

TULIP INTERNATIONAL (UK) LIMITED

Report and Financial Statements

30 September 2012

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COMPANIES HOUSE

TULIP INTERNATIONAL (UK) LIMITED

2012 REPORT AND FINANCIAL STATEMENTS

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TULIP INTERNATIONAL (UK) LIMITED

2012 REPORT AND FINANCIAL STATEMENTS

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

F Enevoldsen
H Jensen
K Johannesen
C G Roach (resigned 8 March 2013)
E Bredholt
P J Andersen
H Hansen
S Gilliland (appointed 30 January 2013)
C Thomas (appointed 16 May 2013)

SECRETARY

H Jensen

REGISTERED OFFICE

Seton House
Warwick Technology Park
Gallows Hill
Warwick
CV34 6DA

BANKERS

Nordea Bank Finland Plc
London Branch
8th Floor
City Place House
55 Basinghall Street
London EC2V 5NB

SOLICITORS

Lyons Davidson
Victoria House
Victoria Street
Bristol
BS1 6AD

AUDITOR

Deloitte LLP
Birmingham
UK

TULIP INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report for the year ended 30 September 2012

BUSINESS REVIEW, KEY PERFORMANCE INDICATORS AND PRINCIPAL ACTIVITIES

The principal activity of the company is an investment holding company. There have not been any significant changes in the company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

The directors remain confident about the prospects for the business going forward.

The result on ordinary activities after tax for the year ended 30 September 2012 amounts to a profit of £130,000,000 (2011: £17,000,000). Net Assets of the company are £189,711,000 (2011: £65,711,000).

On 25 September 2012, the company issued 1,240,000 ordinary £1 shares at a premium of £99 per share. Immediately after this, it acquired a further 1,240,000 ordinary £1 shares in Tulip Limited at a premium of £99 per share.

GOING CONCERN REVIEW

The principal activity of the company is an investment holding company and therefore, has no day to day working capital requirements.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to meet its liabilities for the foreseeable future, being no less than 12 months from the date of the signing of these accounts. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

DIVIDENDS

The company paid a dividend of £130,000,000 (£10.8333 per share) on 25 September 2012 (2011: £17,000,000).

DIRECTORS

The directors, who served during the year, are as follows:

F Enevoldsen

S Murrells (resigned 28 June 2012)

H Jensen

K Johannesen

N G Mikkelsen (resigned 2 February 2012)

C G Roach (resigned 8 March 2013)

E Bredholt

A Krogsgaard (resigned 2 February 2012)

P J Andersen (appointed 2 February 2012)

H Hansen (appointed 2 February 2012)

The directors at the date of signing and post year end changes are disclosed on page 1.

KEY RISKS AND UNCERTAINTIES

As a holding company, the only key risk is the carrying value of the investment in subsidiary undertakings. The company manages this risk by its directors being actively involved in the day to day running of Tulip Limited.

TULIP INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT

AUDITOR

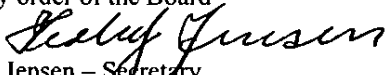
Each of the persons who is a director of the company at the date of approval of this annual report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 (2) of the Companies Act 2006

Deloitte LLP have acted as auditor Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

By order of the Board



H Jensen – Secretary
Seton House
Warwick Technology Park
Gallows Hill
Warwick
CV34 6DA
25 June 2013

TULIP INTERNATIONAL (UK) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 Company and of the profit or loss of the Company for that period. In preparing these financial statements, International Accounting Standard 1 requires that directors

- properly select and apply accounting policies,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the Company's ability to continue as a going concern

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TULIP INTERNATIONAL (UK) LIMITED

We have audited the financial statements of Tulip International (UK) Limited for the year ended 30 September 2012 which comprise the income statement, the statement of financial position, cash flow statement, statement of changes in equity and the related notes 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 September 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

David Hall, FCA

David Hall FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Birmingham
United Kingdom

25 June 2013

TULIP INTERNATIONAL (UK) LIMITED

INCOME STATEMENT

Year ended 30 September 2012

	Note	2012 £'000	2011 £'000
Income from shares in subsidiary undertakings	3	130,000	17,000
PROFIT BEFORE TAX	4	<u>130,000</u>	<u>17,000</u>
Tax	5	-	-
PROFIT FOR THE YEAR		<u><u>130,000</u></u>	<u><u>17,000</u></u>

All results derive from continuing operations

There is no comprehensive income in either year other than as reported above. Accordingly, no Statement of Comprehensive Income has been prepared.

TULIP INTERNATIONAL (UK) LIMITED

STATEMENT OF FINANCIAL POSITION 30 September 2012

	Note	2012 £'000	2011 £'000
NON CURRENT ASSETS			
Investments in subsidiaries	6	<u>238,050</u>	<u>114,050</u>
NON CURRENT LIABILITIES	7	<u>(48,339)</u>	<u>(48,339)</u>
NET ASSETS		<u>189,711</u>	<u>65,711</u>
CAPITAL AND RESERVES			
Called up share capital	8	13,240	12,000
Share premium account		155,971	33,211
Capital reserve		20,500	20,500
Income statement		-	-
TOTAL EQUITY		<u>189,711</u>	<u>65,711</u>

The Board of Directors approved and authorised for issue the financial statements of Tulip International (UK) Limited, registered number 1330427 on 25 June 2013. They were signed on its behalf by



H Jensen

Director

TULIP INTERNATIONAL (UK) LIMITED

CASH FLOW STATEMENT **30 September 2012**

	2012 £'000	2011 £'000
Operating Profit for the year	-	-
Changes in working capital	-	-
Cash flow from operating activities	-	-
Dividends paid	(130,000)	(17,000)
Income from shares in subsidiary undertakings	130,000	17,000
Cash flow from financing activities	-	-
Shares issued	124,000	-
Investments in subsidiary undertakings	(124,000)	-
Cash flow from investing activities	-	-
Change in borrowings	-	-
Cash at beginning of the year	-	-
Cash at end of the year	-	-

TULIP INTERNATIONAL (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY **30 September 2012**

	Share capital £'000	Share premium account £'000	Capital reserve £'000	Income Statement £'000	Total equity £'000
At 3 October 2011	12,000	33,211	20,500	-	65,711
Retained profit for year	-	-	-	130,000	130,000
Dividend (£10 8333 per share)	-	-	-	(130,000)	(130,000)
Shares issued	1,240	122,760	-	-	124,000
At 30 September 2012	13,240	155,971	20,500	-	189,711

	Share capital £'000	Share premium account £'000	Capital reserve £'000	Income Statement £'000	Total equity £'000
At 4 October 2010	12,000	33,211	20,500	-	65,711
Retained profit for year	-	-	-	17,000	17,000
Dividend (£1 4167 per share)	-	-	-	(17,000)	(17,000)
At 2 October 2011	12,000	33,211	20,500	-	65,711

The capital reserve represents a capital contribution from the parent undertaking

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2012

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs). The financial statements have also been prepared in accordance with IFRSs adopted by the European Union and therefore the financial statements comply with Article 4 of the EU IAS Regulation.

The company is incorporated in the United Kingdom under the Companies Act and has taken advantage under section 400 of the Companies Act 2006 of the exemption from preparing consolidated financial statements as it is itself a wholly owned subsidiary of Danish Crown AmbA, in whose consolidated financial statements, which are publicly available, the Company is included.

The financial statements have been prepared on the historical cost basis. The principal accounting policies adopted are set out below.

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' Report.

Going Concern

The principal activity of the company is that of an investment holding company and, therefore, it has no day to day working capital requirements. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to meet its liabilities for the foreseeable future, being no less than 12 months from the date of the signing of these accounts. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Investments

Fixed asset investments are shown at cost less provision for impairment.

Income recognition

Dividend income from investments is recognised when the rights to receive payment have been established through board approval.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Income Statement 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 company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable net taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the company becomes a party to the contractual provisions of the instrument.

Other financial liabilities are held at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
Year ended 30 September 2012

1 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Adoption of new and Revised Standards

At the date of authorisation of these financial statements, the following new and revised standards and interpretations had been adopted

IAS24 (amended 2009)	Related Party Disclosures
IFRIC14 (amended 2009)	Prepayments of a Minimum Funding Requirement
IFRS7 (amended 2010)	Disclosures – Transfers of Financial Assets

In addition, minor amendments to existing standards were made under Improvements to IFRSs (issued May 2010) which have been adopted during the year

The following standards and interpretations which have not yet been applied in these financial statements were in issue but not yet effective

IAS1 (amended 2011)	Presentation of Items of Other Comprehensive Income
IAS12 (amended 2010)	Deferred Tax Recovery of Underlying Assets
IAS19 (revised 2011)	Employee Benefits
IAS 27 (revised 2011)	Separate Financial Statements
IAS 27 (revised 2012)	Investment Entities
IAS28 (revised 2011)	Investments in Associates and Joint Ventures
IAS32 (revised 2011)	Offsetting Financial Assets and Financial Liabilities
IFRIC20	Stripping Costs in the Production Phase of a Surface Mine
IFRS1 (amended 2011)	Government Grants
IFRS1 (amended 2010)	Severe Hyperinflation and Removal of Fixed Dates for First-Time Adopters
IAS32 (revised 2011)	Disclosures - Offsetting Financial Assets and Financial Liabilities
IFRS9 (revised 2010)	Financial Instruments
IFRS10	Consolidated Financial Statements
IFRS11	Joint Arrangements
IFRS12	Disclosure of Interest in Other Entities
IFRS13	Fair Value Measurement
Improvements to IFRSs 2012	Annual Improvements to IFRSs 2012

2. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY IN APPLYING THE COMPANY'S ACCOUNTING POLICIES.

The preparation of the financial statements in conformity with adopted IFRS's requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year then ended. Management bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ from those estimates.

Estimates are used in the accounting for allowances for impairment. Estimates and assumptions are reviewed periodically and effects of revisions are reflected in the period that an adjustment is determined to be required.

A key judgement in the preparation of the financial statements is the appropriateness of using the going concern basis as noted in Note 1.

In the process of applying the Company's accounting policies, which are described in note 1, management has not made any judgements that have had a significant effect on the amounts recognised in the financial statements.

TULIP INTERNATIONAL (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 30 September 2012

3. INCOME

Income arises from the receipt of dividend income from subsidiary undertakings which are incorporated in the United Kingdom

	2012 £'000	2011 £'000
Income from shares in subsidiary undertaking	130,000	17,000

4. PROFIT BEFORE TAX

Auditor's remuneration for the audit of the company's annual financial statements of £1,000 (2011 £1,000) was borne by other group companies in the current and prior year. There were no non-audit fees in either year.

The directors who held office in the current and prior year were remunerated through other group companies and no part of these emoluments has been borne by the company. It is not practical to split out the emoluments of the directors in the current or prior year.

The company has no employees (2011 nil)

5. TAX

The tax charge comprises

	2012 £'000	2011 £'000
Current tax		
UK corporation tax	-	-
Total current tax	-	-

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK Corporation tax to the profit before tax is as follows

	2012 £'000	2011 £'000
Profit on ordinary activities before taxation	130,000	17,000
Corporation tax at 25% (2011 27%)	32,500	4,420
Non-taxable income	(32,500)	(4,420)
Total current tax	-	-

The tax rate for the year of 25% is a blended rate of 26% up to 1 April 2012 and 24% thereafter

The Budget 2012 introduced a reduction in the rate of corporation tax to 23% from 1 April 2013. This legislation was substantively enacted on 3 July 2012.

In the Autumn statement issued in December 2012, it was announced that the main rate of corporation tax would further be reduced to 21% with effect from 1 April 2014.

TULIP INTERNATIONAL (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 30 September 2012

6. INVESTMENT IN SUBSIDIARIES

	£'000
Cost	
At 4 October 2010 and 3 October 2011	114,050
Additions in the year	124,000
	<u>238,050</u>
At 30 September 2012	<u>238,050</u>
Provision for impairment	
At 4 October 2010, 3 October 2011 and 30 September 2012	-
	<u>-</u>
Net book values	
At 30 September 2012	<u>238,050</u>
At 3 October 2010 and 2 October 2011	<u>114,050</u>

Investments primarily represent the cost of investments in subsidiary companies

Details of the directly held trading subsidiary company are as follows

Tulip Limited, incorporated in England and Wales, represents 100% of the ordinary share capital. The company's principal activities are the processing, packaging, sale and distribution of meat products.

The addition in the year represents the acquisition of a further 1,240,000 £1 ordinary shares of Tulip Limited on 25 September 2012 at a premium of £99 per share.

Details of the indirectly held trading subsidiaries were acquired on 2 December 2011 and are as follows

Parkam Foods Limited, incorporated in England and Wales, represents 100% of the ordinary share capital. The company's principal activities are the manufacturing, processing and wholesale of food products.

Trophy Foods Limited, incorporated in England and Wales, represents 100% of the ordinary share capital. The company's principal activities are the manufacturing and supplying of meat products.

Freshway Chilled Foods Limited, incorporated in England and Wales, represents 100% of the ordinary share capital. The company's principal activities are the production of sandwiches and sandwich fillings.

Tranfoods Limited, incorporated in England and Wales, represents 100% of the ordinary share capital. Until the company became dormant on 9 April 2012, the company's principal activity was the manufacturing of cooked meats.

The company also directly and indirectly owns 100% of the issued share capital of a number of other companies, which are not shown above as they are all dormant.

7. NON CURRENT LIABILITIES

	2012 £'000	2011 £'000
Financial liabilities falling due after more than one year		
Amounts owed to subsidiary undertaking	48,339	48,339
	<u>48,339</u>	<u>48,339</u>

The above amounts are interest free and there are no fixed terms for repayment. The directors have received confirmation that the amount will not be called within 12 months of the signing of these financial statements.

8. SHARE CAPITAL

	2012 £'000	2011 £'000
Authorised		
13,240,000 ordinary shares of £1 each (2011: 12,000,000)	13,240	12,000
	<u>13,240</u>	<u>12,000</u>

TULIP INTERNATIONAL (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 30 September 2012

Allotted, called up and fully paid

13,240,000 ordinary shares of £1 each (2011 12,000,000)	<u>13,240</u>	<u>12,000</u>
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On 25 September, the company issued 1,240,000 ordinary £1 shares at a premium of £99 per share

9. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The immediate parent company of Tulip International (UK) Limited is Danish Crown Holding A/S

In the directors' opinion, the company's ultimate parent undertaking and controlling party is Danish Crown AmbA, incorporated in Denmark. This is the largest and smallest group of which the company is a member that prepares group accounts including the results of the company. Copies of the group accounts of Danish Crown AmbA are available from Danish Crown AmbA, Marsvej 43, DK-8900, Randers, Denmark.