

Company Registration Number:

02614349

**GREENCORE UK HOLDINGS LIMITED**

Directors' Report and Financial Statements

Period ended 28 September 2018



**GREENCORE UK HOLDINGS LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**Period ended 28 September 2018**

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## **GREENCORE UK HOLDINGS LIMITED**

### **DIRECTORS AND OTHER INFORMATION**

#### **DIRECTORS**

MEvans

C O'Leary(Irish) (resigned 29 January 2019)

C Bradshaw

E Tonge (Irish)

#### **SECRETARY**

MEvans

#### **REGISTERED OFFICE**

Greencore Group UK Centre

Midland Way, Barlborough Links Business Park

Barlborough

Chesterfield

S43 4XA

#### **BANKERS**

HSBC

69 Pall Mall

London

SW1Y5EY

#### **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 28 September 2018.

### **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 FRS 101 Reduced Disclosure Framework.

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 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 Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing as applicable matter related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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 £27.2 million (2017: loss £10.2 million). Dividends of £nil were paid during the period (2017: £nil).

### **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.

**GREENCORE UK HOLDINGS LIMITED**  
**DIRECTORS' REPORT (continued)**

**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.

**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 (2017: £nil). No political donations or contributions were made by the company (2017: £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:

MEvans  
CO'Leary (Irish) (resigned 29 January 2019)  
C Bradshaw  
E Tonge (Irish)

**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**

It was approved by the Board that Deloitte will replace KPMG as external auditor for the financial year ended 27 September 2019.

On behalf of the board

E Tonge  
Director



20 June 2019



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

## **Independent auditor's report to the members of Greencore UK Holdings Limited**

### **1 Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of Greencore UK Holdings Limited ('the company') for the period ended 28 September 2018 set out on pages 8 to 16, which comprise the statement of profit and loss account and other comprehensive income, balance sheet, statement of changes in equity and related notes. The financial reporting framework that has been applied in their preparation is UK law and FRS 101 *Reduced Disclosure Framework*.

In our opinion, the accompanying financial statements:

- give a true and fair view of the state of the company's affairs as at 28 September 2018 and of its loss for the period then ended;
- have been properly prepared in accordance with FRS 101 *Reduced Disclosure Framework*; and
- have been properly prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **We have nothing to report on going concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

#### **Other information**

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.



## **Independent auditor's report to the members of Greencore UK Holdings Limited (continued)**

Based solely on our work on the other information;

- we have not identified material misstatements in the directors' report;
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2006.

### **Matters on which we are required to report by exception**

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
- 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.

We have nothing to report in these respects.

## **2 Respective responsibilities and restrictions on use**

### **Responsibilities of directors for the financial statements**

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's 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 auditor's 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 fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities)

### **The purpose of our audit work and to whom we owe our responsibilities**

Our 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

24 June 2019

## GREENCORE UK HOLDINGS LIMITED

### STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME

For the period ended 28 September 2018

	Note	2018 £'000	2017 £'000
Administration costs		(5)	(5)
<b>Loss on ordinary activities before exceptionals, interest, and taxation</b>		<b>(5)</b>	<b>(5)</b>
Exceptional items	3	(16,082)	-
<b>Loss on ordinary activities before interest and taxation</b>		<b>(16,087)</b>	<b>(5)</b>
Interest receivable and similar income	4	1,845	1,834
Interest payable and similar charges	4	(12,928)	(11,989)
<b>Loss on ordinary activities before taxation</b>		<b>(27,170)</b>	<b>(10,160)</b>
Taxation charge	5	-	-
<b>Loss for the financial period</b>		<b>(27,170)</b>	<b>(10,160)</b>
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>(27,170)</b>	<b>(10,160)</b>

# **GREENCORE UK HOLDINGS LIMITED**

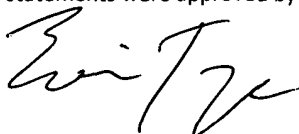
## **BALANCE SHEET**

As at 28 September 2018

	Note	2018 £'000	2017 £'000
<b>Fixed Assets</b>			
Financial assets	6	12,009	23,655
<b>Current Assets</b>			
Debtors			
- due within one year	7	234,357	220,342
Cash at bank and in hand		34	16,012
		234,391	236,354
<b>Creditors: Amounts falling due within one year</b>	8	(558,429)	(544,868)
<b>Net Current Liabilities</b>		(324,038)	(308,514)
<b>Total Net Liabilities</b>		(312,029)	(284,859)
<b>Share Capital and Reserves</b>			
Called up share capital	9	2,886	2,886
Share premium account		62,375	62,375
Profit and loss account		(377,290)	(350,120)
<b>Shareholders' Funds</b>		(312,029)	(284,859)

These financial statements were approved by the board of directors on 20 June 2019 and were signed on its behalf by:

E Tonge  
Director,  
20 June 2019



Registered number: 02614349

## GREENCORE UK HOLDINGS LIMITED

### STATEMENT OF CHANGES IN EQUITY

As at 28 September 2018

	Share capital	Share premium account	Profit and loss account	Total equity
	£'000	£'000	£'000	£'000
At 30 September 2016	2,886	62,375	(339,960)	(274,699)
<b>Total comprehensive income for the period</b>				
Loss for the financial period	-	-	(10,160)	(10,160)
At 29 September 2017	2,886	62,375	(350,120)	(284,859)
<b>Total comprehensive income for the period</b>				
Loss for the financial period	-	-	(27,170)	(15,524)
<b>At 28 September 2018</b>	<b>2,886</b>	<b>62,375</b>	<b>(377,290)</b>	<b>(300,383)</b>

## GRENCORE UK HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 28 September 2018

#### 1. ACCOUNTING POLICIES

Grencore UK Holdings Limited (the "company") is a limited liability company incorporated and domiciled in the United Kingdom. The registered number of the company is 02614349 and its registered address is Grencore Group UK Centre, Midland Way, Barlborough Links Business Park, Barlborough, Chesterfield, S43 4XA.

The company is exempt by virtue of s.400 of the Companies Act 2006, from the requirement to prepare group financial statements. These financial statements present information about the company as an individual undertaking and not about its group.

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**

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Acts 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company's ultimate parent undertaking, Grencore Group plc, includes the company in its consolidated financial statements. The consolidated financial statements of Grencore Group plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Grencore Group plc, 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9, Ireland.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- comparative period reconciliations for share capital;
- disclosures in respect of transactions with wholly owned subsidiaries ;
- the effects of new but not yet effective IFRSs; and
- disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Grencore Group plc include the equivalent disclosures, the company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The financial statements are presented in sterling, which is the company's functional currency, and are rounded to the nearest thousand (£'000) except when otherwise indicated. The financial statements have been prepared on the basis of historical costs, except where assets and liabilities are stated at fair value in accordance with relevant accounting policies.

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 28 September 2018. Comparatives are for the 52 week period ended 29 September 2017. The balance sheets for 2018 and 2017 were prepared as at 28 September 2018 and 29 September 2017 respectively.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these 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. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company's ultimate parent undertaking has confirmed that it will continue to provide financial support for the company to meet its debts as they become due. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

**GREENCORE UK HOLDINGS LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**For the period ended 28 September 2018**

**1. ACCOUNTING POLICIES (continued)**

**Foreign currency**

Foreign currency transactions are booked in the functional currency at the exchange rate ruling on the date of the transaction. Foreign currency monetary asset and liabilities are translated into the local 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. A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

**Classification of financial instruments issued by the company**

Following the adoption of IAS 32, financial instruments issued by the company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a nonderivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments. To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

**Derivative financial instruments**

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

**Trade and other debtors**

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

**Trade and other creditors**

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

**Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

**Taxation**

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous periods.

## GREENCORE UK HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 28 September 2018

#### 1. ACCOUNTING POLICIES (continued)

##### Taxation (continued)

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

##### Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit or loss (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset. Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method.

Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

##### 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.

#### 2. STATUTORY INFORMATION

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 E Tonge is a director of the ultimate parent and his emoluments are disclosed in the Greencore Group Plc Annual Report.

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

#### 3. EXCEPTIONAL ITEMS

	2018 £'000	2017 £'000
Impairment charge	(11,646)	-
Intercompany loan waiver	(4,436)	-
	(16,082)	-

During the period, the company waived an intercompany loan due from Greencore Cakes & Desserts, a division of Greencore Grocery Limited. The impairment charge relates to the impairment of the Company's financial asset in its subsidiary, Greencore Northwood Limited.

# **GREENCORE UK HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

For the period ended 28 September 2018

### **4. INTEREST**

	2018 £'000	2017 £'000
<b>Interest receivable and similar income</b>		
Interest receivable from Group undertakings	1,845	1,834

	2018 £'000	2017 £'000
<b>Interest payable and similar charges</b>		
Amortisation of issue costs of finance liability	320	320
Interest payable to Group undertakings	12,608	11,669
	<b>12,928</b>	<b>11,989</b>

### **5. TAX ON LOSS ON ORDINARY ACTIVITIES**

#### (a) Analysis of tax charge for the period

	2018 £'000	2017 £'000
<b>Current tax</b>		
United Kingdom corporation tax	-	-
Total current tax	-	-

#### (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 19% (2017: 19.5%). The differences arise as follows:

	2018 £'000	2017 £'000
<b>Loss on ordinary activities before tax</b>	<b>(27,170)</b>	<b>(10,160)</b>
Tax @ 19% (2017: 19.5%) thereon:	<b>(5,162)</b>	<b>(1,981)</b>
Non-deductible loan waiver	<b>843</b>	-
Non-deductible impairment charge	<b>2,213</b>	
UK-UK transfer pricing adjustment	<b>(30)</b>	<b>(4)</b>
Group relief	<b>2,136</b>	<b>1,985</b>
Total tax charge for the period	<b>-</b>	<b>-</b>

Finance Act 2015 was substantively enacted on 26 October 2015 and reduced the UK corporation tax rate from 20% to 19% from 01 April 2017 and to 18% from 01 April 2020. Finance Act 2016 was substantively enacted on 06 September 2016 and further reduced the rate to 17% from 01 April 2020, instead of the reduction to 18% as originally planned.

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

	2018 £'000	2017 £'000
Tax losses	48	48

**GRENCORE UK HOLDINGS LIMITED****NOTES TO THE FINANCIAL STATEMENTS**

For the period ended 28 September 2018

**6. FINANCIAL ASSETS**

	2018 £'000	2017 £'000
<b>Investments in subsidiary undertakings</b>		
At beginning of period	23,655	23,655
Impairment charge for the period	(11,646)	-
At end of period	12,009	23,655

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

The directors are satisfied with the carrying value of the investment.

**7. DEBTORS**

	2018 £'000	2017 £'000
<b>Amounts falling due within one year:</b>		
Amounts owed by Group undertakings	233,684	219,299
Unamortised loan fees	673	993
Corporation tax receivable	-	50
	234,357	220,342

Loans of £39.4 million (2017: £43.7 million) due from Group undertakings, 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.

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2018 £'000	2017 £'000
Bank overdrafts	106,221	100,313
Amounts owed to Group undertakings	452,198	444,555
Other creditors	10	-
	558,429	544,868

Loans of £222.5 million (2017: £250.4 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.

## GREENCORE UK HOLDINGS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

For the period ended 28 September 2018

#### 9. SHARE CAPITAL

	2018 £'000	2017 £'000
<b>Authorised share capital</b>		
10,000,000 Ordinary shares of £1.00 each	10,000	10,000
	10,000	10,000
<b>Allotted, called up and fully paid share capital</b>		
2,885,977 Ordinary shares of £1.00 each	2,886	2,886
	2,886	2,886

There has been no movement in share capital in the current period and prior periods. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

#### 10. 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.

#### 11. 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 ultimate controlling party is Greencore Group plc ("the Group"). 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. Copies of the Group financial statements may be obtained from Greencore Group plc at 2 Northwood Avenue, Northwood Business Park, Santry, Dublin 9.

#### 12. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved by the board of directors and authorised them for issue on 20 June 2019.