

Registered number: 06551666

A&A UK Holding Limited

Directors' report and financial statements

for the year ended 31 December 2013

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A&A UK Holding Limited

Company Information

Directors

A J Breugem
A J De Gier

Company secretary

A J De Gier

Registered number

06551666

Registered office

5 Barrow Man Road
Birchington
Kent
England
CT7 0AX

Independent auditors

Reeves & Co LLP
Statutory Auditor & Chartered Accountants
37 St Margaret's Street
Canterbury
Kent
CT1 2TU

Bankers

Lloyds Bank plc
39 Threadneedle Street
London
EC2R 8AU

Coöperatieve Rabobank Westland UA
Postbus 9
2670 AA
Naaldwijk
The Netherlands
The Netherlands

A&A UK Holding Limited

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**Directors' report
for the year ended 31 December 2013**

The directors present their report and the financial statements for the year ended 31 December 2013.

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 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 judgments and accounting estimates that are reasonable and prudent;
- 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.

Principal activities

The company's principal activity during the year was that of being a holding company.

In order to meet its day to day working capital requirements the company relies upon support provided by its subsidiary companies, as and when the need arises.

After making enquiries of its subsidiaries, A&A UK Investments Limited and A&A Cucumbers Limited, the directors have a reasonable expectation that the group and company will have adequate resources to continue in operational existence for the foreseeable future. Consequently, the going concern basis has been adopted in preparing the financial statements.

Directors

The directors who served during the year were:

A J Breugem
A J De Gier

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

A&A UK Holding Limited

**Directors' report
for the year ended 31 December 2013**

Auditors

Under section 487(2) of the Companies Act 2006, Reeves & Co LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

A handwritten signature in black ink, appearing to read 'A J Breugem', with a stylized flourish at the end.

A J Breugem
Director

Date: 5 September 2014

A&A UK Holding Limited

Independent auditors' report to the shareholders of A&A UK Holding Limited

We have audited the financial statements of A&A UK Holding Limited for the year ended 31 December 2013, set out on pages 5 to 11. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditors' 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

As explained more fully in the Directors' responsibilities statement, 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.

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 Directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the shareholders of A&A UK Holding Limited

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a Strategic report or in preparing the Directors' report.

Reeves and Co LLP

Samantha Rouse FCCA (Senior statutory auditor)

for and on behalf of

Reeves & Co LLP

Statutory Auditor
Chartered Accountants

Canterbury

8 September 2014

A&A UK Holding Limited

**Profit and loss account
for the year ended 31 December 2013**

	Note	2013 £	2012 £
Administrative expenses		<u>(13,725)</u>	<u>(78,049)</u>
Operating loss	2	(13,725)	(78,049)
Interest receivable and similar income		21,463	-
Interest payable and similar charges		<u>(83,209)</u>	<u>(47,812)</u>
Loss on ordinary activities before taxation		(75,471)	(125,861)
Tax on loss on ordinary activities		<u>-</u>	<u>-</u>
Loss for the financial year	8	<u>(75,471)</u>	<u>(125,861)</u>

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

A&A UK Holding Limited
Registered number: 06551666

Balance sheet
as at 31 December 2013

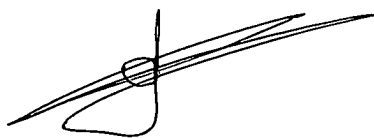
	Note	£	2013 £	£	2012 £
Fixed assets					
Investments	3		2,636,214		2,636,214
Current assets					
Debtors	4	2,122,290		1,051,082	
Cash at bank		450		3,913	
		<u>2,122,740</u>		<u>1,054,995</u>	
Creditors: amounts falling due within one year	5	<u>(2,486,850)</u>		<u>(2,101,921)</u>	
Net current liabilities			<u>(364,110)</u>		<u>(1,046,926)</u>
Total assets less current liabilities			<u>2,272,104</u>		<u>1,589,288</u>
Creditors: amounts falling due after more than one year	6		<u>(2,392,268)</u>		<u>(1,633,981)</u>
Net liabilities			<u>(120,164)</u>		<u>(44,693)</u>
Capital and reserves					
Called up share capital	7		2		2
Profit and loss account	8		<u>(120,166)</u>		<u>(44,695)</u>
Shareholders' deficit			<u>(120,164)</u>		<u>(44,693)</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



A J Breugem
Director



A J De Gier
Director

Date: 5 September 2014

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

A&A UK Holding Limited

Notes to the financial statements for the year ended 31 December 2013

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Cash flow

The financial statements do not include a Cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.3 Going concern

In order to meet its day to day working capital requirements the company relies upon support provided by its subsidiary companies, as and when the need arises.

After making enquiries of its subsidiaries, A&A UK Investments Limited and A&A Cucumbers Limited, the directors have a reasonable expectation that the group and company will have adequate resources to continue in operational existence for the foreseeable future. Consequently, the going concern basis has been adopted in preparing the financial statements.

1.4 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.5 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

2. Operating loss

The operating loss is stated after charging:

	2013 £	2012 £
Auditors' remuneration	-	3,000

During the year, no director received any emoluments (2012 - £NIL).

During the year, auditors' remuneration of £3,000 has been paid by A&A Cucumbers Limited, a 100% subsidiary of the company.

**Notes to the financial statements
for the year ended 31 December 2013**

3. Fixed asset investments

	Investments in subsidiary companies £	Investment in joint ventures £	Total £
Cost or valuation			
At 1 January 2013 and 31 December 2013	<u>1,175,214</u>	<u>1,461,000</u>	<u>2,636,214</u>
Net book value			
At 31 December 2013	<u>1,175,214</u>	<u>1,461,000</u>	<u>2,636,214</u>
At 31 December 2012	<u>1,175,214</u>	<u>1,461,000</u>	<u>2,636,214</u>

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
A&A UK Investments Limited	Ordinary	100 %
A&A Cucumbers Limited	Ordinary	100 %

The aggregate of the share capital and reserves as at 31 December 2013 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
A&A UK Investments Limited	1,167,373	(7,023)
A&A Cucumbers Limited	<u>411,004</u>	<u>80,487</u>

Joint ventures

The company holds 12.5% of the Ordinary share capital of Thanet Growers Eight Limited whose business is the support of farming and horticulture. Thanet Growers Eight Limited carries on its business within the UK.

The company holds 25% of the Ordinary share capital of TG1 Holding Limited under a joint venture agreement. TG1 Holding Limited made a loss of £4,701 during the period ended 31 December 2013 and the aggregate of share capital and reserves as at that date was £5,593,422.

The company holds an effective interest of 25% in the Ordinary share capital of Thanet Growers One Limited, a wholly owned subsidiary of TG1 Holding Limited. Thanet Growers One Limited made a profit of £255,262 during the period ended 31 December 2013 and the aggregate of share capital and reserves as at that date was £1,150,721.

**Notes to the financial statements
for the year ended 31 December 2013**

4. Debtors

	2013 £	2012 £
Due after more than one year		
Amounts owed by group undertakings	1,904,932	1,001,082
Due within one year		
Amounts owed by group undertakings	167,358	-
Other debtors	50,000	50,000
	<u>2,122,290</u>	<u>1,051,082</u>

**5. Creditors:
Amounts falling due within one year**

	2013 £	2012 £
Other creditors	2,486,850	2,101,921
	<u>2,486,850</u>	<u>2,101,921</u>

**6. Creditors:
Amounts falling due after more than one year**

	2013 £	2012 £
Amounts owed to group undertakings	1,746,784	1,633,981
Other creditors	645,484	-
	<u>2,392,268</u>	<u>1,633,981</u>

Creditors include amounts not wholly repayable within 5 years as follows:

	2013 £	2012 £
Repayable by instalments	129,096	-
	<u>129,096</u>	<u>-</u>

During the year, the company obtained borrowings from Fresca Group Limited. Amounts falling due in accordance with this agreement are secured by a debenture relating to a fixed charge over all property and assets present and future of this company and its subsidiaries. At the year end the total exposure relating to this agreement amounted to £774,580.

7. Share capital

	2013 £	2012 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	2	2
	<u>2</u>	<u>2</u>

**Notes to the financial statements
for the year ended 31 December 2013**

8. Reserves

	Profit and loss account £
At 1 January 2013	(44,695)
Loss for the financial year	(75,471)
	<hr/>
At 31 December 2013	(120,166)
	<hr/> <hr/>

9. Contingent liabilities

i) Together with other group companies the company has entered into a joint venture agreement for a period of 10 years and is therefore liable for any liabilities which might occur under this agreement.

ii) The company has provided a guarantee, secured by a debenture in favour of Coöperatieve Rabobank Westland UA to support the borrowings of its subsidiary companies, A&A UK Investments Limited and A&A Cucumbers Limited.

At 31 December 2013 the total exposure amounted to £5,090,087 (2012: £5,926,225).

iii) Together with other guarantors, the company has entered into a facility agreement to make available to Thanet Earth Marketing Limited a term loan facility of up to £6,000,000 in order to finance the acquisition of certain processing and packing machines.

iv) Together with other group companies, the company has provided a cross guarantee to one of the groups joint ventures, TG1 Holding Limited to support its borrowings. At the year end TG1 Holding Limited's exposure amounted to £12,017,500 (2012: £12,650,000).

**Notes to the financial statements
for the year ended 31 December 2013**

10. Related party transactions

i) During the year the company received working capital advances of £12,062 (2012: £1,510,355) from A&A Cucumbers Limited, a wholly owned subsidiary. At the 31 December 2013 a balance of £1,646,043 (2012: £1,633,981) was due to A&A Cucumbers Limited.

ii) During the year the company provided working capital of £1,032,946 (2012: received working capital of £30,844) from A&A UK Investments Limited, a wholly owned subsidiary. At the 31 December 2013 a balance of £2,034,028 (2012: £1,001,082) was due from A&A UK Investments Limited.

iii) The company provided a working capital loan in the prior year to A&A Costa Almeria, a business interest of the directors. No repayments were made in the year (2012: £27,000) and at the year end a balance of £83,500 (2012: £81,167) was owed to the company. The movement in the year end balance is a result of the movement in the exchange rate during the year ending 31 December 2013.

11. Controlling party

In the opinion of the directors, there is no controlling party.