

Company Registration Number:

02614349

GREENCORE UK HOLDINGS LIMITED

Directors' Report and Financial Statements

Period ended 25 September 2015

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GREENCORE UK HOLDINGS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
Period ended 25 September 2015

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GREENCORE UK HOLDINGS LIMITED

DIRECTORS AND OTHER INFORMATION

DIRECTORS

M Evans
C Bradshaw
C O'Leary (Irish)
AR Williams

SECRETARY

M Evans

REGISTERED OFFICE

Greencore Group UK Centre
Midland Way, Barlborough Links Business Park
Barlborough
Chesterfield
S43 4XA

BANKERS

HSBC
69 Pall Mall
London
SW1Y 5EY

SOLICITORS

Eversheds LLP
Bridgewater Place
Water Lane
Leeds
LS11 5DR

AUDITOR

KPMG
Chartered Accountants
1 Stokes Place
St Stephen's Green
Dublin 2

GREENCORE UK HOLDINGS LIMITED

DIRECTORS' REPORT

The directors present their report and the financial statements for Greencore UK Holdings Limited ("the company") for the period ended 25 September 2015.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND 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 period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 assets, liabilities and financial position of the Company and of its profit or loss for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The company is a member of Greencore Group plc ("the Group"). The company provides treasury services to other members of the Group and is also an investment holding company.

RESULTS AND DIVIDENDS

The loss for the period after taxation was £12.174 million (2014: £15.329 million). No dividends were paid during the period (2014: £nil). The directors do not propose the payment of a further dividend.

POST BALANCE SHEET EVENTS

There are no significant post balance sheet events that require disclosure in the financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The company's operations expose it to a variety of commercial risks that include the effects of credit risk and the recoverability of investments.

Credit Risk

The company's receivables from fellow Group undertakings are payable on demand. The directors are satisfied that these could be repaid using alternative sources of finance if required.

Recoverability of Investments

The financial position of the company could be materially impacted by the failure to recover the carrying value of investments. The directors are satisfied that the company's financial assets are stated at, at least their recoverable amounts.

FINANCIAL RISK MANAGEMENT

The company is financed by fellow Group undertakings and these loans are repayable on demand. The ability of the company to continue as a going concern should such a demand be received depends on the company's ability to source alternative financing. The directors are satisfied that such financing facilities would be available if required.

Interest rate, foreign currency and liquidity risk are actively managed by the Group's Treasury Department which operates within strict Greencore Group plc Board approved policies and guidelines. This is discussed further in the Group's annual report which does not form part of this report.

GREENCORE UK HOLDINGS LIMITED

DIRECTORS' REPORT (continued)

GOING CONCERN

Greencore Group plc, the company's ultimate parent, has confirmed to the directors that it will continue to provide financial support for the company to meet its debts as they become due. Accordingly, the directors have prepared the financial statements on a going concern basis.

CHARITABLE AND POLITICAL DONATIONS

Charitable donations during the period amounted to £nil (2014: £nil). No political donations or contributions were made by the company (2014: £nil).

DIRECTORS

The directors who held office during the period and during the period to the date of approval of these financial statements are as follows:

M Evans

C Bradshaw (Appointed 25 April 2016)

C O'Leary

AR Williams

J Gacquin (Resigned 25 April 2016)

DIRECTORS' AND COMPANY SECRETARY'S INTERESTS

None of the directors or the company secretary have any beneficial interest in the share capital of the company.

The company has taken out insurance for the directors and officers against liabilities which may be incurred in relation to the company.

STRATEGIC REPORT

The company has availed of the exemption under the Companies Act 2006 (Strategic Report and Directors Report) Regulations 2013 from implementing the Strategic Report requirements as the company qualifies as a small company for company law purposes.

DISCLOSURE OF INFORMATION TO AUDITOR

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

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

This information is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG will therefore continue in office.

On behalf of the board



M Evans
Director

21 June 2016



KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GRENCORE UK HOLDINGS LIMITED

We have audited the financial statements of Grencore UK Holdings Limited for the period ended 25 September 2015 which comprise the profit and loss account, balance sheet and related notes. 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). Our audit was conducted in accordance with International Standards of Auditing (ISAs) (UK & Ireland).

OPINIONS AND CONCLUSIONS ARISING FROM OUR AUDIT

1. Our opinion on the financial statements is unmodified

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 25 September 2015 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

2. Our conclusions on other matters on which we are required to report by the Companies Act 2006 are set out below

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

3. We have nothing to report in respect of matters on which we are required to report by exception

Under ISAs (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

Under the Companies Act 2006 we are required 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
- 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of the above responsibilities.

Basis of our report, responsibilities and restrictions on use

As explained more fully in the statement of directors' responsibilities set out on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view and otherwise comply with the Companies Act 2006. Our responsibility is to audit and express an opinion on the financial statements in accordance with UK law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

An audit undertaken in accordance with ISAs (UK & Ireland) 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREENCORE UK HOLDINGS LIMITED
(continued)

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Whilst an audit conducted in accordance with ISAs (UK & Ireland) is designed to provide reasonable assurance of identifying material misstatements or omissions it is not guaranteed to do so. Rather the auditor plans the audit to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements does not exceed materiality for the financial statements as a whole. This testing requires us to conduct significant audit work on a broad range of assets, liabilities, income and expense as well as devoting significant time of the most experienced members of the audit team, in particular the engagement partner responsible for the audit, to subjective areas of the accounting and reporting.

The 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.

Tom McEvoy (Senior Statutory Auditor)
for and on behalf of KPMG, Statutory Auditor
Chartered Accountants
1 Stokes Place
St Stephen's Green
Dublin 2
21 June 2016

GREENCORE UK HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT
for the period ended 25 September 2015

		2015 £'000	2014 £'000
	Note		
Administration costs		<u>(1,062)</u>	<u>(32)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION	2	(1,062)	(32)
Interest receivable and similar income	3	1,101	725
Interest payable and similar charges	3	<u>(12,213)</u>	<u>(16,022)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(12,174)	(15,329)
Tax credit on loss on ordinary activities	4	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL PERIOD	9	<u>(12,174)</u>	<u>(15,329)</u>

The results for the period are wholly attributable to the continuing operations of the company. There are no recognised gains and losses for the current and preceding financial period other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented.

GREENCORE UK HOLDINGS LIMITED

BALANCE SHEET
as at 25 September 2015

	Note	2015 £'000	2015 £'000	2014 £'000	2014 £'000
FIXED ASSETS					
Financial assets	5		<u>23,655</u>		<u>32,955</u>
			23,655		32,955
CURRENT ASSETS					
Debtors					
- due within one year	6	308,585		182,412	
Cash at bank and in hand		<u>1,100</u>		<u>3,001</u>	
		309,685		185,413	
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR					
	7	<u>(597,308)</u>		<u>(470,162)</u>	
NET CURRENT LIABILITIES			<u>(287,623)</u>		<u>(284,749)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			(263,968)		(251,794)
TOTAL NET LIABILITIES			<u>(263,968)</u>		<u>(251,794)</u>
SHARE CAPITAL AND RESERVES					
Called up share capital	8		2,886		2,886
Share premium account	9		62,375		62,375
Profit and loss account	9		<u>(329,229)</u>		<u>(317,055)</u>
SHAREHOLDERS' DEFICIT	10		<u>(263,968)</u>		<u>(251,794)</u>

On behalf of the board:



M Evans
Director

21 June 2016

Company number: 02614349

GREENCORE UK HOLDINGS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Period ended 25 September 2015

1. ACCOUNTING POLICIES

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

Basis of preparation

The financial statements have been prepared in sterling, in accordance with applicable accounting standards under the historical cost accounting rules (as modified to include the revaluation of certain land and buildings).

The financial statements of the company are prepared to the last Friday in September each year. Accordingly, these financial statements were prepared for the 52 week period ended 25 September 2015. Comparatives are for the 52 week period ended 26 September 2014. The balance sheets for 2015 and 2014 were prepared as at 25 September 2015 and 26 September 2014 respectively.

The directors have availed of the exemption in FRS 1 Cash Flow Statements not to prepare a statement of cash flows. The company's cash flows are included in the consolidated cash flow statement of its ultimate parent undertaking, Greencore Group plc.

Intra-group transactions are not disclosed as the directors have availed of the exemption in FRS 8 Related Party Disclosures, on the basis that the company is a wholly-owned subsidiary of the ultimate parent undertaking, Greencore Group plc, whose financial statements are publicly available. All other related party transactions are detailed as they occur throughout the financial statements.

Going concern

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. The Directors of Greencore Group plc will continue to provide financial support to the Company, so as they are able to repay any of their debts as and when they fall due. Accordingly, they continue to adopt the going concern basis in preparing these financial statements..

Foreign currency

Foreign currency transactions are booked in the local currency at the exchange rate ruling on the date of the transaction. Foreign currency monetary asset and liabilities are translated into the functional currency at rates of exchange ruling at the balance sheet date. Exchange differences are included in profit or loss for the period.

Financial assets

Financial assets held as fixed assets are stated at cost less provision for any impairment.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply on crystallisation based on current tax rates and law. 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 is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. 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.

GREENCORE UK HOLDINGS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Period ended 25 September 2015

1. ACCOUNTING POLICIES (continued)

Group financial statements

Consolidated group accounts are not prepared as the company has taken advantage of the exemption from this requirement, conferred by FRS 2, on the grounds that its accounts are consolidated in the larger group of Greencore Group plc. Accordingly, the financial statements present information about the company as an entity and not as a group.

Interest Bearing Borrowings

Immediately after issue, debt is stated at the fair value of the consideration received on the issue of the capital instrument after deduction of issue costs. The finance cost of the debt is allocated to periods over the term of the debt at a constant rate on the carrying amount.

Derivative Financial Instruments

Interest rate swaps are used to convert floating rate sterling and US dollar debt of the Group into fixed rate debt liabilities and accordingly any gains and losses are recognised in the profit and loss account when the underlying transaction is settled.

2. STATUTORY INFORMATION

	2015 £'000	2014 £'000
Operating loss is stated after (charging)		
Foreign exchange loss	<u>(1,052)</u>	<u>(56)</u>

The directors are remunerated by other Group undertakings in respect of their services to the Group. It is not possible to ascertain the amounts paid in respect of their services to the company. Mr AR Williams is a director of the ultimate parent and his emoluments are disclosed in the financial statements of Greencore Group plc.

Auditor's remuneration is borne by a fellow Group undertaking. There were no employees in the current or prior periods.

3. INTEREST

	2015 £'000	2014 £'000
Interest receivable and similar income		
Interest receivable from Group undertakings	<u>1,101</u>	<u>725</u>
Interest payable and similar charges		
Interest payable on loans repayable within 5 years	1,041	1,277
Amortisation of issue costs of finance facility	408	425
Interest payable to Group undertakings	<u>10,764</u>	<u>14,320</u>
	<u>12,213</u>	<u>16,022</u>

4. TAX ON LOSS ON ORDINARY ACTIVITIES

	2015 £'000	2014 £'000
(a) Analysis of tax charge for the period		
Corporation tax		
United Kingdom corporation tax	-	-
Group relief	-	-
Total corporation tax	<u>-</u>	<u>-</u>

GREENCORE UK HOLDINGS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Period ended 25 September 2015

4. TAX ON LOSS ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting tax charge for the period

The tax assessed for the period differs from that resulting from applying the standard rate of corporation tax in the UK of 20.5% (2014: 22%). The differences arise as follows:

	2015 £'000	2014 £'000
Loss on ordinary activities before tax	(12,174)	(15,329)
	£'000	£'000
Tax at 20.5% (2014: 22%) thereon:	(2,496)	(3,372)
Expenses not deductible for tax purposes	-	2
UK-UK transfer pricing adjustment	(32)	(189)
Group relief	2,528	3,559
Tax charge for the period	-	-

Finance Bill 2013 enacted reductions in the UK corporation tax rate to 21% (effective from 1 April 2014) and to 20% (effective from 1 April 2015). Finance Act 2015 was substantively enacted on 26 October 2015 and further reduced the rate to 19% from 1 April 2017 and 18% from 1 April 2020. It is expected that this will reduce the Company's future current tax charge. The deferred tax balance has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

The deferred tax balance at the balance sheet date has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Deferred tax has been recognised to the extent that the directors believe it is recoverable. Unrecognised deferred tax assets comprise the following net amounts:

	2015 £'000	2014 £'000
Tax losses	63	63

5. FINANCIAL ASSETS

	2015 £'000	2014 £'000
Investments in subsidiary undertakings		
At beginning of period	32,955	32,955
Disposals	(9,300)	-
At end of period	23,655	32,955

During the current period, the company sold its 100% holding in its Irish subsidiary company, Sugar Distributors Holdings Limited to Hazlewood Foods Limited at its book value consideration of £9.300 million. The company therefore neither makes a profit or loss on the disposal.

Name of subsidiary	Principal activity	Class of shares held	Percentage of shares and voting rights held	Country of incorporation
Greencore				
Northwood Limited	Finance company	Ordinary	100%	England & Wales

GRENCORE UK HOLDINGS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Period ended 25 September 2015

6. DEBTORS

	2015 £'000	2014 £'000
Amounts falling due within one year:		
Amounts owed by Group undertakings	307,310	174,574
Prepayments and accrued income	1,121	248
Corporation tax receivable	154	7,590
	<u>308,585</u>	<u>182,412</u>

Loans of £20.372 million (2014: £20.453 million) due from Group undertaking, bear interest at rates based on LIBOR and are repayable upon demand. All other amounts due from Group undertakings are unsecured, interest free and are repayable on demand.

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2015 £'000	2014 £'000
Bank overdrafts	15,442	46,266
Amounts owed to Group undertakings	581,285	423,307
Other creditors	581	589
	<u>597,308</u>	<u>470,162</u>

Loans of £358.921 million (2014: £142.088 million) due to Group undertakings, bear interest at rates based on LIBOR and are repayable upon demand. All other amounts due to Group undertakings are unsecured, interest free and are repayable on demand.

8. CALLED UP SHARE CAPITAL

	2015 £'000	2014 £'000
Authorised share capital		
10,000,000 Ordinary shares of £1.00 each	10,000	10,000
	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid share capital		
2,885,977 Ordinary shares of £1.00 each	2,886	2,886
	<u>2,886</u>	<u>2,886</u>

9. MOVEMENT ON RESERVES

	Share premium account £'000	Profit and loss account £'000
At beginning of period	62,375	(317,055)
Loss for the period	-	(12,174)
At end of period	<u>62,375</u>	<u>(329,229)</u>

GREENCORE UK HOLDINGS LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Period ended 25 September 2015

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' DEFICIT

	2015 £'000	2014 £'000
Loss for the financial period	(12,174)	(15,329)
Net reduction in shareholders' funds	(12,174)	(15,329)
Opening shareholders' deficit	(251,794)	(236,465)
Closing shareholders' deficit	(263,968)	(251,794)

11. FINANCIAL COMMITMENTS & CONTINGENCIES

Commitments on behalf of group undertakings

The company, along with other members of the Group, has provided guarantees in relation to the payment of borrowings of the Group from several banks. Details of these borrowings are set out in the Group's annual report which does not form part of this report.

Derivative financial instruments

As part of the Group's financial risk management, the company has interest rate swaps with parties outside the Group to convert floating rate sterling debt of the Group to fixed rate debt liabilities. The fair value of these contracts at 25 September 2015 was a liability of £0.088 million (2014: £1.120 million).

12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate holding company is Greencore Beechwood Limited, a company incorporated in the UK, with a registered office at Greencore Group, UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield S43 4XA.

The parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up, and of which the company is a member, is Greencore Group plc. The ultimate controlling party is Greencore Group plc. Copies of the Group financial statements may be obtained from Greencore Group plc at 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9.

13. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on 21 June 2016.