

Company registered no: 1494105

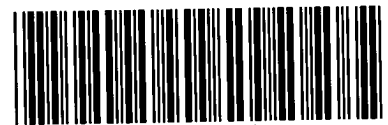
# **UB Foods US Limited**

## **Report and Financial Statements**

**For the 52 Weeks Ended**

**31 December 2016**

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## Strategic Report

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The directors present their strategic report the financial statements for the 52 week ended 31 December 2016.

During the last year, the company transitioned from previously extant UK GAAP to FRS 102 – The Financial Reporting Standard applicable in UK and Ireland and has taken advantage of disclosure exemptions allowed under this standard.

As a dormant company, there is no requirement for it to restate its balance sheet at the date of transition or subsequently. Such balance sheets will be restated in the future if the company ceases to be dormant.

The Company's ultimate parent undertaking in the UK, Pladis Foods Limited, was notified of and did not object to the use of disclosure exemptions. There are no material adjustments as a result of the Company's transition to FRS 102.

### Principal activity, review of the business and future developments

The company did not trade for the 52 week period ended 31 December 2016

Full details of the performance of the Pladis Foods Limited Group are set out in the report and financial statements of Pladis Foods Limited, copies of which may be obtained from its registered office: Hayes Park, Hayes End Road, Hayes, Middlesex UB4 8EE

### Principal risks and uncertainties

Full details of the principal risks and uncertainties are set out in the report and financial statements of Pladis Foods Limited.

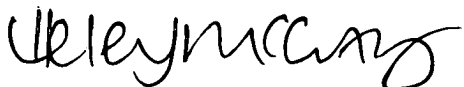
### Financial risk management objectives

Full details of the financial risk management objectives are set out in the report and financial statements of Pladis Foods Limited.

### Key Performance Indicators

Refer to Pladis Foods Limited for the Key Performance Indicators for the Group.

On behalf of the board,



**Helen McCarthy – Director**

16 May 2017

Registered Office: Hayes Park, Hayes End Road, Hayes, Middlesex UB4 8EE

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## Directors' Report

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The directors present their report and the financial statements for the 52 weeks ended 31 December 2016.

### Directors

The directors who served during the year were:

Helen McCarthy  
Mark Oldham\*  
Simon Rose

\*Mark Oldham served as Company Secretary for the Financial Year Ended 31 December 2016.

During the period the Company maintained liability insurance for its directors and officers.

### Dividends

The directors do not recommend a dividend for the period (2015: nil).

### Auditors

The board has decided not to have the Financial Statements audited as it continues to qualify as a dormant company.

On behalf of the board,



**Helen McCarthy – Director**

16 May 2017

Registered Office: Hayes Park, Hayes End Road, Hayes, Middlesex UB4 8EE

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**Statement of directors' responsibilities**

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The directors are responsible for preparing the Strategic Report, the Directors' 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 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.

**UB Foods US Limited**  
**Notes to the financial statements**

**Balance Sheet**

**As at 31 December 2016**

		<b>2016</b>	<b>2015</b>
	<b>Notes</b>	<b>£'000</b>	<b>£'000</b>
<b>Current assets</b>			
Debtors: amounts falling due after more than one year	<b>6</b>	482,472	482,472
<b>Net assets</b>		<b>482,472</b>	<b>482,472</b>
<b>Capital and reserves</b>			
Called up share capital	<b>7,8</b>	1,000	1,000
Share premium	<b>8</b>	135,715	135,715
Profit and loss account	<b>8</b>	345,757	345,757
<b>Total shareholders' funds</b>		<b>482,472</b>	<b>482,472</b>

The Company did not trade throughout the financial year and the members have not requested for audit of the company for the period ended 31 December 2016.

Approved by the Board and signed on its behalf on 16 May 2017



**Helen McCarthy – Director**

## **1 Authorisation of Financial Statements and FRS 102**

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The financial statements of UB Foods US Limited (the "Company") for the 52 week period ended 31 December 2016 were authorised for issue by the board of directors on 16 May 2017 and the balance sheet was signed on the board's behalf by Helen McCarthy. UB Foods US Limited is incorporated and domiciled in England and Wales.

The board elected to apply FRS102 transitional relief applicable to dormant companies of retaining its accounting policies for the balance sheet – reported assets, liabilities and equity until such a time in the future when it does undertake a new transaction or there is a change in the balance sheet.

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## **2 Accounting Policies**

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### **Basis of accounting**

The financial statements are prepared on the historical cost basis of accounting and in accordance with applicable UK accounting standards including FRS102 mentioned above. The Company is exempt from producing group financial statements, under s400 of the Companies Act 2006, as its ultimate parent company in the UK Pladis Foods Limited, has produced group financial statements for the period from 3 January 2016 to 31 December 2016. These financial statements solely relate to UB Foods US Limited.

### **Taxation**

Current taxation for the current and prior periods is provided at the amount expected to be paid (or recovered) using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or the right to pay less tax, at a future date, at tax rates expected to apply when the timing differences reverse based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

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## **3 Activities and Profit and loss**

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The remuneration of H McCarthy, M Oldham and S Rose was paid by United Biscuits (UK) Limited by whom they are employed. The directors received no remuneration in respect of qualifying services to the subsidiary company.

The Company, as an investment holding Company, has no employees.

The company did not trade during the period nor made any profit or loss nor incurred any liabilities (2015: £nil)

#### **4 Tax on profit on ordinary activities**

The current tax charge on the profit on ordinary activities for the year is lower than the average rate of corporation tax in the UK of 20.0% (2015: 20.25%). The differences are reconciled below:

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Tax charge at UK statutory rate of 20.0% (2015: 20.25%)	-	-
UK transfer pricing adjustment	3,849	5,138
Losses on which no tax credit provided	(3,849)	(5,138)
<b>Total tax charge</b>	<b>-</b>	<b>-</b>
 Profit on ordinary activities before taxation	 -	 -

#### **6 Debtors: amounts falling due after one year**

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Amounts due from fellow Group companies	482,472	482,472

#### **7 Share capital**

	<b>Number '000</b>	<b>Ordinary Shares <sup>(1)</sup> £'000</b>
<b>Authorised</b>		
At 31 December 2016 and 2 January 2016	25,000	25,000
<b>Issued, called up and fully paid</b>		
At 31 December 2016 and 2 January 2016	1,000	1,000

<sup>1</sup> Represents authorised, issued, called up and fully paid Ordinary Share of £1 each

## **8 Reconciliation of shareholder's funds and movements on reserves**

	Share Capital £'000	Share Premium £'000	Profit & Loss Account £'000	Total £'000
Balance at 2 January 2016	1,000	135,715	345,757	482,472
<b>Balance at 2 January 2016</b>	<b>1,000</b>	<b>135,715</b>	<b>342,757</b>	<b>482,472</b>
Balance at 31 December 2016	1,000	135,715	345,757	482,472
<b>Balance at 31 December 2016</b>	<b>1,000</b>	<b>135,715</b>	<b>342,757</b>	<b>482,472</b>

## **9 Inter-group cross-guarantee**

The Company, together with other subsidiary undertakings in the United Biscuits Group, has cross-guaranteed the Group's Senior facility, which is held by UMV Global Foods Company Limited. The amount outstanding under the facility as at 31 December 2016 was £893.6 million (2 January 2016 – £892.9 million).

## **10 Ultimate parent Company**

At both 31 December 2016 and 2 January 2016, the company's immediate parent company was United Biscuits (Holdings) Limited, a company incorporated in the UK. Its ultimate parent company was Yildiz Holdings A.S., a company incorporated in Turkey whose registered office is Kısıklı Mahallesi Ferah Caddesi No:1 34692 Büyük Çamlıca, İstanbul, Turkey.

For results for the 52 weeks ended 31 December 2016 the largest group in which the Company's financial statements are included is Yildiz Holdings A.S. and the smallest group is Pladis Foods Limited.