

Berisford Holdings Limited

Report and Financial Statements

Year ended

31 December 2016

Company Number 2629465



Berisford Holdings Limited

**Report and financial statements
for the year ended 31 December 2016**

Contents

Page:

1	Strategic report
3	Report of the directors
4	Statement of comprehensive income
5	Balance sheet
6	Statement of changes in equity
7	Notes forming part of the financial statements

Directors

A D Gray
G P B Veal

Secretary and registered office

Prima Secretary Limited, St. Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE1 3DX

Company number

2629465

Berisford Holdings Limited

Strategic report for the year ended 31 December 2016

The directors present their strategic report together with the financial statements for the year ended 31 December 2016. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

Business review and principal activities

The Company serves as an investment holding company. No change to this activity is envisaged.

The statement of comprehensive income is set out in page 4 and shows a loss before tax of £56.1m (2015: loss £11.1m).

In early 2015 The Manitowoc Company Inc. announced its intention to split itself into two separate publicly quoted entities, namely The Manitowoc Company Inc (the Cranes business) and Welbilt Inc. (formerly known as Manitowoc Foodservice Inc) (the Foodservice business). This was effected on 4th March 2016.

The separation process involved a number of organizational changes to allow the business to separate cleanly.

Some of these changes affected the Company as follows:

- In February 2016 the Company distributed to its parent company an £82.0m receivable due from a fellow group undertaking.
- Also in February 2016 the Company agreed to offset a receivable of £75.6m against a payable of the same value with a fellow group undertaking.
- In December 2016 the Company agreed to waive two receivable balances of €76.9m and £16.1m due from its parent company and fellow group undertaking respectively.

The Company has undertaken a review of the carrying amounts of loans due from its fellow group companies at year end and has recognised impairment provisions against such balances to reflect instances where there is a net equity deficit in the balance sheets of those counterparties and the directors' do not consider the loans to be recoverable. This resulted in the reversal of the impairment of the receivable from Enodis International of £14.6m (2015: impairment of £14.6m).

The directors do not recommend payment of a dividend (2015: £nil.)

Principal risks and uncertainties

Throughout the year, the Company identifies and reviews potential risk and uncertainties that could have a material impact on performance and has put in place internal processes and controls designed to mitigate these risks. Detailed planning processes and contingency plans are in place for adverse change to macro-economic conditions. Appropriate review and development processes are followed for all employees including for succession. The principal risks the Company is exposed to are as follows:

Foreign exchange risk

The Company is party to a non-functional-currency loan note which is subject to retranslation at rates that are out of the control of the Company, resulting in gains or losses arising in the Statement of Comprehensive Income.

Liquidity and interest rate risk

The Company is a participant in the group treasury function which has the objective of maintaining a balance between continuity of funding and appropriately investing in the money markets. All cash management is performed centrally and the Company's cash position is monitored weekly. The Company's policy is also to maintain access to a mixture of long term and short term debt finance from group companies and to regularly review interest rates.

Berisford Holdings Limited

Strategic report
for the year ended 31 December 2016 (continued)

Approval

This strategic report was approved on behalf of the Board on 25/09/17



A D Gray

Director

Berisford Holdings Limited

Report of the directors for the year ended 31 December 2016

The directors present their report together with the financial statements for the year ended 31 December 2016.

Directors

The directors who held office during the year and to date were as follows:

M DeLon Jones – resigned 1st February 2017
A D Gray
G P B Veal

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

Directors' responsibilities

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 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 judgements 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.

On behalf of the Board



A D Gray

Director

Date

25/09/17

Berisford Holdings Limited

Statement of Comprehensive Income for the year ended 31 December 2016

	Note	2016 £'000	2015 £'000
Foreign exchange gains/(losses)		9,195	(3,593)
Waiver of intercompany receivables		(81,847)	-
Reversal/(Impairment) of intercompany receivable		14,651	(14,651)
Total administrative income/(expenses)		(58,001)	(18,244)
Operating loss	3	(58,001)	(18,244)
Interest receivable	4	2,293	7,153
Interest payable	4	(420)	-
Loss on ordinary activities before taxation		(56,128)	(11,091)
Taxation on loss on ordinary activities	5	-	-
Loss for the year		(56,128)	(11,091)
Comprehensive income for the year		(56,128)	(11,091)

The notes on pages 7 to 11 form part of these financial statements.

Berisford Holdings Limited

Balance sheet at 31 December 2016

Company number: 2629465	Note	2016 £'000	2016 £'000	2015 £'000	2015 £'000
Fixed assets					
Investments	6		-		-
Current assets					
Debtors	7	19,810		233,516	
		<u>19,810</u>		<u>233,516</u>	
Creditors: amounts falling due within one year	8	-		(75,616)	
Net current assets			19,810		157,900
Total assets less current liabilities			<u>19,810</u>		<u>157,900</u>
Net assets			<u>19,810</u>		<u>157,900</u>
Capital and reserves					
Called up share capital	9		-		-
Equity reserve			126,707		126,707
Dividend			(81,962)		-
Profit and loss account			(24,935)		31,193
			<u>19,810</u>		<u>157,900</u>

For the year ended 31 December 2016 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities

- the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements were approved by the Board of Directors and authorised for issue on 25/09/17



A Gray

Director

The notes on pages 7 to 11 form part of these financial statements.

Berisford Holdings Limited

Statement of changes in equity For the year ended 31 December 2016

	Share capital £'000	Equity reserve £'000	Profit and loss account £'000	Total equity £'000
1 January 2016	-	126,707	31,193	157,900
Comprehensive income for the year				
Loss for the year	-	-	(56,128)	(56,128)
Total comprehensive income for the year	-	-	(56,128)	(56,128)
Contributions by and distributions to owners				
Dividend	-	(81,962)	-	(81,962)
Total contributions by and distributions to owners	-	(81,962)	-	(81,962)
31 December 2016	-	44,745	(24,935)	19,810
1 January 2015	-	126,707	42,284	168,991
Comprehensive income for the year				
Loss for the year	-	-	(11,091)	(11,091)
Total comprehensive income for the year	-	-	(11,091)	(11,091)
31 December 2015	-	126,707	31,193	157,900

The notes on pages 7 to 11 form part of these financial statements.

Berisford Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2016

1 Accounting policies

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the accounting policies.

The following principal accounting policies have been applied:

Consolidated Financial Statements

The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the publicly available consolidated financial statements of the Manitowoc Company Inc. These financial statements present information about the Company as an individual undertaking and not about its group.

Cash Flow

The company has taken advantage of the exemption in FRS102 under paragraph 1.12 which allows exemption from the requirements of Section 7 Statement of cash flows and Section 3 Financial Statement Presentation paragraph 3.17(d) in relation to cash flows. The Company is included in the consolidated financial statements of Welbilt Inc. Refer to Note 12 for more information on where to obtain a copy of the consolidated financial statements.

Investments

Investments are held at cost less permanent diminution in value.

Foreign exchange risk

The Company is party to a non-functional-currency loan note which is subject to retranslation at rates that are out of the control of the Company, resulting in gains or losses arising in the Statement of Comprehensive Income.

Financial assets

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

Reserves

The Company's reserves include

Called up share capital reserve represents the nominal value of the shares issued.

The share premium account includes the premium on issue of equity shares, net of any issue costs.

Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Berisford Holdings Limited

Notes forming part of the financial statements for the year ended 31 December 2016 (continued)

1 Accounting policies (continued)

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

Investments are held at cost less permanent diminution in value. Judgement has been applied by the directors in estimating the recoverability of loans and investments.

3 Operating loss

As noted in the business review on page 1, in December 2016 the Company agreed to waive two receivable balances of €76.9m and £16.1m due from its parent company and fellow group undertaking respectively.

The Company has undertaken a review of the carrying amounts of loans due from its fellow group companies at year end and has recognised impairment provisions against such balances to reflect instances where there is a net equity deficit in the balance sheets of those counterparties and the directors' do not consider the loans to be recoverable. This resulted in the reversal of the impairment of the receivable from Enodis International of £14.6m (2015: impairment of £14.6m).

No Directors received any remuneration from the Company (2015: £nil). The Company has no employees other than the Directors (2015: none).

Berisford Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2016 *(continued)*

4 Interest receivable and payable

	2016 £'000	2015 £'000
Analysis of interest:		
Interest receivable on amounts owed by group undertakings	2,293	7,153
Interest payable on amounts owed to group undertakings	(420)	-
	1,873	7,153

5 Taxation on loss on ordinary activities

	2016 £'000	2015 £'000
Loss on ordinary activities before tax	(56,128)	(11,091)
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20% (2015 – 20.25%)	(11,226)	(2,246)
Effects of:		
Disallowed items	13,439	2,967
Transfer pricing adjustments	408	1,030
Group relief claimed for nil consideration	(2,621)	(1,751)
Total tax charge for period	-	-

There is no unrecognised deferred tax as at 31 December 2016 (2015: £nil).

Berisford Holdings Limited

Notes forming part of the financial statements
for the year ended 31 December 2016 (continued)

6 Investments		
	2016	2015
	£'000	£'000
Cost:		
At the beginning of the year	35,901	35,901
Acquired during the year	-	-
Companies struck off during the year	-	-
At the end of the year	<u>35,901</u>	<u>35,901</u>
Impairment:		
At the beginning of the year	35,901	35,901
Charge for the period	-	-
Companies struck off during the year	-	-
At the end of the year	<u>35,901</u>	<u>35,901</u>
Net book value at the end of the year	-	-
Net book value at the beginning of the year	-	-

The subsidiaries (both direct and indirect) of the Company at the end of the year are:

Company	Country of Incorporation	Proportion of voting rights and ordinary share capital held 2016/2015
<i>Property</i>		
Enodis Property Developments Limited	UK	100%
Enodis Property Group Limited	UK	100%

The registered company address for both Enodis Property Developments Limited and Enodis Property Group Limited is:

St. Ann's Wharf, 112 Quayside, Newcastle upon Tyne NE1 3DX

7 Debtors		
	2016	2015
	£'000	£'000
Amounts owed by group undertakings	19,810	233,516
	<u>19,810</u>	<u>233,516</u>

As noted in the business review on page 1, in February 2016 the Company distributed to its parent company an £82.0m receivable due from a fellow group undertaking.

Also in February 2016 the Company agreed to offset a receivable of £75.6m against a payable of the same value with a fellow group undertaking.

In December 2016 the Company agreed to waive two receivable balances of £76.9m and £16.1m due from its parent company and fellow group undertaking respectively.

Berisford Holdings Limited

**Notes forming part of the financial statements
for the year ended 31 December 2016 (continued)**

8 Creditors: amounts falling due within one year

	2016 £'000	2015 £'000
Amounts owed to group undertakings	-	75,616
	-	75,616

As noted in the business review on page 1, in February 2016 the Company agreed to offset a receivable of £75.6m against a payable of the same value with a fellow group undertaking.

9 Share capital

	2016 £	2015 £
<i>Allotted, called up and fully paid</i>		
1 (2015: 1) ordinary share of £1 each	1	1
	1	1

10 Related party disclosures

The Company is a wholly owned subsidiary of Welbilt Inc. and has taken advantage of the exemption conferred under FRS 102 not to disclose transactions with Welbilt Inc. or other wholly owned subsidiaries within the group.

11 Subsequent events

There are no events subsequent to the reporting date.

12 Ultimate parent company

The Company's immediate parent is Enodis Group Limited, a company incorporated in England and Wales. The Directors regard Welbilt Inc., a company incorporated in the US, as the ultimate parent company and controlling entity. At the reporting date the Company is part of the Enodis Group Limited consolidated group, which would be the smallest group in which the Company forms a part. Welbilt Inc. is the largest group which prepares consolidated results and of which the Company forms a part. Copies of the financial statements of Welbilt Inc. for the period up to 31st December 2016 can be obtained from the Secretary at 2227 Welbilt Boulevard, New Port Richey, Florida 34655, USA.