

**APRICOT BIDCO LIMITED**

**Annual Report and Financial Statements**

**for the period from 16 August 2013, the date of  
incorporation to 3 May 2014**

SATURDAY



\*A3ZQGUJ7\*

A37

24/01/2015

#139

COMPANIES HOUSE

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

P Utting  
P Unsworth  
C Stephens  
K Pringle  
N Dickens

**REGISTERED OFFICE**

Orchard House  
Irthlingborough  
Wellingborough  
Northamptonshire  
NN9 5DB

**BANKERS**

Barclays Bank plc  
8 Market Street  
Kettering  
Northamptonshire  
NN16 0AX

**AUDITOR**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Nottingham  
United Kingdom

## **DIRECTORS' REPORT**

The directors present the annual report and audited financial statements for the period from 16 August 2013 to 3 May 2014. Apricot Bidco Limited was incorporated on 16 August 2013.

The director's report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption which also provides an exemption from the preparation of a Strategic Report

### **ACTIVITIES**

The company's function is to act as an intermediate holding company of a group engaged in the production of food products.

### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

On the 10 September 2013 the company acquired Whisky Holdco Limited for a consideration of £32,414,000 as part of an investment into the Groupby funds managed by Equistone Partners Europe Limited. The acquisition has been financed by bank debt and the issue of loan notes.

The company's primary activity is to operate as an intermediate holding company of the group. This position is expected to continue for the foreseeable future.

The company incurred interest and similar charges of £1,473,000 during the period.

The company has a net liability position of £1,951,000 at 3 May 2014 as a result of the loss for the period of £2,741,000.

There are no significant non-financial key performance indicators that are relevant to the company.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The company is exposed to movements in interest rates impacting the level of interest payable on its borrowings. This risk is managed via interest rate swap contracts taken out by the company from time to time.

The company is reliant on continued funding from group companies. The directors have obtained confirmation of ongoing financial support from relevant group companies, further details are given in note 1.

The company is also reliant upon the success of its underlying trading subsidiaries in order to recover the carrying value of its investments. Based on current and forecast trading of these subsidiaries the directors do not believe any impairment is required to the current carrying value.

### **GOING CONCERN**

The financial statements have been prepared on a going concern basis. The company, which is an intermediate holding company, is financed by intercompany borrowings. The company's directors have obtained a letter of support from Apricot Intermediate Limited, a fellow group company, confirming that the repayment of intercompany borrowings will not be required within 12 months from the date of the approval of these financial statements.

After making enquiries the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

### **RESULTS AND DIVIDENDS**

The loss for the period of £2,741,000 has been withdrawn from reserves. The directors are unable to recommend the payment of a dividend.

### **DIRECTORS**

The directors who served during the period and since the period end, except as noted, were as follows:

J Church (appointed 16 August 2013 and resigned 6 September 2013)  
A Backen (appointed 6 September 2013 and resigned 10 September 2013)  
P Utting (appointed on 10 September 2013)  
P Unsworth (appointed on 10 September 2013)  
K Pringle (appointed on 1 October 2013)  
C Stephens (appointed on 1 October 2013)  
N Dickens (appointed on 1 October 2013)

**DIRECTORS' REPORT (continued)**

**AUDITOR**

In the case of the persons who are directors of the company at the date when this report is approved:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each of the directors has taken all the 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP has indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in absence of an Annual General Meeting.

Approved by the Board of Directors on 26 August 2014  
and signed on behalf of the Board by:

A handwritten signature in black ink, appearing to read 'Peter Unsworth', written over a horizontal line.

P Unsworth  
Director

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Annual 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; 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. 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.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF APRICOT BIDCO LIMITED**

We have audited the financial statements of Apricot Bidco Limited for the period to 3 May 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 16. 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).

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 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 auditor**

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 annual 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 3 May 2014 and of its loss for the period 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.

### **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 take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



**Mark Doleman FCA (Senior Statutory Auditor)**

**for and on behalf of Deloitte LLP**

Chartered Accountants and Statutory Auditor

Nottingham, United Kingdom

27 August 2014

**PROFIT AND LOSS ACCOUNT**  
**For the period ended 3 May 2014**

	Note	16 August 2013 to 3 May 2014 £'000
Administrative expenses	3	72
Exceptional costs	3	(1,234)
<b>OPERATING LOSS</b>	3	(1,162)
Net interest payable and similar charges	4	(1,473)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(2,635)
Tax on loss on ordinary activities	5	(106)
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAXATION</b>	12,13	(2,741)

All operations are continuing.

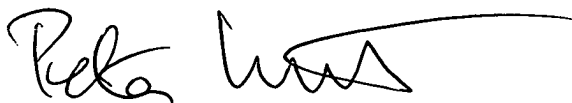
There have been no recognised gains and losses other than the loss for the current period shown above and accordingly, no separate statement of total recognised gains and losses is shown.

**BALANCE SHEET**  
**At 3 May 2014**

	Note	16 August 2013 to 3 May 2014 £'000
<b>FIXED ASSETS</b>		
Investments	6	32,414
<b>CURRENT ASSETS</b>		
Debtors	7	64,069
Cash at bank and in hand		12
		<hr/> 64,081
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>	8,10	<hr/> (59,274)
<b>NET CURRENT ASSETS</b>		<hr/> 4,807
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		37,221
<b>CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR</b>	9,10	<hr/> (39,172)
<b>NET LIABILITIES</b>		<hr/> (1,951)
<b>CAPITAL AND RESERVES</b>		
Called-up share capital	11	790
Profit and loss account	12	<hr/> (2,741)
<b>SHAREHOLDER'S DEFICIT</b>	13	<hr/> (1,951)

The financial statements of Apricot Bidco Limited, company registration number 8654126, were approved by the Board of Directors on ~~26~~ August 2014.

Signed on behalf of the Board of Directors by:



P Unsworth  
 Director



## NOTES TO THE FINANCIAL STATEMENTS

### 53 weeks ended 3 May 2014

#### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards. The particular accounting policies adopted, which have been applied consistently in the current period, are described below.

##### **Accounting convention**

The financial statements are prepared under the historical cost convention.

##### **Going concern**

The company, which is an intermediate holding company, is financed by intercompany borrowings. The company's directors have obtained a letter of support from Apricot Intermediate Limited, a fellow group company, confirming that the repayment of intercompany borrowings will not be required within 12 months from the date of the approval of these financial statements.

After making enquiries the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis.

##### **Consolidated financial statements and cash flows**

Group financial statements are not prepared for the company and its subsidiaries as the company is a wholly owned subsidiary undertaking of a company incorporated in England which prepares consolidated financial statements. As the company is a wholly owned subsidiary, the cash flows of the company are included in the consolidated cash flow statement of its parent undertaking. Consequently the company is exempt under the provisions of Financial Reporting Standard 1, "Cash Flow Statements", from publishing a separate cash flow statement.

##### **Taxation**

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

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. Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, 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 the underlying timing differences can be deducted.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

##### **Taxation (continued)**

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries and associates only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future has been entered into by the subsidiary or associate.

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 a non-discounted basis.

##### **Fixed asset investments**

Fixed asset investments are stated at cost less provision for any impairment.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**53 weeks ended 3 May 2014**

**1. ACCOUNTING POLICIES (continued)**

**Issue costs**

Immediately after issue, borrowings are recorded net of issue costs. Issue costs relating to borrowings are amortised over the repayment periods of those borrowings.

**Pensions**

The company operates a defined contribution pension scheme for the benefit of employees. The costs of company contributions are charged to the profit and loss account in the period in which they occur.

**Derivative financial instruments**

The company uses derivative financial instruments to reduce exposure to interest rate movements. The company does not hold or issue derivative financial instruments for speculative purposes.

For an interest rate swap to be treated as a hedge the instrument must be related to actual assets or liabilities or a probable commitment and must change the nature of the interest rate by converting a fixed rate to a variable rate or vice versa. Interest differentials under these swaps are recognised by adjusting new interest payable over the periods of the contracts.

If an instrument ceases to be accounted for as a hedge, for example because the underlying hedged position is eliminated, the instrument is marked to market and any resulting profit or loss recognised at that time.

**2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

	<b>16 August 2013 to 3 May 2014 £'000</b>
<b>Directors' remuneration</b>	
Emoluments	915
Pensions	34
	<u>949</u>

The remuneration of the highest paid director but excluding emoluments pension contributions were £351,000. Pension contributions of the highest paid director amounted to £18,000.

	<b>16 August 2013 to 3 May 2014 No.</b>
The number of directors who were members of a money purchase scheme was	<u>3</u>

	<b>16 August 2013 to 3 May 2014 No.</b>
<b>Average number of persons employed including directors</b>	
Sales and administration	5
	<u>5</u>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**53 weeks ended 3 May 2014**

**2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)**

	<b>16 August 2013 to 3 May 2014 £'000</b>
<b>Staff costs during the year including directors</b>	
Wages and salaries	915
Social security costs	120
Pension costs	34
	<u>1,069</u>

The pension costs relate to schemes operated by Whitworths Limited, a subsidiary undertaking within the group, and are recharged to the company as incurred. Whitworths Limited operates defined contribution retirement benefit schemes for all qualifying employees. The total costs charged to the profit and loss account of £34,000 represents contributions payable to these schemes by Whitworths Limited at rates specified in the rules of the plans.

**3. OPERATING LOSS**

<b>Operating loss is stated after charging the following items:</b>	<b>16 August 2013 to 3 May 2014 £'000</b>
Exceptional costs - restructuring	<u>1,234</u>

Exceptional operating costs were incurred during the period from various restructuring costs following, and as a result of, the acquisition of the Group by Equistone Partners Europe Limited on 10 September 2013.

Auditor's remuneration for the current period has been borne by Whitworths Limited, a group undertaking. The directors estimate that the amount of the group audit fee to be allocated, but not recharged, to this company is £4,000. There were no non-audit fees incurred in the period.

**4. NET INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>16 August 2013 to 3 May 2014 £'000</b>
Deferred debt issue costs	397
Bank loans and overdraft interest payable	1,788
Intercompany loans interest receivable	(712)
	<u>1,473</u>

On the 10 September 2013, as part of the acquisition, the company entered into an intercompany loan agreement with Apricot Intermediate Limited for £46,263,000 and £3,402,000. These loan agreements bears interest at 10%, giving rise to interest payable of £2,991,000 and £220,000 respectively.

On the 10 September 2013, as part of the acquisition, the company entered into an intercompany loan agreement with Whisky Holdco Limited for £60,680,000. This loan agreement bears interest at 10%, giving rise to interest receivable of £3,923,000.

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**53 weeks ended 3 May 2014**

**5. TAX ON LOSS ON ORDINARY ACTIVITIES**

	53 week period ended 3 May 2014 £'000
Group relief surrendered at 23% based on the loss for the period	106

**Factors affecting tax credit for the current period**

The tax assessed for the year is the same as that resulting from applying the standard rate of corporation tax in the UK of 23%.

**Factors affecting future tax**

The Finance Act 2013, which provides for reductions in the main rate of corporation tax from 23% to 21% effective from 1 April 2014 and to 20% effective from 1 April 2015, was substantively enacted on 2 July 2013. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

**6. FIXED ASSET INVESTMENTS**

	Fixed asset investments £'000
<b>Cost and net book value</b>	
At 16 August 2013	-
Additions	32,414
At 3 May 2014	32,414

The addition of £32,414,000 relates to the investment in Whisky Holdco Limited as part of the acquisition of the Whisky Holdco group in the period.

Principal subsidiaries are wholly owned and operate in the food preparation business. At 3 May 2014, principal subsidiaries and other investments were as follows:

Subsidiary undertakings	Country of registration	Proportion and description of shares held
Whisky Holdco Limited	England and Wales	100% ordinary shares
Whisky Intermediate Limited*****	England and Wales	100% ordinary shares
Whisky Bidco Limited*****	England and Wales	100% ordinary shares
Seckloe 260 Limited****	England and Wales	100% ordinary shares
Whitworths Group Limited***	England and Wales	100% ordinary shares
Whitworths Investments Limited**	England and Wales	100% ordinary shares
Whitworths Limited*	England and Wales	100% ordinary shares
Sundora Foods Limited*	England and Wales	100% ordinary shares
Trent Foods Limited*	England and Wales	100% ordinary shares
Whitworths Inc.*	USA	100% ordinary shares
<b>Other investments</b>		
Anatolia*	Turkey	35% ordinary shares

\* Denotes investment held directly by Whitworths Investments Limited.

\*\* Denotes investment held directly by Whitworths Group Limited.

\*\*\* Denotes investment held directly by Seckloe 260 Limited.

\*\*\*\* Denotes investment held directly by Whisky Bidco Limited.

\*\*\*\*\* Denotes investment held directly by Whisky Intermediate Limited

\*\*\*\*\* Denotes investment held directly by Whisky Holdco Limited

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**53 weeks ended 3 May 2014**

**7. DEBTORS**

**16 August  
2013 to  
3 May  
2014  
£'000**

Amounts due from group undertakings	64,069
	<u>64,069</u>

Included in amounts due from group undertakings is £106,000 relating to group relief.

**8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

**16 August  
2013 to  
3 May  
2014  
£'000**

Bank loans	1,800
Amounts owed to other group undertakings	57,352
Accruals and deferred income	122
	<u>59,274</u>

**9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

**16 August  
2013 to  
3 May  
2014  
£'000**

Bank loans	<u>39,172</u>
------------	---------------

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**53 weeks ended 3 May 2014**

**10. BORROWINGS**

	<b>16 August 2013 to 3 May 2014 £'000</b>
Bank loans	44,300
Deferred issue costs	(3,328)
Total borrowings	<u>40,972</u>
Due within one year	1,800
Due after one year	39,172
Total borrowings	<u>40,972</u>
<b>Maturity analysis:</b>	
Bank overdrafts, loans and secured loan notes	
Within one year	1,800
Between one and two years	2,900
Between two and five years	12,400
After five years	27,200
Deferred issue costs	(3,328)
	<u>40,972</u>

Bank term loan A of £19,300,000 bears interest at 4.25% above LIBOR and is repayable in instalments, the last of which falls due on 25 October 2019.

Bank term loan B of £25,000,000 bears interest at 4.75% above LIBOR and is repayable in full on 9 September 2020.

The company has available to it a revolving credit facility up to £7,500,000 which bears interest at 4.25% above LIBOR and is repayable in full on 9 September 2019. At 3 May 2014 the drawn balance on the revolving credit facility was nil.

Bank loans are secured by a fixed charge over the fixed asset investments of the company and floating charges over the assets of both the company and the company's subsidiary undertakings.

**11. CALLED-UP SHARE CAPITAL**

	<b>16 August 2013 to 3 May 2014 £'000</b>
<b>Allotted, called-up and fully paid</b>	
790 ordinary shares of £1 each	<u>790</u>

**NOTES TO THE FINANCIAL STATEMENTS (continued)**  
**53 weeks ended 3 May 2014**

**12. RESERVES**

	<b>Profit and loss account £'000</b>
At 16 August 2013	-
Loss for the financial period	(2,741)
	<hr/>
At 3 May 2014	(2,741)
	<hr/>

**13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S DEFICIT**

	<b>16 August 2013 to 3 May 2014 £'000</b>
Loss for the financial period	(2,741)
	<hr/>
Net movement in shareholder's deficit	(2,741)
New shares issued	790
Opening shareholder's deficit	-
	<hr/>
Closing shareholder's deficit	(1,951)
	<hr/>

**14. DERIVATIVES NOT INCLUDED AT FAIR VALUE**

The company has derivatives which are not included at fair value in the accounts:

	<b>Principal</b>	<b>Fair Value</b>
	<b>16 August 2013 to 3 May 2014 £'000</b>	<b>16 August 2013 to 3 May 2014 £'000</b>
Open interest rate cap contracts	29,504	117
	<hr/>	<hr/>

The company uses derivatives to hedge its exposure to changes in interest rates. The fair values of open interest rate cap contracts are based on market values of equivalent instruments at the balance sheet date.

**15. RELATED PARTY DISCLOSURES**

The company is a wholly owned subsidiary of Apricot Topco Limited and has therefore taken advantage of the exemption allowed by FRS 8 "Related Party Disclosures", whereby the company is exempt from disclosure of related party transactions or balances with fellow members of the Apricot Topco Limited group.

**16. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY**

The immediate parent undertaking is Apricot Intermediate Limited, a company registered in England.

The smallest and largest groups, of which the company is a member, which produce consolidated accounts are headed by Apricot Topco Limited, a company registered in England. The financial statements of Apricot Topco Limited can be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.

The company's ultimate controlling party is Equistone Limited, a company registered in England by virtue of controlling 73.7% of the issued share capital in Apricot Topco Limited.