REPORT AND FINANCIAL STATEMENTS

DSM FOOD SPECIALTIES UK LIMITED

31 DECEMBER 2011

Registered Number 1664996



Registered No. 1664996

DIRECTORS

G Weir

G J Nieboer

(resigned 28 April 2011) (appointed 28 April 2011)

A Schellekens

SECRETARY

C Bratt

AUDITORS

Ernst & Young LLP G1 5 George Square Glasgow G2 1DY

BANKERS

Lloyds TSB Bank plc City Office PO Box 17328 11 – 15 Monument Street London EC3V 9JA

REGISTERED OFFICE

Delves Road Heanorgate Heanor Derbyshire DE75 7SG

DSM Food Specialties UK Limited Registered No. 1664996

REPORT AND FINANCIAL STATEMENTS For the year ended 31 December 2011

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DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 December 2011

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The main business of the company has been to provide services to group companies to facilitate the direct sale by those companies into the UK market

The company had a satisfactory year and the business is expected to remain strong in the coming years

The directors consider the company's financial position at the end of the year to be satisfactory

RESULTS

The profit for the year after taxation was £44,000 (2010 £114,000)

No dividend is recommended in respect of the year ended 31 December 2011 which leaves £44,000 to be transferred to reserves

DIRECTORS

The directors who served during the year are shown below

G Weir

G J Nieboer A Schellekens (resigned 28 April 2011)

(appointed 28 April 2011)

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DIRECTORS' REPORT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The company's policy does not permit trading in any financial instruments. The company's principal financial instruments comprise of cash, short term deposits and/or borrowings, the main purpose of which is to provide finance for its normal trading operations and to reduce the impact of currency exchange rate movements on trading results. The company has various other financial instruments such as trade debtors and creditors that arise directly from its trading operations.

The main risks arising from the company's financial instruments are liquidity and foreign currency risks. The company has clear policies for managing each of these risks, as summarised below.

Liquidity Risk

The company aims to mitigate liquidity risk by managing cash generation by its operations and applying cash collection targets. Investment is carefully controlled, with authorisation limits operating at different levels up to group board level and with hurdle rates of return and cash payback periods applied as part of the investment appraisal process.

The company participates in the overall world-wide group's funding strategy managed at corporate treasury level. The objective is to maintain a balance between continuity of funding and flexibility.

Foreign Currency Risk

The company buys and sells goods and services denominated in currencies other than sterling. The company manages such receipts and payments through the operation of other denominated currency bank accounts. As a result of the value of the company's non-sterling revenues, purchases, financial assets and liabilities, cash flows can be affected significantly by movements in exchange rates.

The company seeks to mitigate its exposure to currency movements by working with the Group's Treasury department. This department operates on a group wide basis to match the exposures anticipated in the various businesses.

Competitive Risks

The commercial risks experienced by the company are different to those affecting most commercial organisations as a result of the company's position within a global group

Legislative Risks

The company is required to comply with all legislation, but in particular covering activities such as standards of health & safety of employees / employment legislation. The company makes use of specialists within the company with this knowledge and also within the wider DSM Group in order to manage these and ensure compliance with national laws and operational best practice.

CHARITABLE CONTRIBUTIONS

The company made no charitable donations during the year

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DIRECTORS' REPORT (continued)

DISCLOSURE OF INFORMATION TO THE AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made these enquiries of fellow directors and the company's auditor, each director has taken all steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS FOR DIRECTORS

The ultimate parent undertaking of the company maintains liability and indemnity insurance for its directors and officers and for those of its subsidiaries. The provision has been in place throughout the year

AUDITORS

Ernst & Young LLP have expressed their willingness to continue in office as auditors and a resolution proposing their reappointment will be submitted at the annual general meeting

By order of the board

1 L. Broth

C Bratt Secretary

18 June 2012

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STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing 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 of 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DSM FOOD SPECIALTIES UK LIMITED

We have audited the financial statements of DSM Food Specialties UK Limited for the year ended 31 December 2011 which comprise Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 12 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 7, 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 of the financial and non-financial information in the Report and Financial Statements 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 31 December 2011 and of its profit for the year 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 Companies Act 2006

Opinion on other matters 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DSM FOOD SPECIALTIES UK LIMITED (continued)

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

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Walter Campbell (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor Glasgow

Date 19 6 2212

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PROFIT AND LOSS ACCOUNT For the year ended 31 December 2011

	Notes	2011 £'000	2010 £'000
TURNOVER		1,107	1,244
Operating costs	2	(1,054)	(1,087)
OPERATING PROFIT	3	53	157
Group interest receivable		6	4
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION		59	161
Tax on profit on ordinary activities	5	(15)	(47)
DROCKT ON ORDINARY ACTIVITIES			
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	9	44	114

All items in the Profit and Loss account relate to continuing activities

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses in the current or prior year other than the profit attributable to shareholders of the company

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BALANCE SHEET At 31 December 2011

	Notes	2011 £'000	2010 £'000
CURRENT ASSETS			4.550
Debtors Cash in hand	6	1,346 2	1,552 1
Casirin Hand		2	'
		1,348	1,553
CREDITORS: Amounto follogo dive suithin			
CREDITORS: Amounts falling due within one year	7	(35)	(284)
· · · · · · · · · · · · · · · · · · ·			
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,313</u>	1,269
CAPITAL AND RESERVES			
Called up share capital	8	-	-
Profit and loss account	9	1,313	1,269
	_		
TOTAL EQUITY SHAREHOLDERS' FUNDS	9	<u> </u>	<u>1,269</u>

The financial statements were signed for and on behalf of the Board on 18 June 2012 by

G Weir Director

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NOTES TO THE FINANCIAL STATEMENTS At 31 December 2011

1. ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

GOING CONCERN

The company's business activities, a review of the business and a description of the principal risks and uncertainties, together with the company's financial risk management processes and narrative regarding its exposure to key financial risks are outlined in the Director's Report After making enquiries, the directors have a reasonable expectation that the company has adequate resources to meet its liabilities as they fall due for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the accounts

CASH FLOW STATEMENT

The directors have taken advantage of the exemption in Financial Reporting Standard 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent publishes consolidated financial statements

TAXATION

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less, tax in the future have occurred at the balance sheet date, with the following exception

 Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing difference can be deducted

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

FOREIGN CURRENCIES

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

1. ACCOUNTING POLICIES (continued)

PENSIONS

The company participated in the British Fermentation Products Limited Retirement Benefits Scheme, which is a defined benefit pension scheme, and which required contributions to be made to separately administered funds until June 2005

From 1 June 2005, as a result of a corporate restructuring, the company started participation in the DSM Nutritional Products (UK) Limited Pension Scheme. All service accrued under the British Fermentation Products Limited Retirement Benefits Scheme was transferred to the DSM Nutritional Products (UK) Limited Pension Scheme. The DSM Nutritional Products (UK) Limited Pension Scheme, which was renamed the DSM UK Pension Scheme in 2006, is a defined benefit pension scheme, and requires contributions to be made to separately administered funds.

DSM Nutritional Products (UK) Limited has implemented FRS 17 "Retirement Benefits" and the group pension liability has been recognised in DSM Nutritional Products (UK) Limited's accounts. As the company cannot identify its shares of underlying assets and liabilities of the scheme, it has accounted for the pension as a defined contribution scheme and its contributions are charged in the profit and loss account in accordance with the provisions of FRS 17 "Retirement Benefits" (see note 10)

TURNOVER

Turnover represents the refund of selling expenses and payment of commission on services made on behalf of group companies

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

2	OPERATING COSTS	2011 £'000	2010 £'000
	Staff costs (Note 4) Other operating charges	517 537	566 521
		<u>1,054</u>	<u>1,087</u>
3	OPERATING PROFIT Operating profit is stated after charging	2011 £'000	2010 £'000
	Auditor's remuneration - audit	7	7
4	STAFF COSTS Staff costs	2011 £'000	2010 £'000
	Wages and salaries	415	461
	Social Security costs	49	46
	Other pension costs		
		<u>517</u>	<u>566</u>
	The average monthly number of employees was made up as follows	Number	Number
	Selling and distribution	7	8

None of the directors received any emoluments in respect of their services to the company in either the current or prior year

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of charge in period

	2011	2010
	£'000	£'000
UK corporation tax		
UK corporation tax on profits of the period	15	46
Adjustments in respect of prior years	_(2)	<u>(1)</u>
	13	45
Deferred tax		
Originating and reversal of timing differences	<u>_2</u>	_2
	<u>15</u>	<u>47</u>

(b) Factors affecting tax charge for period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 26 5% (2010 28%). The differences are explained below

	2011 £'000	2010 £'000
Profit on ordinary activities before tax	<u>59</u>	<u>161</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26 5% (2010 28%)	15	45
Effect of Disallowed expenses and non-taxable income Capital Allowance in excess of depreciation Adjustments in respect of previous periods	1 (1) <u>(2)</u>	2 (1) <u>(1)</u>
Current tax charge for the period	<u>13</u>	<u>45</u>

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

5 TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

(c) Deferred tax asset

	2011 £'000	2010 £'000
At 1 January Profit and loss account	9 <u>(2)</u>	11 <u>(2)</u>
At 31 December	<u></u>	9
The deferred tax asset consists of		
Decelerated capital allowances	<u>_7</u>	<u>_9</u>

In his budget of 24 March 2011, the Chancellor of the Exchequer announced Budget tax changes, which have a significant effect on the Company's future tax position. As at 31 December 2011, the change in the tax rate from 26% to 25% which was to take effect from 1 April 2012, was 'substantively enacted' and as such, in accordance with accounting standards, this change has been reflected in the Company's financial statements as at 31 December 2011

More recently in his budget of 21 March 2012, the Chancellor of the Exchequer proposed further decreases in the rate of UK corporation tax from 26% to 22%. The UK corporation tax rate is to reduce to 24% on 1 April 2012 and then by a further 1% on each of 1 April 2013 and 1 April 2014. These proposed rate changes had not yet been substantively enacted as at 31 December 2011, but are to be enacted on an annual basis.

The rate change will also impact the amount of the future cash tax payment to be made by the Company. The effect on the Company of these proposed changes to the UK tax system will be reflected in the Company's financial statements in future years, as appropriate, once the proposals have been substantively enacted.

6 **DEBTORS**

	2011 £'000	2010 £'000
Amounts owed by Group undertakings Deferred taxation (note 5)	1,339 7	1,543 <u>9</u>
	<u>1,346</u>	<u>1,552</u>

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

7 CREDITORS Amounts falling due within one year

	,		2011	2010
			£'000	£'000
	Trade Creditors		-	1
	Corporation tax		3	9
	Other creditors		32	<u>274</u>
			<u>35</u>	<u>284</u>
8	CALLED UP SHARE CAPITAL			
0	CALLED OF SHARE CAPITAL		2011	2010
	A 11		£'000	£,000
	Authorised 10,000 ordinary shares of £1 each		<u>10</u>	<u>10</u>
	Allotted, issued and fully paid			
	100 ordinary shares of £1 each		=	=
9	RECONCILIATION OF SHAREHOLDERS'	FUNDS		
	AND MOVEMENTS ON RESERVES	01	5	
		Share	Profit and Loss Account	Total
		£'000	£'000	£'000
	At 1 January 2010	-	1,155	1,155
	Profit for the year	-	114	114
	At 31 December 2010		1,269	1,269
	Profit for the year	-	44	44
	As at 31 December 2011	<u> </u>	1,313	<u>1,313</u>

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

10 PENSION COSTS

DSM Nutritional Products (UK) Limited has implemented FRS 17 "Retirement Benefits" and the group pension liability has been recognised in DSM Nutritional Products (UK) Limited's accounts. As the company cannot identify its shares of underlying assets and liabilities of the scheme, it has accounted for the pension as a defined contribution scheme and its contributions are charged in the profit and loss account in accordance with the provisions of FRS 17 "Retirement Benefits"

Due to the disposal of DSM Bakery Ingredients from the DSM Group, the employees of the company were offered the opportunity to participate in a defined benefit pension scheme, the DSM Nutritional Products (UK) Limited Pension Scheme ("the Scheme") with effect from 1 June 2005. The scheme is operated by DSM Nutritional Products (UK) Limited, a fellow member of the DSM Group. Those eligible employees who were previously members of the British Fermentation Products Limited Retirement Benefits Scheme were also given the option to transfer their accrued rights in the British Fermentation Products Limited Retirement Benefits Scheme in return for broadly the same level of benefits (in respect of past service) in the scheme.

The Scheme has rules which specify the defined benefits to be paid and is financed accordingly with assets being held in independently administered funds. The Scheme is contracted-out of the State Second Pension (S2P) on a Reference Scheme Test basis. The scheme is open to new and existing members.

A full actuarial valuation of the Scheme is carried out every three years and the latest full valuation was completed as at 31 December 2009, based on complete membership data at this time. The valuation revealed a funding shortfall of £5million as at 31 December 2010 Following the results of this valuation the Company agreed to annually contribute.

- 13 5% of members' Pensionable Salaries to fund active members' future service pension benefits, or such other rate as is determined, using consistent actuarial methodology and assumptions, to be the cost of future service benefits if and when any changes to pension benefits are implemented, plus
- With effect from 1 January 2012, 4% of members' Pensionable Salaries in order to address the funding shortfall, or such higher rate such that overall Company contributions to the Scheme do not fall below 13 5% of members' Pensionable Salaries

Company contributions paid to the Scheme in the year were £53,128 (2010 £58,568)

The schedules below set out the assets and liabilities of the Scheme assessed under FRS17, and the profit and loss and balance sheet entries developed from these, together with various other items that FRS17 requires to be disclosed

With effect from the 1 January 2012, certain changes were made to the Scheme's benefit structure following consultation with affected members. The impact of these changes on employer contributions was that contributions could continue at the total rate of 13.5% of Pensionable Salaries with expenses payable in addition. The contribution rate will be subject to review at the next (31 December 2012) actuarial valuation.

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

It should be noted that, whilst the 31 December 2011 accounting disclosures show surplus of assets relative to liabilities on an accounting basis, there continues to be a significant shortfall of assets relative to liabilities on a funding basis, which determines contributions to the Scheme Contribution to the Scheme will next be reviewed as part of the 31 December 2012 actuarial valuation process

The assets and liabilities of the DNP Section at 31 December are

	0044	0040
	2011	2010
	£'000	£'000
Equities & Property	22,752	22,470
Bonds	28,647	22,904
Cash	<u>310</u>	<u>701</u>
Fair value of DNP Section assets	51,709	46,075
Present value of DNP Section liabilities	(49,047)	(46,636)
Defined benefit pension DNP Section surplus/(deficit)	2,662	(561)
Related deferred tax (liability)/asset	(666)	151
Net surplus/(deficit) on the balance sheet	1.996	<u>(410)</u>
Charmes in displaced asset and habilities		
Changes in disclosed asset and liabilities		
Changes in DNP Section Liabilities	2011	2010
	£'000	£'000
DNP Section liabilities at prior fiscal year end	46,636	44,181
Employer service cost	2,561	2,243
Interest cost	2,539	2,404
DNP Section participants' contributions	904	873
Actuarial gain	(3,098)	(2,797)
Benefits paid from DNP Section Scheme Assets	<u>(495)</u>	(268)
Scheme liabilities in the DNP Section at year end	49,047	46,636
·		
Change in DNP Section Assets	2011	2010
•	£'000	£'000
Fair value of DNP Section assets at prior fiscal year end	46,075	38,606
Expected return on assets	2,777	2,393
Actuarial gain on assets	200	2,290
Employer contributions	2,248	2,181
DNP Section participants' contributions	904	873
Benefits paid	(495)	(268)
Scheme assets in the DNP Section at year end	<u>51,709</u>	<u>46,075</u>
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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

Amounts charged to operating profit	2011 £'000	2010 £'000
Company's share of service costs	2,561	2,243
Amount charged to other finance income		
Interest on DNP Section liabilities	2,539	2,404
Expected return on DNP Section assets	(2,777)	(2,393)
Net charge (credit) to other finance income	(238)	11
Total P&L charge	<u>2,323</u>	<u>2,254</u>
Analysis of amounts recognised in STRGL		
Gain on assets	(200)	(2,290)
Gain on change of actuarial assumptions	(3.098)	(2,797)
Total gain recognised in STRGL	(3,298)	(5,087)

	31 December 2011	31 December 2010
	%	%
Rate of increase in salaries	3 50	3 90
Rate of increase of pensions in payment (in excess of GMP)	2 90	3 30
Rate of increase for deferred pensioners	2 00	3 40
Discount rate	5 10	5 50
Inflation assumption (RPI)	3 00	3 40
Inflation assumption (CPI)	2 00	N/A

Mortality Assumptions

Mortality for all members is assumed to follow the SAPS tables based on each individual's calendar year of birth, with 15% uplift to underlying rates, and allowance for future improvements based on CMI projections with a long term trend of 1 0%

Five year history

rive year history					
·	2011	2010	2009	2008	2007
	£'000	£'000	£'000	£'000	£'000
Market value of DNP Section assets	51,709	46,075	38,606	31,895	32,276
Actuarial value of DNP Section liabilities	(49,047)	(46,636)	(44,181)	(29,650)	(32,010)
Surplus/(Deficit) in DNP Section	<u>2,662</u>	(561)	(5,575)	<u>2,245</u>	<u>266</u>
Experience (gains)/losses on DNP Section assets	(200)	(2,290)	(1,724)	(4,950)	633
Experience (gains)/losses on DNP Section liabilities	-	-	-	-	(1,092)

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NOTES TO THE FINANCIAL STATEMENTS (continued) At 31 December 2011

11 RELATED PARTY TRANSACTIONS

The company has significant transactions with fellow subsidiaries of Royal DSM N V. Since the company is a wholly owned subsidiary, advantage has been taken of the exemption granted by Financial Reporting Standard 8 from the disclosure of these transactions.

12 PARENT UNDERTAKING AND CONTROLLING PARTY

The company is a wholly owned subsidiary of Gist-brocades Holdings Limited, a company registered in England and Wales

The company's ultimate holding company and controlling party is Royal DSM N V , a company incorporated in The Netherlands, in whose consolidated accounts it is included, a copy of which can be obtained from Royal DSM N V , Corporate Accounting, PO Box 6500, 6401 JH Heerlen, The Netherlands