

**AB Ingredients**  
(formerly Nelson Preserving Company Limited and ABF  
Agriculture Limited)

**Directors' report and financial  
statements**

Registered number 390229

14 September 2002



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## Directors' report

The directors present their annual report and the financial statements for the 52 week period ended 14 September 2002.

### Principal activity

The principal activity is the holding of shares in companies in the food industry and in investment companies.

On 25 October 2001, the company changed its name from Nelson Preserving Company Limited to ABF Agriculture Limited. On 1 March 2002, the company changed its name from ABF Agriculture Limited to AB Ingredients Limited.

### Business review and future developments

During the period the main activity of the company remained unchanged and the directors anticipate that any future developments would be related to this activity.

### Profit, dividends and transfer to reserves

After deducting the total ordinary dividend of £3,572,179 (2001: £nil), no transfer was made to reserves.

### Directors and directors' interests

The directors who held office during the period were as follows:

PA Russell

RS Mendelsohn (nee Schofield)

Notification of an interest in, or right to subscribe for, the shares of this company and shares in or debentures of other group companies by PA Russell is not required because at the end of the period he was also directors of a company of which this company is a wholly owned subsidiary undertaking. RS Mendelsohn notified no interests.

No director had at any time during the period any material interest in a contract with the company, other than his service contract.

By order of the board



RS Mendelsohn  
Secretary

Weston Centre  
Bowater House  
68 Knightsbridge  
London  
SW1X 7LQ

## Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

PO Box 695  
8 Salisbury Square  
London  
EC4Y 8BB

## Independent auditors' report to the members of AB Ingredients Limited

We have audited the financial statements on pages 4 to 7.

### Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

### Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 14 September 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in dark ink, appearing to read 'Mark H. L.', written over the printed name of the auditor.

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

29 January 2003

## Profit and loss account

*for the period ended 14 September 2002*

	52 week period ended 14 September 2002 £	52 week period ended 15 September 2001 £
Profit on ordinary activities before taxation	-	-
Tax on profit on ordinary activities	-	-
	<hr/>	<hr/>
Profit for the financial period	-	-
Dividends	(3,572,179)	-
	<hr/>	<hr/>
Retained loss for the financial period	(3,572,179)	-
Retained profit brought forward	3,572,179	3,572,179
	<hr/>	<hr/>
Retained profit carried forward	-	3,572,179
	<hr/> <hr/>	<hr/> <hr/>

There are no recognised gains or losses other than the result for the period and the previous period.

There is no difference between the company's results as reported and on an historical cost basis. Accordingly no note of historical cost profits and losses has been prepared.

## Balance sheet

at 14 September 2002

	<i>Note</i>	14 September 2002 £	15 September 2001 £
<b>Fixed assets</b>			
Investments	4	2	2
<b>Current assets</b>			
Debtors	5	9,998	3,582,177
<b>Net assets</b>		<u>10,000</u>	<u>3,582,179</u>
<b>Capital and reserves</b>			
Called up share capital	6	10,000	10,000
Profit and loss account		-	3,572,179
<b>Shareholders' funds</b>		<u>10,000</u>	<u>3,582,179</u>

These financial statements were approved by the board of directors on 29 January 2003 and were signed on its behalf by:



**PA Russell**

*Director*

## Notes

(forming part of the financial statements)

### 1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly these financial statements have been prepared for the 52 week period ended on 14 September 2002.

### 2 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### *Basis of preparation*

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of ABF Investments plc.

### 3 Directors' emoluments and auditors' remuneration

The directors have received no emoluments in respect of their services as directors of the company for the current or the previous period.

The auditors' remuneration was borne by the holding company in both the current and previous period.

### 4 Fixed asset investments

	14 September 2002 £	15 September 2001 £
<b>Shares in group undertakings</b>		
<i>Cost:</i>		
At beginning and end of period	2	2
	<hr/>	<hr/>

There are no investments in which the company's interest is more than 10%.

In the opinion of the directors the investments in the shares of group undertakings are worth at least the amounts they are stated in the balance sheet.



**Notes (continued)**

**5 Debtors: amounts falling due within one year**

	14 September 2002 £	15 September 2001 £
Amounts due from group undertakings:		
Parent and fellow subsidiary undertakings	9,998	3,582,177
	<u>          </u>	<u>          </u>

**6 Called up share capital**

	14 September 2002 £	15 September 2001 £
<i>Authorised</i>		
Ordinary shares of £1 each:	10,000	10,000
	<u>          </u>	<u>          </u>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each:	10,000	10,000
	<u>          </u>	<u>          </u>

**7 Holding company**

The ultimate holding company and controlling party as defined by FRS 8, is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The smallest group in which they are consolidated is that headed by ABF Investments plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of these groups are available to the public and may be obtained from Weston Centre, Bowater House, 68 Knightsbridge, London, SW1X 7LQ.