

Registered number: 04418784

Complan Foods Limited  
Financial Statements  
for the year ended 31 December 2012



---

# **Complan Foods Limited**

## **Contents**

Directors and advisers for the year 31 December 2012	1
Directors' report for the year ended 31 December 2012	2
Independent Auditors' report to the members of Complan Foods Limited	5
Profit and loss account for the year ended 31 December 2012	7
Balance sheet as at 31 December 2012	8
Notes to the financial statements for the year ended 31 December 2012	9

# **Complan Foods Limited**

## **Directors and advisers for the year ended 31 December 2012**

### **Directors**

R D J Phillips

C L Scott

S L Roach

### **Company Secretary**

C L Scott

### **Registered Office**

Newmarket Avenue

White Horse Business Park

Trowbridge

Wiltshire

BA14 0XQ

### **Independent Auditors**

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

31 Great George Street

Bristol

BS1 5QD

### **Bankers**

Bank of Scotland Plc

14-16 Cockspur Street

London

SW1Y 5BL

**Directors' report for the year ended 31 December 2012**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2012

**Principal activity**

On 1 January 2012 the company's core trading activities were transferred to Nutricia Limited, a fellow group undertaking. From that date onwards the company's principal activity is the exploitation and protection of its intangible assets, which remain owned by the company.

**Directors**

The following persons acted as directors of the company during the period and up to the date of signing the financial statements:

R D J Phillips  
C L Scott  
S L Roach

**Directors' indemnities**

Third party indemnity insurance is provided by the ultimate parent company and was in place for all directors serving after the company's change of ownership on 15 June 2011 and continues to be in place at the date of signing the financial statements. This insurance is a qualifying third party indemnity provision, as defined by the Companies Act 2006.

**Results and dividends**

The profit for the financial year/period amounted to £142,000 (2011: £1,003,000). Dividends of £nil (2011: £nil) were paid during the year. The directors do not recommend the payment of a dividend (2011: £nil).

**Business review**

The company is a wholly owned indirect subsidiary of Danone SA ("the group") and the directors of the group manage operations at a group level. Due to the non-complex nature of the company's activities, the company's directors believe that analysis using key performance indicators is not necessary or appropriate for an understanding of the development, performance or position of the business in the company. The financial risk management policies of the group, which includes those of the company, are set out in the group's annual report which does not form part of this report, but is available at [www.danone.com](http://www.danone.com).

Due to the non-complex nature of the company's activities, its exposure to financial risks is limited. In addition, the directors of the group manage the group's risk at a group level, rather than at an individual entity level. For this reason, the company's directors believe that a discussion of the group's risks would not be appropriate for an understanding of the development, performance or position of the business of the company. The principal risks and uncertainties of the group, which include those of the company, are discussed in the group's annual report (which does not form part of this report).

Turnover for the 12 months to 31 December 2012 was £540,000 (17 month period to 31 December 2011: £11,962,000).

The company did not pay or recommend a dividend during the year (2011: £nil).

# **Complan Foods Limited**

## **Directors' report for the period ended 31 December 2012 (continued)**

### **Business review (continued)**

#### ***Future outlook***

The year end financial position was considered satisfactory and the directors expect that the company's present activity will be sustained for the foreseeable future

#### **Directors' responsibilities statement**

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared 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.

#### **Disclosure of information to auditors**

So far as each director is aware, there is no relevant audit information of which the company's auditors are unaware.

Each director has taken all the steps that he ought to have taken in his duty as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

# **Complan Foods Limited**

## **Directors' report for the year ended 31 December 2012 (continued)**

By Order of the Board on 16 September 2013



C L Scott  
**Company Secretary**

# **Complan Foods Limited**

## **Independent auditors' report to the members of Complan Foods Limited**

We have audited the financial statements of Complan Foods Limited for the year ended 31 December 2012, which comprise the Profit and Loss Account, the Balance Sheet, and the 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).

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

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.

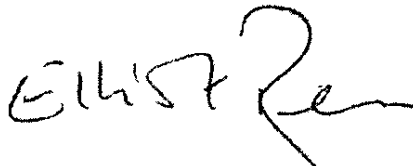
## **Complan Foods Limited**

### **Independent auditors' report to the members of Complan Foods Limited (continued)**

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Elliot Rees (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Bristol  
16 September 2013



# Complan Foods Limited

## Profit and loss account for the year ended 31 December 2012

	Note	Year ended 31 December 2012 £'000	Year ended 31 December 2012 £'000	17 month period ended 31 December 2011 £'000	17 month period ended 31 December 2011 £'000
<b>Turnover</b>					
- from continuing activities	2	-		-	
- from discontinued activities	2	540		11,962	
			540		11,962
Cost of sales			(554)		(5,572)
Gross (loss)/profit			(14)		6,390
Selling and distribution costs		2		(400)	
Administrative expenses		(235)		(5,086)	
Other operating income		345		-	
			112		(5,486)
<b>Operating profit/(loss)</b>					
- from continuing activities			110		-
- from discontinued activities			(12)		904
Interest receivable and similar income	3	-		6	
Interest payable and similar charges	3	(40)		(232)	
<b>Profit on ordinary activities before taxation</b>	3		58		678
Tax on profit on ordinary activities	6		84		325
<b>Profit for the financial year/period</b>	14		142		1,003

The company had no recognised gains and losses in both the current year and prior period other than those included in the profit and loss account above, therefore no separate statement of total recognised gains and losses has been presented. Continuing activities in the current year are due to commission earned on owned patents.

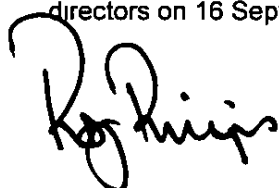
There is no material difference between the profit on ordinary activities before taxation and the retained profit for the financial year/ period stated above and their historical cost equivalents in both the current year and prior period.

# Complan Foods Limited

## Balance sheet as at 31 December 2012

	Note	31 December 2012 £'000	31 December 2012 £'000	31 December 2011 £'000	31 December 2011 £'000
<b>Fixed assets</b>					
Intangible assets	7		3,619		3,996
<b>Current assets</b>					
Stocks	8	-		557	
Debtors	9	429		2,038	
Cash at bank and in hand		95		1,478	
			524		4,073
<b>Creditors: amounts falling due within one year</b>	10		(295)		(1,519)
<b>Net current assets</b>			229		2,554
<b>Total assets less current liabilities</b>			3,848		6,550
<b>Creditors: amounts falling due after more than one year</b>	11		-		(2,844)
<b>Net assets</b>			3,848		3,706
<b>Capital and reserves</b>					
Called up share capital	13		1,148		1,148
Share premium account	14		153		153
Other reserves	14		24		24
Profit and loss account	14		2,523		2,381
<b>Total shareholders' funds</b>	15		3,848		3,706

The financial statements on pages 7 to 17 were approved and authorised for release by the board of directors on 16 September 2013 and were signed on its behalf by



R D J Phillips  
Director

# **Complan Foods Limited**

## **Notes to the financial statements for the year ended 31 December 2012**

### **1 Accounting policies**

The financial statements have been prepared in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. A summary of the more important accounting policies, which have been consistently applied, is set out below.

#### **Basis of Accounting**

The financial statements are prepared on a going concern basis and in accordance with the historical cost convention.

#### **Cash Flow Statement**

The company is a wholly owned subsidiary within a group that prepares consolidated financial statements which are publicly available. The company has taken advantage of the exemption from preparing a cash flow statement included in FRS1 (revised 1996) "Cash Flow Statements".

#### **Turnover**

Turnover is stated at net invoiced value of goods supplied to customers within the company's ordinary activities after deduction of trade discounts, sales rebates and value added tax. Turnover is recognised at the point that the risks and rewards of ownership are transferred to the customer, being at the point of despatch.

#### **Intangible assets**

Intangible assets are stated at historical purchase cost less accumulated amortisation.

Brands acquired are capitalised and amortised over 20 years on a straight line basis being the estimated economic life of the brand.

#### **Stocks**

Stocks are held at the lower of cost and net realisable value. Cost is determined on a first in first out basis. Net realisable value is based on actual or estimated selling prices less costs of completion and disposal including selling overheads. The amount of any write-down of stocks to net realisable value and all other losses of stocks are recognised as an expense in the period the write-down or losses occur. Where necessary, provision is made for obsolete, slow-moving or defective stocks.

#### **Foreign currencies**

Monetary assets and liabilities are translated into sterling at the rates of exchange ruling at the balance sheet date or the rate of exchange at which the transaction is contracted to be settled in the future. All differences on exchange are taken to the profit and loss account.

#### **Operating leases**

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

#### **Pension scheme arrangements**

In the comparative accounting period the company operated a defined contribution scheme funded via regular contributions.

Costs in respect of defined contribution schemes were charged to the profit and loss account as incurred. The company provided no other post-retirement benefits to its employees.

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 1 Accounting policies (continued)

#### Share based payments

The company recognises the fair value at the date of grant of share-based payments to personnel costs in the profit and loss account over the vesting period, and recognises an opposite amount directly in reserves. The fair value of the company's share-based payments is calculated using the Black Scholes simulation model. Market and non-market vesting conditions were included in the assumptions regarding the number of share options that are expected to become exercisable at each Balance Sheet date. At each balance sheet date, the number of share options outstanding are reviewed and revised if applicable.

#### Current tax

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

#### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

### 2 Turnover

The analysis of turnover by market is given below

	Year ended 31 December 2012 £'000	17 month period ended 31 December 2011 £'000
United Kingdom and Eire	540	9,951
Rest of Europe	-	93
The Americas	-	1,918
	540	11,962

The company's entire turnover, in the current and comparative accounting periods, relates to discontinued activities. In the comparative accounting period the company's activities consisted solely as a marketer of nutritional supplements. Included in the above figures, is turnover with other group companies of £540,000 (2011: £nil).

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 3 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging/ (crediting)

	Year ended 31 December	17 month period ended 31 December
	2012 £'000	2011 £'000
a) Amortisation of intangible assets	377	535
Operating lease rentals		
- land and buildings	1	46
- other	-	84
b) Auditors' remuneration		
- audit of statutory financial statements (current auditors)	14	15
- other services (previous auditors)	-	18
- other services (current auditors)	-	5
c) Interest receivable and similar income		
- foreign exchange gains	-	(6)
	-	(6)
d) Interest payable and similar charges		
- interest payable on other loans	-	103
- interest payable on balances owed to bank	-	107
- interest payable on balance owed to parent undertaking	38	22
- foreign exchange losses	2	-
	40	232

Non audit related services (previous auditors) provided in the comparative accounting period are in respect of advice regarding the sale of the company and also the provision of payroll services

### 4 Employees

The monthly average number of persons, including executive directors, employed by the company during the year/period was

By activity	31 December 2012 Number	31 December 2011 Number
Sales and distribution	-	4
Administration	-	8
	-	12

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 4 Employees (continued)

Staff costs including directors' emoluments amounted to

	31 December 2012 £'000	31 December 2011 £'000
Wages and salaries	6	1,374
Social security costs	-	250
Other pension costs – defined contribution scheme	-	103
Share based payments charge (note 15)	-	15
	6	1,742

### 5 Directors' emoluments

	31 December 2012 £'000	31 December 2011 £'000
Aggregate emoluments and benefits	-	329
Company pension contributions to money purchase schemes	-	47
	-	376

The emoluments of the Directors are paid by Nutricia Limited, a wholly owned subsidiary of Danone SA, the ultimate parent company. The directors' services to the company are of a non-executive nature and their emoluments are therefore deemed to be wholly attributable to their services to Nutricia Limited. Accordingly, no emoluments are disclosed in these financial statements.

Retirement benefits are accruing to none (2011: none) of the directors under a defined benefit scheme and none (2011: none) of the current directors under a money purchase scheme. In the comparative accounting period four directors exercised share options and £30,000 was paid to one director for compensation for loss of office.

	31 December 2012 £'000	31 December 2011 £'000
<b>Highest paid director</b>		
Aggregate emoluments and benefits	-	83
Company pension contributions to money purchase schemes	-	47
	-	130

The highest paid director did not exercise share options in the year (2011: none).

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 6 Tax on profit on ordinary activities

	31 December 2012 £'000	31 December 2011 £'000
Current tax		
UK corporation tax on profits of the year/ period	14	98
Adjustments in respect of prior periods	(98)	(423)
<b>Total current tax credit for the year/period</b>	<b>(84)</b>	<b>(325)</b>

The tax assessed for the year/ period is lower (2011 lower) than the standard rate of corporation tax in the UK of 24.5% (2011 26.5%). The differences are explained below

	31 December 2012 £'000	31 December 2011 £'000
<b>Profit on ordinary activities before taxation</b>	<b>58</b>	<b>678</b>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24.5% (2011 26.5%)	14	180
Effects of		
- Expenses not deductible for tax purposes	-	73
- Share based payments	-	4
- Corporation tax deduction on exercise of share options	-	(159)
- Adjustments in respect of prior periods	(98)	(423)
<b>Current tax credit for the year/period</b>	<b>(84)</b>	<b>(325)</b>

#### Factors that may affect future tax charge

The Finance Act 2012, enacted as Finance Act 2012 in July 2012, reduced the main corporation tax rate from 26% to 24% with effect from 1 April 2012. In addition, the Finance Act 2012 included a further reduction of the main corporation tax rate to 23%, with effect from 1 April 2013.

Further changes to the UK corporation tax system were announced in the December 2012 Autumn Statement and the March 2013 Budget Statement. In the Finance Bill 2013 the UK main rate of corporation tax was reduced to 21% from 1 April 2014 and to 20% from 1 April 2015. These further changes had not been substantively enacted at the balance sheet date, and therefore are not included in these financial statements.

The company has no deferred tax balances.

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 7 Intangible Fixed Assets

	Brands £'000
<b>Cost</b>	
At 1 January 2012 and 31 December 2012	9,170
<b>Accumulated amortisation</b>	
At 1 January 2012	5,174
Charge for the year	377
At 31 December 2012	5,551
<b>Net book value</b>	
<b>At 31 December 2012</b>	<b>3,619</b>
At 31 December 2011	3,996

### 8 Stocks

	31 December 2012 £'000	31 December 2011 £'000
Finished goods and goods for resale	-	557

### 9 Debtors

	31 December 2012 £'000	31 December 2011 £'000
Trade debtors	-	1,665
Amounts owed by group undertakings	17	-
Corporation tax recoverable	410	326
VAT recoverable	2	47
	<b>429</b>	<b>2,038</b>



# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 10 Creditors: amounts falling due within one year

	31 December 2012	31 December 2011
	£'000	£'000
Trade creditors	31	490
Taxation and social security	2	3
Other creditors	-	24
Accruals	262	1,002
	295	1,519

### 11 Creditors: amounts falling due after more than one year

	31 December 2012	31 December 2011
	£'000	£'000
Amount owed to parent undertaking	-	2,844
	-	2,844

The amount due to the company's parent undertaking arose in the comparative accounting period as part of the change of ownership. This amount was fully repaid in the current accounting year.

### 12 Share based payments

Prior to the change of ownership in the comparative accounting period all outstanding share options were exercised. Since that date the company no longer incurs a share based payment charge.

#### Share Options

	31 December 2012	31 December 2012	31 December 2011	31 December 2011
	Number of Options	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding	-	-	207,742	£1.76
Granted	-	-	-	-
Forfeited	-	-	-	-
Exercised	-	-	(207,742)	£1.76
Outstanding	-	-	-	-

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 13 Called up share capital

	Authorised, allotted and fully paid	
	31 December 2012	31 December 2011
	£'000	£'000
0 (2011 678,207) Ordinary 'A' shares of £1 each	-	678
0 (2011 214,793) Ordinary 'C1' shares of £1 each	-	215
0 (2011 47,000) Ordinary 'C2' shares of £1 each	-	47
0 (2011 207,741) Ordinary 'C3' shares of £1 each	-	208
1,147,741 (2011 0) Ordinary shares of £1 each	<b>1,148</b>	-
	<b>1,148</b>	<b>1,148</b>

During the accounting year the company's previous classes of shares totalling 1,147,741 shares of £1 each were re-designated as 1,147,741 ordinary shares of £1 each

### 14 Reserves

	Share Premium account	Other reserves	Profit and loss account
	£'000	£'000	£'000
1 January 2012	153	24	2,381
Profit for the financial year	-	-	142
Share based payment charge	-	-	-
Issuance of share capital	-	-	-
<b>At 31 December 2012</b>	<b>153</b>	<b>24</b>	<b>2,523</b>

Other reserves represent the cumulative share based payment charge

# Complan Foods Limited

## Notes to the financial statements for the year ended 31 December 2012 (continued)

### 15 Reconciliation of movements in shareholders' funds

	31 December 2012 £'000	31 December 2011 £'000
Profit for the financial year/period	142	1,003
Share based payments charge	-	15
Issuance of share capital	-	321
<b>Net increase to shareholders' funds</b>	<b>142</b>	<b>1,339</b>
Opening shareholders' funds	3,706	2,367
<b>Closing shareholders' funds</b>	<b>3,848</b>	<b>3,706</b>

### 16 Related party transactions

As the company is now a wholly owned subsidiary of a group that prepares consolidated financial statements which are publicly available, the company has taken advantage of the exemption from disclosing transactions with group entities available under FRS 8 "Related party disclosures"

This was applicable since the acquisition of the company by its immediate parent undertaking on 15 June 2011.

### 17 Ultimate parent undertaking

The company's immediate parent undertaking is Danone Holdings (UK), a company incorporated in England and Wales

The smallest and largest group in which the results of the company are consolidated is that headed by Danone SA, which is the ultimate parent undertaking incorporated in France. The directors regard Danone SA as the ultimate holding company and controlling party.

The consolidated financial statements of Danone SA are available to the public and may be obtained from Danone, 17 Boulevard Haussman, 75009 Paris, France or alternatively at [www.danone.com](http://www.danone.com)