

TULIP INTERNATIONAL (UK) LIMITED

Annual Report and Financial Statements

For the Year Ended 30 September 2018



TULIP INTERNATIONAL (UK) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

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TULIP INTERNATIONAL (UK) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2018

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J Valeur
E Bredholt
P Ravn
P Sunke
T Moelgaard
A Cracknell

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

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT

TULIP INTERNATIONAL (UK) LIMITED

STRATEGIC REPORT

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.

BUSINESS REVIEW AND KEY PERFORMANCE INDICATORS

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

The result after tax for the year ended 30 September 2018 amounts to a loss of £600,000 (2017: £nil). Net assets of the company increased by £122,400,000 in the year to £312,111,000 (2017: £189,711,000), largely due to an issue of shares which took place during the period.

GOING CONCERN REVIEW

The principal activity of the company is an investment holding company and therefore, it has no day to day cash 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 financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

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.

On behalf of the Board



P Moelgaard

Director

27 November 2018

TULIP INTERNATIONAL (UK) LIMITED

DIRECTORS' REPORT

The directors present their Annual Report on the affairs of the company, together with the audited financial statements and auditors' report for the year ended 30 September 2018.

DIVIDENDS

During the year, the company paid dividends totalling £nil (2017: £nil).

DIRECTORS

The directors, who served during the year and up to the date of this report, are as follows:

J Valeur

S Francis (resigned 5 June 2018)

E Bredholt

P Ravn

P Sunke

T Moelgaard (appointed 7 February 2018)

A Cracknell (appointed 8 October 2018)

DIRECTORS' INDEMNITIES

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

INDEPENDENT AUDITORS

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 auditors are 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 auditors are 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.

PricewaterhouseCoopers LLP have acted as auditors. PricewaterhouseCoopers 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.

On behalf of the Board



T Moelgaard - Director

Seton House

Warwick Technology Park

Gallows Hill

Warwick

CV34 6DA

27 November 2018

TULIP INTERNATIONAL (UK) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are 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.

TULIP INTERNATIONAL (UK) LIMITED

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

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

In our opinion, Tulip International (UK) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 30 September 2018; the profit and loss account, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

TULIP INTERNATIONAL (UK) LIMITED

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

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

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

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 September 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in Respect of the Financial Statements set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Use of this report

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

TULIP INTERNATIONAL (UK) LIMITED

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

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.



Neil Philpott (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham

28 November 2018

TULIP INTERNATIONAL (UK) LIMITED

PROFIT AND LOSS ACCOUNT

For the Year Ended 30 September 2018

	Note	2018 £'000	2017 £'000
Other income	6	22,548	-
Impairment of investments	5	(23,148)	-
LOSS BEFORE TAXATION	3	<u>(600)</u>	<u>-</u>
Tax on loss	4	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR		<u><u>(600)</u></u>	<u><u>-</u></u>

All results derive from continuing operations.

The company has no income or expense other than the results above and, therefore, no Statement of Comprehensive Income has been presented.

TULIP INTERNATIONAL (UK) LIMITED

BALANCE SHEET

As at 30 September 2018

	Note	2018 £'000	2017 £'000
FIXED ASSETS			
Investments	5	337,902	238,050
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	6	(25,791)	(48,339)
NET ASSETS		312,111	189,711
CAPITAL AND RESERVES			
Called up share capital	7	13,240	13,240
Share premium account		278,971	155,971
Capital reserve		20,500	20,500
Profit and loss account		(600)	-
TOTAL SHAREHOLDERS' FUNDS		312,111	189,711

The Board of Directors approved and authorised for issue the financial statements of Tulip International (UK) Limited, registered number 1330427 on 27 November 2018. They were signed on its behalf by:



T Moelgaard

Director

TULIP INTERNATIONAL (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY For the Year Ended 30 September 2018

	Called up share capital £'000	Share premium account £'000	Capital reserve £'000	Profit and loss account £'000	Shareholders' funds total £'000
At 1 October 2017	13,240	155,971	20,500	-	189,711
Total comprehensive income for the year	-	-	-	(600)	(600)
Issue of shares	-	123,000	-	-	123,000
At 30 September 2018	13,240	278,971	20,500	(600)	312,111

	Called up share capital £'000	Share premium account £'000	Capital reserve £'000	Profit and loss account £'000	Shareholders' funds total £'000
At 1 October 2016	13,240	155,971	20,500	-	189,711
Total comprehensive income for the year	-	-	-	-	-
At 30 September 2017	13,240	155,971	20,500	-	189,711

The capital reserve represents a capital contribution from the parent undertaking.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the Year Ended 30 September 2018

1. SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. The financial statements have therefore been prepared in accordance with FRS 101 (Financial Reporting Standard 101) 'Reduced Disclosure Framework' as issued by the Financial Reporting Council.

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective, impairment of assets and related party transactions.

Where required, equivalent disclosures are given in the group financial statements of Leverandorselskabet Danish Crown AmbA. The group financial statements of Leverandorselskabet Danish Crown AmbA are available to the public and can be obtained as set out in note 8.

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 Leverandorselskabet Danish Crown AmbA, in whose consolidated financial statements, which are publicly available, the Company is included. The group financial statements can be obtained as set out in note 8.

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.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

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 financial statements. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Investments in subsidiaries

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

Impairment of investments

At each reporting date investments are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

If an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Income recognition

Dividend income from investments is recognised when the rights to receive payment have been established through board approval. Other income is recognised when the rights to receive payment or other economic benefit have been established through contractual or other legal agreement.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the Year Ended 30 September 2018

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 Profit and Loss Account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The 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.

**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 FRS101 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)

For the Year Ended 30 September 2018

3. LOSS BEFORE TAXATION

Remuneration for the audit of the company's annual financial statements of £1,000 (2017: £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 (2017: none).

4. TAX ON LOSS

The tax charge comprises:

	2018 £'000	2017 £'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 loss/result before tax is as follows:

	2018 £'000	2017 £'000
Loss/result before taxation	(600)	-
Corporation tax at 19% (2017: 19.50%)	(114)	-
Disallowable expenditure	114	-
Total tax	-	-

TULIP INTERNATIONAL (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the Year Ended 30 September 2018

5. INVESTMENTS

	£'000
Cost	
At 1 October 2017	238,050
Purchase of shares	123,000
At 30 September 2018	<u>361,050</u>
Provision for impairment	
At 1 October 2017	-
Impairment	23,148
At 30 September 2018	<u>23,148</u>
Net book values	
At 30 September 2018	<u>337,902</u>
At 30 September 2017	<u>238,050</u>

Investments 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 company directly and indirectly owns 100% of the issued share capital of the following entities, all incorporated in the United Kingdom:

Easey Holdings Limited
Easey Pigs Limited
Easey Herds Limited
Easey Veterinary Services Limited
D. Blowers Limited

These companies are all registered in England and have a registered address of: Seton House, Warwick Technology Park, Gallows Hill, Warwick, CV34 6DA.

The company also directly and indirectly owns 100% of the issued share capital of the following dormant entities:

Adams Pork Products Limited	Gott Holdings Limited
Belvoir Foods Limited	Laxgate Limited
Celebrity Food Factories Limited	Meadowbrook Foods Limited
Dalehead Foods Limited	Norman C Roach & Son Limited
Danish Bacon Company Limited	Plumrose Limited
Danish Crown Holding (UK) Limited	Prideaux Stables Limited
Flagship Fresh Meats Limited	Roach Foods Limited
Foodane Limited	The Lane Food Company Limited
Geo Adams & Sons (Farms) Limited	Trophy Foods Limited
Geo Adams & Sons Limited	Tulip International (UK) Cooked Meat Division Ltd
Glenbrook Foods Limited	Tulip International (UK) Wellingborough Limited
Gott Foods Limited	VJS Foods Limited
	VJS Holdings Limited

These companies are all registered in England and have a registered address of: Seton House, Warwick Technology Park, Gallows Hill, Warwick, CV34 6DA.

Following a review of dormant subsidiaries during the year, an impairment of £23,148,000 was recognised against the value of investments.

TULIP INTERNATIONAL (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) For the Year Ended 30 September 2018

6. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2018 £'000	2017 £'000
Financial liabilities falling due after more than one year:		
Amounts owed to subsidiary undertaking	25,791	48,339

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.

Intercompany payables totalling £22,548,000 were waived by the subsidiary companies holding the receivable balances.

7. CALLED UP SHARE CAPITAL

	2018 £'000	2017 £'000
Authorised		
13,240,100 ordinary shares of £1 each (2017: 13,240,000)	13,240	13,240
Allotted, called up and fully paid		
13,240,100 ordinary shares of £1 each (2017: 13,240,000)	13,240	13,240

8. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

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

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