

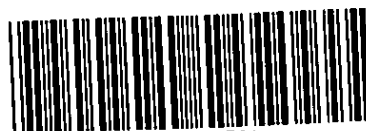
**ABF Overseas Limited**

**Directors' report and financial  
statements**

**Registered number 3313345**

**13 September 2008**

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## Contents

Directors' report	1
Statement of directors' responsibilities	2
Independent auditors' report	3
Profit and loss account	4
Balance sheet	5
Statement of total recognised gains and losses	6
Reconciliation of movements in shareholder's funds	6
Notes	7

## Directors' report

The directors present their annual report and the audited financial statements for the 52 week period ended 13 September 2008.

### Principal activities

During the period the principal activity was the holding of shares in subsidiary companies. The principal activity of the subsidiaries was the manufacture and sale of food products.

### Business review and future developments

During the period the main activity of the company remained unchanged and the directors anticipate that any future developments will relate to the company's principal activity.

### Trading results, share issue, dividends and transfer to reserves

Profit before tax for the current financial year was £44,454,000 (2007: loss £21,285,000), which includes dividend income from fixed asset investments of £91,146,000 (2007: £26,790,000). No ordinary dividend was declared in the year (2007: nil). A profit of £52,338,000 was transferred to reserves (2007: loss £16,835,000).

### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Auditors

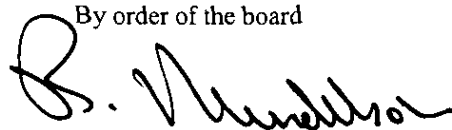
Pursuant to a shareholders' resolution, the company is not obliged to reappoint its auditors annually and KPMG Audit Plc will therefore continue in office.

### Directors

The directors who held office during the period were:

JG Bason  
HJ Davenport  
PA Russell  
RS Mendelsohn

By order of the board



RS Mendelsohn  
Secretary

Weston Centre  
10 Grosvenor Street  
London  
W1K 4QY

3rd July 2009

## Statement of directors' responsibilities

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to 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 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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.



KPMG Audit Plc  
PO Box 695  
8 Salisbury Square  
London  
EC4Y 8BB

## Independent auditors' report

We have audited the financial statements of ABF Overseas Limited for the year ended 13 September 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, the Reconciliation of Movements in Shareholder's Funds and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 13 September 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

*KPMG Audit Plc*

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor

*3 July*

2009

## Profit and loss account

for the year ended 13 September 2008

	Notes	2008 £'000	2007 £'000
Administration costs		-	(10)
Income from fixed asset investments	4	91,146	26,790
Impairment of investment in subsidiary		(8,200)	-
<b>Operating profit</b>		<b>82,946</b>	<b>26,780</b>
Net interest payable	5	(38,492)	(48,065)
<b>Profit/(loss) on ordinary activities before taxation</b>		<b>44,454</b>	<b>(21,285)</b>
Tax on profit/(loss) on ordinary activities	6	7,884	4,450
<b>Profit/(loss) on ordinary activities after taxation</b>		<b>52,338</b>	<b>(16,835)</b>

There is no material difference between the company's results as reported and on a historical cost basis. Accordingly, no note of historical cost profits and losses has been prepared.

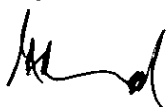
The profit on ordinary activities before taxation relates entirely to continuing activities in the period.

## Balance sheet

at 13 September 2008

	<i>Notes</i>	<b>2008</b> <b>£'000</b>	<b>2007</b> <b>£'000</b>
<b>Fixed assets</b>			
Investments in subsidiaries and joint ventures	7	1,914,061	1,849,157
Other investments	8	279,330	248,756
		<u>2,193,391</u>	<u>2,097,913</u>
<b>Current assets</b>			
Debtors			
- due within one year	9	9,336	5,575
- due after one year	9	195,120	147,840
		<u>204,456</u>	<u>153,415</u>
Creditors amounts falling due within one year	10	(175,595)	(305,484)
<b>Net current assets/(liabilities)</b>		<b>28,861</b>	<b>(152,069)</b>
<b>Total assets less current liabilities</b>		<b>2,222,252</b>	<b>1,945,844</b>
Creditors amounts falling due after one year	10	(880,868)	(681,769)
<b>Net assets</b>		<b><u>1,341,384</u></b>	<b><u>1,264,075</u></b>
<b>Capital and reserves</b>			
Called-up share capital	11	1,218,844	1,218,844
Profit and loss account	12	119,705	67,367
Translation reserve	12	2,835	(22,136)
<b>Shareholder's funds</b>		<b><u>1,341,384</u></b>	<b><u>1,264,075</u></b>

These financial statements were approved by the board of directors on behalf by:



**PA Russell**  
Director

3 July

2009 and were signed on its

## Statement of total recognised gains and losses

*for the year ended 13 September 2008*

	2008 £'000	2007 £'000
Profit/(loss) for the financial year	52,338	(16,835)
Effect of movements in foreign exchange	24,971	(19,043)
<b>Total recognised gains and losses relating to the year</b>	<b>77,309</b>	<b>(35,878)</b>

## Reconciliation of movements in shareholder's funds

*for the year ended 13 September 2008*

	2008 £'000	2007 £'000
Opening shareholder's funds	1,264,075	1,136,109
Profit/(loss) for the financial year	52,338	(16,835)
Increase in issued equity share capital	-	163,844
Effect of movements in foreign exchange	24,971	(19,043)
<b>Closing shareholder's funds</b>	<b>1,341,384</b>	<b>1,264,075</b>

## Notes

*(forming part of the financial statements)*

### 1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly, these financial statements have been prepared for the 52 week period ended 13 September 2008.

### 2 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 under the historical cost convention, as modified by the revaluation of certain assets, and in accordance with applicable United Kingdom accounting standards (UK GAAP) and the Companies Act 1985.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement because it is a wholly-owned subsidiary undertaking. A group cash flow statement is included in the financial statements of Associated British Foods plc.

The company is controlled by Associated British Foods plc and is exempt from the requirement to disclose transactions with it and other group companies under Financial Reporting Standard 8 as it is a wholly owned subsidiary undertaking included in consolidated financial statements which are publicly available.

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts.

#### *Financial instruments*

Under FRS 25, preference shares issued are classified as financial liabilities. Where preference shares are issued in foreign currency, the shares are revalued to local currency at each reporting date.

Under paragraph 28 of SSAP 20, the company has utilised financial liabilities with fellow subsidiaries as net investment hedges of investments in other subsidiaries. Both the investments and the liabilities are revalued at each reporting date. This reduces the company's foreign exchange exposure.

#### *Income from fixed asset investments*

Dividend income is recognised on a receipts basis.

## Notes (continued)

### 2 Accounting policies (continued)

#### *Dividends*

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

#### *Investments in subsidiary undertakings*

Investments in subsidiary undertakings are reported at cost less any provision for impairment, except for those investments hedged in accordance with paragraph 28 of SSAP 20. These investments are converted to foreign currency at inception of the hedge and then revalued at each reporting date.

#### *Income tax*

Income tax on the profit or loss for the period comprises current and deferred tax where appropriate.

Current tax is the tax expected to be payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, together with any adjustment to tax payable in respect of previous years.

Provision for deferred tax is made on all timing differences that have originated, but not reversed at the balance sheet date.

#### *Share capital*

Fully paid ordinary share capital is stated at its nominal value.

### 3 Directors' emoluments and auditors' remuneration

The directors received no emoluments in respect of their services to the company in the current or the previous period.

The auditors' remuneration was borne by the holding company in both the current and previous period.

### 4 Income from fixed asset investments

	2008 £'000	2007 £'000
Income from shares in joint venture	561	342
Income from shares in group undertakings	90,585	26,448
	<hr/>	<hr/>
	91,146	26,790
	<hr/>	<hr/>

## Notes (continued)

### 5 Net interest payable

	2008 £'000	2007 £'000
<b>Interest receivable</b>		
Interest income on loans to fellow subsidiary undertakings	3,453	1,286
Interest income on loans to parent undertakings	8,205	3,304
Foreign exchange gains on financing activities	4,935	30
	<hr/> 16,593	<hr/> 4,620
<b>Interest payable</b>		
Interest expense on borrowings from fellow subsidiary undertakings	13,132	16,291
Interest expense on borrowings from parent undertaking	41,233	35,573
Foreign exchange losses on financing activities	720	821
	<hr/> 55,085	<hr/> 52,685
<b>Net interest payable</b>	<hr/> <hr/> 38,492	<hr/> <hr/> 48,065

### 6 Tax on profit/(loss) on ordinary activities

#### (a) Analysis of credit in the period

	2008 £'000	2007 £'000
Current tax credit	7,884	4,450
	<hr/> 7,884	<hr/> 4,450

#### (b) Factors affecting current tax charge for the period

The tax credit assessed for the period is greater than the standard rate of corporation tax in the UK (29.08%) (2007: 30%). The differences are explained below:

	2008 £'000	2007 £'000
Profit/(loss) on ordinary activities before tax	44,454	(21,285)
Tax at the standard rate of corporation tax of 29.08% (2007: 30%)	12,927	(6,386)
Expenses not deductible for tax purposes	5,821	4,513
Foreign tax relief	(3,220)	(2,992)
Other income not subject to corporation tax	(23,286)	(5,045)
Group Relief	-	5,460
Adjustment in respect of prior years	(126)	-
Current tax credit	<hr/> <hr/> (7,884)	<hr/> <hr/> (4,450)

## Notes (continued)

### 7 Investments in subsidiaries and joint ventures

	Shares in subsidiaries	Shares in joint ventures	Total
	£'000	£'000	£'000
Cost at 15 September 2007	1,842,950	6,207	1,849,157
Additions	13,518	-	13,518
Effect of movements in foreign exchange	59,586	-	59,586
<b>At 13 September 2008</b>	<b>1,916,054</b>	<b>6,207</b>	<b>1,922,261</b>
Amounts written off at 15 September 2007	-	-	-
Impairment cost	8,200	-	8,200
<b>At 13 September 2008</b>	<b>8,200</b>	<b>-</b>	<b>8,200</b>
Carrying value at 15 September 2007	1,842,950	6,207	1,849,157
<b>Carrying value at 13 September 2008</b>	<b>1,907,854</b>	<b>6,207</b>	<b>1,914,061</b>

During the year the company increased its investment in AB Foods Polska SP.z o.o., GB Ingredients France S.A.S, Enzymes Leasing Finland Oy and Primark Netherlands B.V.

#### Principal subsidiary undertakings

	Place of incorporation or registration (if overseas)	Class of shares held	Percentage of shares held
AB Food & Beverages Australia Pty Ltd *	Australia	Ordinary	100%
PT AB Food & Beverages Indonesia	Indonesia	Ordinary	90%
AB Food & Beverages Philippines, Inc.	Philippines	Ordinary	100%
AB Food & Beverages Singapore Pte. Limited	Singapore	Ordinary	100%
AB Foods Polska SP.z o.o.	Poland	Ordinary	100%
AB Enzymes OY	Finland	Ordinary	100%
ABF (UK) Limited		Ordinary	100%
ACH Food Companies Inc *	US	Ordinary	100%
Alimentos Capullo.S.de R.L.de C.V.	Mexico	Ordinary	100%
Anzchem Pty Ltd *	Australia	Ordinary	100%
Beauvallet Investments Limited*	Jersey	Ordinary	100%
Enzymes Leasing Finland Oy	Finland	Ordinary	100%
Food Investments Pty Limited	Australia	Ordinary	100%
GB Ingredients France S.A.S.	France	Ordinary	100%
George Weston Foods Limited *	Australia	Ordinary	100%
George Weston Foods (NZ) Limited *	New Zealand	Ordinary	100%
Harbin Mauri Yeast Co., Limited	China	Ordinary	100%
Illovo Sugar Limited	South Africa	Ordinary	51%
Mauri Fermentos, SA	Portugal	Ordinary	100%
Mauri Lanka (Private) Limited	Sri Lanka	Ordinary	100%
Primark Netherlands B.V.	Netherlands	Ordinary	100%
Serrol Ingredients Pty Ltd	Australia	Ordinary	100%
Shanghai AB Food & Beverages Limited*	China	Ordinary	100%
Soublier Investments Limited*	Jersey	Ordinary	100%
SPI Pharma SAS	France	Ordinary	100%
SPI Pharma Inc	US	Ordinary	100%
SPI Polyols Inc *	US	Ordinary	100%

## Notes (continued)

### 7 Investments in subsidiaries and joint ventures (continued)

Twinnings North America Inc *	US	Ordinary	100%
Wander AG	Switzerland	Ordinary	100%

\* Indirect investments

In the opinion of the directors the investments in the company's subsidiary undertakings are worth at least the amounts at which they are stated in the balance sheet.

#### Principal joint ventures

AB Mauri Philippines, Inc.	Philippines	Ordinary	50%
Roal OY	Finland	Ordinary	50%

### 8 Other investments

	£'000
<b>Investments</b>	
Cost at 15 September 2007 and 13 September 2008	283,382
	<hr/>
<b>Effect of movements in foreign exchange</b>	
At 15 September 2007	(34,626)
Current year effect	30,574
	<hr/>
At 13 September 2008	(4,052)
	<hr/>
<b>Carrying value</b>	
At 15 September 2007	248,756
	<hr/>
At 13 September 2008	279,330
	<hr/>

Other investments comprise a holding of US dollar preference shares in a fellow subsidiary undertaking. These shares form part of a net investment hedge under SSAP 20.

### 9 Debtors

	2008 £'000	2007 £'000
<b>Amounts falling due within one year</b>		
Group relief receivable	9,061	5,150
Amounts owed by parent undertaking	143	425
Amounts owed by fellow subsidiary undertakings	132	-
	<hr/>	<hr/>
	9,336	5,575
	<hr/>	<hr/>
<b>Amounts falling due after one year</b>		
Amounts owed by parent undertaking	125,357	125,357
Amounts owed by fellow subsidiary undertakings	69,763	22,483
	<hr/>	<hr/>
	195,120	147,840
	<hr/>	<hr/>

The directors consider that the carrying amounts of debtors approximate their fair value.

## Notes (continued)

### 10 Creditors

	2008 £'000	2007 £'000
<b>Amounts falling due within one year</b>		
Amounts owed to parent undertaking	175,198	305,380
Amounts owed to fellow subsidiary undertakings	63	83
Accruals and deferred income	334	21
	<u>175,595</u>	<u>305,484</u>
<b>Amounts falling due after one year</b>		
Amounts owed to parent undertaking	576,000	403,112
Amounts owed to fellow subsidiary undertakings	304,868	278,657
	<u>880,868</u>	<u>681,769</u>

The directors consider that the carrying amounts of creditors approximate their fair value.

### 11 Share capital

	2008 £'000	2007 £'000
<b>Authorised</b>		
2,000,000,000 Ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>
<b>Issued and fully paid</b>		
1,218,844,161 Ordinary shares of £1 each (2007: 1,218,844,161 Ordinary shares of £1 each)	<u>1,218,844</u>	<u>1,218,844</u>

### 12 Reserves

	Issued capital £'000	Translation reserve £'000	Profit and loss account £'000	Total £'000
At 15 September 2007	1,218,844	(22,136)	67,367	1,264,075
Profit for the year	-	-	52,338	52,338
Effect of movements in foreign exchange	-	24,971	-	24,971
<b>At 13 September 2008</b>	<u>1,218,844</u>	<u>2,835</u>	<u>119,705</u>	<u>1,341,384</u>

### 13 Contingent liabilities

The company has no outstanding guarantees provided in the ordinary course of business as at 13 September 2008 (2007: nil).

## Notes (continued)

### 14 Holding company

The immediate holding company is ABF Investments plc, a company registered in England and Wales. The ultimate holding company is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is headed by Wittington Investments Limited, incorporated in Great Britain. The smallest group in which they are consolidated is headed by Associated British Foods plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of these groups are available to the public and may be obtained from Associated British Foods plc, Weston Centre, 10 Grosvenor Street, London, W1K 4QY. The consolidated accounts of Associated British Foods plc are also available for download on the group's website at [www.abf.co.uk](http://www.abf.co.uk)

### 15 Subsequent events

In March 2009, the company acquired a AUD750,000,000 interest in ABF Wynyard Park, a new Australian limited partnership. This was funded by the repayment to the company of an intercompany loan of AUD375,000,000 and the repayment by cancellation of AUD375,000,000 preference shares which had been acquired in November 2008. The AUD375,000,000 intercompany loan had been acquired from ABF Investments plc, the company's immediate parent, in exchange for the issue of 179,057,000 additional share capital.

On 30 April 2009, the company acquired a 100% interest in Azucarera Ebro, the leading sugar producer in Iberia. The business comprises four well-invested beet sugar factories, a state-of-the-art packaging centre and a new refinery which is currently under construction.