Registration number: 04418784

## Complan Foods Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017

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## **Company Information**

**Directors** 

J A v Dongen

S L Roach

R D J Phillips

Company secretary Abogado Nominees Limited

Registered office

100 New Bridge Street

London EC4V 6JA

**Bankers** 

HSBC Bank plc 67-76 Park Street

London

SE1 9DZ

Independent **Auditors** 

PricewaterhouseCoopers LLP

2 Glass Wharf Avon Street Bristol BS2 0FR

## Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

The principal activity of the business is included in the directors report.

#### Fair review of the business

Royalty income for the year amounted to £305,633 (2016: £535,613). The loss for the financial year amounted to (£14,472) (2016: Profit of £119,148). Dividends totalling £1,550,000 (2016: nil) were paid during the year. The net asset position of the company at year end was £2,151,884 (2016: £3,716,350).

#### **Future Outlook**

The 2018 outlook is challenging due to the weakening of the euro against sterling and pressure in the UK market. The future performance of the company is reliant upon the sales of Complan branded products by its fellow subsidiaries, from which it generates its royalty income.

#### Principal risks and uncertainties

As the company earns royalty income from the use of its brand by other group companies, it is not exposed to any significant external risks or uncertainties other than indirectly through the performance of those other group companies.

### Financial risk management

The company's operations do not expose it to significant risk with regards to price or credit risk because it has no trade with parties outside of the Danone group. However, the company is exposed to the following financial risks: foreign exchange risk and liquidity risk.

#### Foreign exchange risk

The company is exposed to foreign exchange risk, principally in respect of retranslating a portion of the royalties which are received in Euros. Although its exposure is unhedged in the company, there will be offsetting gains and losses in a fellow group undertaking such that there is minimal overall exposure to the Danone group.

#### Liquidity risk

Debt and cash balances predominantly relate to amounts payable to and receivable from fellow group undertakings. Such balances are managed to ensure the company has sufficient available funds for its operations.

Approved by the Board on 27 June 2018 and signed on its behalf by:

## Directors' Report for the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

The performance of the business, future developments and financial risk management is included in the strategic report.

#### Directors' of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

J A v Dongen

S L Roach

R D J Phillips

#### **Principal activity**

The principal activity of the company is to exploit and protect its brand which remains owned by the company.

#### Dividends

The directors recommend a final dividend payment of £226,000 be made in respect of the financial year ended 31 December 2017. This dividend has not been recognised as a liability in the financial statements

#### **Future developments**

The directors do not expect there to be a significant change to the company's activities in the foreseeable future.

#### Going concern

The directs have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

#### Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board en 27 June 2018 and signed on its behalf by:

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# Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

- · select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- · make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors 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.

## Independent Auditor's Report to the Members of Complan Foods Limited

## Report on the audit of the financial statements

#### **Opinion**

In our opinion, Complan Foods Limited financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2017; the Profit and Loss Account, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties
  that may cast significant doubt about the company's ability to continue to adopt the going concern
  basis of accounting for a period of at least twelve months from the date when the financial
  statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

# Independent Auditor's Report to the Members of Complan Foods Limited (continued)

#### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2017 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

#### Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in respect of the financial statements set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

# Independent Auditor's Report to the Members of Complan Foods Limited (continued)

Auditors' 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 auditors' 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 further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

## Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Paul Nott (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP,

**Chartered Accountants and Statutory Auditors** 

**Bristol** 

Date: 27/7/18

## Profit and Loss Account for the Year Ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Revenue		-	-
Administrative expenses		(323)	(386)
Other operating income	4	306	535
Operating (loss)/profit	5	(17)	149
(Loss)/profit before taxation		(17)	149
Tax on (loss)/profit	7 _	3	(30)
(Loss)/profit for the year	***	(14)	119
Total comprehensive income for the year		(14)	119

The above results were derived from continuing operations.

## Balance Sheet as at 31 December 2017

	Ness	31 December 2017 £ 000	31 December 2016 £ 000
	Note	£ 000	£ 000
Fixed assets		•	
Intangible assets	8	1,730	2,108
Current assets			
Trade and other receivables	9	460	1,893
Cash and cash equivalents		2	<u>-</u>
		462	1,893
Trade and other payables	10	(40)	(285)
Net current assets		422	1,608
Net assets	e.	2,152	3,716
Capital and reserves	•		
Called up share capital	11	1,148	1.148
Share premium account		153	153
Other reserves		24	24
Retained earnings		827	2,391
Total Shareholders' funds	P	2,152	3.716

The financial statements were approved by the Board of Directors on 27 June 2018 and signed on its behalf by:

The notes on pages 11 to 19 form an integral part of these financial statements. Page 9

## Statement of Changes in Equity for the Year Ended 31 December 2017

At 1 January 2016	Share capital £ 000 1,148	Share premium £ 000 153	Other reserves £ 000	Retained earnings £ 000 2,272	Total £ 000 3,597
Profit for the year	-	_		119	119
Total comprehensive income / (expense)				119	119
At 31 December 2016	1,148	153	24	2,391	3,716
	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2017	1,148	153	24	2,391	3,716
Loss for the year	•	-	-	(14)	(14)
Total comprehensive income / (expense) Dividends	-	<u>-</u>	-	(14) (1,550)	(14) (1,550)
At 31 December 2017	1,148	153	24	827	2,152

Other reserves relates to the share based payment reserve and represents the cumulative share based payment charge.

#### Notes to the Financial Statements for the Year Ended 31 December 2017

#### 1 General information

The company is a private company limited by share capital, incorporated and domicited in England and Wales

The address of its registered office is: 100 New Bridge Street London EC4V 6JA

The principal activity is disclosed in the Strategic Report.

### 2 Accounting policies

#### Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The financial statements have been prepared under the historical cost convention, and comply with the Companies Act 2006.

The following exemptions from the requirement of IFRS have been applied in preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45 (b) and 46 to 52 of IFRS 2, 'Share Based Payment' (details of the number and weighted-average exercise prices of share options, and how the fair value of goods or services received was determined.
- IFRS 7, 'Financial Instruments: Disclosures'.
- Paragraphs 91 to 99 of IFRS 13. 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities).
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
- (i) paragraph 79(a)(iv) of IAS 1;
- (ii) paragraph 73(e) of IAS 16 'Property, plant and equipment';
- (iii) paragraph 118(e) of IAS 38 'Intangible assets' (reconciliation between the carrying amount at the beginning and the end of the period)

## Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 2 Accounting policies (continued)

- The following paragraphs of IAS 1, 'Presentation of financial statements':
- (i) 10(d) (statement of cash flows),
- (ii) 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements).
- (iii) 16 (statement of compliance with all IFRS),
- (iv) 38A (requirement for minimum of two primary statements, including cash flow statements),
- (v) 38B-D (additional comparative information),
- (vi) 40A-D (requirements for a third statement of financial position).
- (vii) 111 (cash flow statement information),
- (viii) 134-136 (capital management disclosures).
- IAS 7, 'Statement of Cash flows'.
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective).
- Paragraph 17of IAS 24, 'Related party disclosures' (key management compensation).
- The requirement in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.
- Paragraphs 134(d) to 134(f) and 135(c) to 135(e) of IAS 36, 'Impairment of assets' (assumptions involved in estimating recoverable amounts of cash generating units containing goodwill or intangible assets with indefinite useful lives and management's approach to determining these amounts).

## Going concern

The directors have a reasonable expectations that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

#### Changes in accounting policy

### New standards, interpretations and amendments not adopted

## IFRS 15 Accounting Standard Update

IFRS 15, 'Revenue from contracts with customers', deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. Variable consideration is included in the transaction price if it is highly probable that there will be no significant reversal of the cumulative revenue recognised when the uncertainty is resolved. The standard replaces IAS 18, 'Revenue', and IAS 11, 'Construction contracts', and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2018, and earlier application is permitted. The directors do not expect the new standard to have a material impact on the income statement or balance sheet at 31 December 2017.

None of the other standards, interpretations and amendments effective for the first time from 1 January 2017 have had a material effect on the financial statements.

## Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

### 2 Accounting policies (continued)

#### Foreign currency translation

#### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value is determined.

Foreign exchange gains and losses resulting from settlement of transactions and from translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income with 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'other operating income'.

#### Functional and presentation currency

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'pound sterling' (£) which is also the company's functional currency.

## Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

## 2 Accounting policies (continued)

#### Tax

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

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 operates and generates taxable income.

#### Intangible assets

Intangible assets are measured at cost less accumulated amortisation and accumulated impairment losses. Brands are amortised on a straight line basis to the Consolidated Statement of Comprehensive Income over their useful economic life.

The assets' residual values, useful lives and amortisation methods are reviewed and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

#### **Amortisation**

Asset class Brands

Amortisation method and rate 24.29 years

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

## Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 2 Accounting policies (continued)

#### Trade receivables

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Loans and receivables are classified at fair value through the statement of comprehensive income.

#### Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

#### Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

#### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the company's financial statements in the period in which the dividends are approved by the company's shareholders.

Dividend income is recognised when the right to receive payment is established.

#### 3 Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimations and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed as follows.

### Impairment of trade receivables

The company makes an estimate of the recoverable value of trade and other receivables. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the ageing profile of the receivables and historical experience.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 3 Critical accounting judgements and key sources of estimation uncertainty (continued)

#### Impairment of non-financial assets

Non-financial assets not ready to use are not subject to amortisation and are testing annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Prior impairments on non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

## 4 Other operating income

The analysis of the company's other operating income for the year is as follows:

Royalties receivable	2017 £ 000 306	2016 £ 000 535
5 Operating profit		
Arrived at after charging/(crediting)		
	2017 £ 000	2016 £ 000
Amortisation expense	378	378
Auditors remuneration	5	5

There were no non-audit related services provided by the company's auditors in 2017 (2016: nil).

#### 6 Employees and directors

### Directors emoluments

The directors received no emoluments (2016: nil) through this company. The emoluments of the directors are paid by other group undertakings and it is not possible to make an accurate apportionment of their emoluments in respect of each subsidiary.

#### Employee costs

The company has no staff members (2016: none).

There were no key management other than directors.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

## 7 Tax on profit / (loss)

Tax charged/(credited) in the profit and loss account

	2017	2016
	£ 000	£ 000
Current taxation		
UK corporation tax	(3)	30

The tax on profit before tax for the year is the same as the standard rate of corporation tax in the UK (2016 - the same as the standard rate of corporation tax in the UK) of 19.25% (2016 - 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
(Loss)/profit before taxation	(17)	149
Corporation tax at standard rate of 19.25% (2016: 20%)	(3)	30
Total tax (credit)/charge	(3)	30

#### Factors affecting future tax charge

Changes to the UK corporation tax rates were announced in the Finance Bill 2016. These included reductions to the main rate to 19% from 1 April 2017 and to 17% from 1 April 2020.

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

## 8 Intangible assets

		Brands £ 000
Cost or valuation At 1 January 2017		9.170
At 31 December 2017		9,170
Amortisation At 1 January 2017 Amortisation charge		7,062
At 31 December 2017		7.440
Carrying amount		
At 31 December 2017		1,730
At 31 December 2016		2,108
9 Trade and other receivables		
	31 December 2017 £ 000	31 December 2016 £ 000
Trade debtors	•	131
Amounts due from related parties	452	1,762
Income tax asset	8	
	460	1,893

Amounts due from related parties relate to a cash pooling facility and are interest free and repayable on demand. There is no provision for impairment held against trade debtors.

## 10 Trade and other payables

•	31 December 2017 £ 000	31 December 2016 £ 000
Trade creditors	32	39
Accrued expenses	8	63
Social security and other taxes	-	133
Income tax liability	•	50
	40	285

# Notes to the Financial Statements for the Year Ended 31 December 2017 (continued)

#### 10 Trade and other payables (continued)

During the year £50,000 of accruals were released to administrative expenses.

### 11 Called up share capital

Allotted, called up and fully paid shares

	31 December 2017			
	No. 000	£ 000	No. 000	£ 000
Ordinary Shares of £1 each	1,148	1,148	1,148	1,148

#### 12 Dividends

The directors are proposing a final dividend of £0.20 (2016 - £1.35) per share totalling £226,000.00 (2016 - £1,550,000.00). This dividend has not been accrued in the statement of financial position.

## 13 Parent and ultimate parent undertaking

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

The ultimate parent is Danone SA.,

The most senior parent entity producing publicly available financial statements is Danone SA. These financial statements are available upon request from Danone SA

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