group Financial assets measured at amortised cost	Income £ 39,690	Expenditure £	Net gains £	Net losses £
	39,690		-	-
2024 - Charity	Income £	Expenditure £	Net gains £	Net losses
Financial assets measured at amortised cost	3,371	-	-	-
	3,371	-	<u>-</u>	-

19 Other financial commitments

At 31 August 2024, there were total commitments under non-cancellable operating leases as set out below:

Group £	2024 Charity £
17.050	
·	-
<u> </u>	
81,826	
	17,950 63,876

20 Related party transactions

The charity has taken advantage of exemptions in FRS 102 "Related party disclosures" from disclosing transactions with other members of the group.

The charity's policy is that, where trustees or their immediate family have a connection with recipient organisations, they should declare their interest.

The only transactions to be disclosed are reimbursement of trustee expenses as disclosed in note 6.

During the year, the charity acquired 100% of the shares in Cytoplan (along with its subsidiaries, Biogrow Limited and Nature's Own Limited), from The AIM Foundation, a registered charity (number 263294), which has the same chair of trustees as The Nutritional Wellbeing Foundation. Remaining funds from previous donations received from Cytoplan Limited were transferred from The AIM Foundation, along with commitments remaining under multi-year grant agreements for nutritional causes.

The shares in Cytoplan Limited (and its subsidiaries) were transferred for £nil consideration.

The total amount received from The AIM Foundation was £429,605, with commitments to pay future grants amounting to £391,503 taken on from The AIM Foundation.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

21 Extraordinary items – group

	Unres-	Res-	Total
	tricted	tricted	2024
	£	£	£
Transfer of cash from AIM Transfer of commitments from AIM Value of assets held in subsidiary at date of receipt	429,605	-	429,605
	(391,503)	-	(391,503)
	5,759,059	-	5,759,059
	5,797,161	-	5,797,161
Extraordinary items - charity	Unres-	Res-	Total
	tricted	tricted	2024
	£	£	£
Transfer of cash from AIM Transfer of commitments from AIM Acquisition of Cytoplan shares	429,605 (391,503) 455,000 493,102	- - -	429,605 (391,503) 455,000 493,102

The extraordinary items arise from the acquisition of Cytoplan Limited (and subsidiaries) from The AIM Foundation. As noted in note 20 above, remaining funds from previous donations from Cytoplan Limited were received from The AIM Foundation totalling £429,605, with commitments to pay future grants amounting to £391,503 taken on from The AIM Foundation.

There were 455,000 £1 shares acquired in Cytoplan Limited, as shown within the balance sheet of the charity, and at the date of acquisition, the net asset value of Cytoplan Limited was £5,759,059 as shown within the group above. In both cases, the value acquired has been shown as a donation in the group and charity accounts as no payment was made to The AIM Foundation in relation to the acquisition.

Notes to the Financial Statements

For the Period from 14 July 2023 - 31 August 2024

22 Grants payable to institutions

	2024 £
Nutritank	40,000
Sustain	29,995
School Food Matters	50,000
First Steps Nutrition Trust	40,000
Institute of Health Visiting	40,000
Culinary Medicine UK	40,000
Grants paid in year	239,995
Less grants awarded in previous years:	
Nutritank	(40,000)
Sustain	(29,995)
School Food Matters	(50,000)
Institute of Health Visiting	(40,000)
Culinary Medicine UK	(40,000)
	(199,995)
New grants awarded but not paid:	
First Steps Nutrition Trust	80,000
	120,000