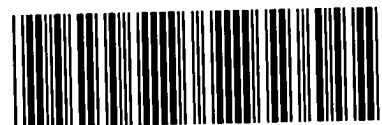


Nere Properties Limited

Directors' report and financial statements for the period of
52 weeks ended 15 September 2018

Registered number: 09280153

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DIRECTORS' REPORT AND FINANCIAL STATEMENTS
for the period of 52 weeks ended 15 September 2018

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COMPANY INFORMATION

DIRECTORS

B. J. Mansfield
R. S. Schofield
P. A. Russell (resigned 18 December 2017)
A. A Smith (appointed 18 December 2017)

SECRETARY

R. S. Schofield

REGISTERED NUMBER

09280153

REGISTERED OFFICE

Weston Centre,
10 Grosvenor Street,
London,
W1K 4QY.

AUDITOR

Ernst & Young,
Chartered Accountants,
Ernst & Young Building,
Harcourt Centre,
Harcourt Street,
Dublin 2.

DIRECTORS' REPORT**for the period of 52 weeks ended 15 September 2018**

The directors present their report together with the audited financial statements for the 52 week period ended 15 September 2018.

PRINCIPAL ACTIVITY, BUSINESS REVIEW AND FUTURE DEVELOPMENTS AND GOING CONCERN

The principal activity of the company was previously the ownership and letting of property within the Associated British Foods plc group. During the prior period, management decided to transfer the property to a fellow group company. The property was transferred on 3 March 2017 at its carrying value and the company ceased trading on that date. The directors had no intention for the company to recommence trading in the future. On this basis, the financial statements were prepared on a break-up basis in the prior period.

Whilst it is the intention of the directors to liquidate the company, the liquidation is not expected to happen in the foreseeable future and the directors expect that the company will remain dormant. On this basis, the financial statements have been prepared on a going concern basis in the current period.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors consider there are no significant risks or uncertainties affecting the company.

RESULTS AND DIVIDENDS

The Statement of Profit or Loss Account and Other Comprehensive Income for the period of 52 weeks ended 15 September 2018 together with the Balance Sheet at that date are set out on pages 10, 11 and 12. Profit on ordinary activities before taxation amounted to Nil (2017: £341,000). After a tax charge of £3,000 (2017: £93,000) a loss on ordinary activities of £3,000 (2017: profit of £248,000) was transferred to profit and loss reserves. Shareholder's funds amounted to £1,833,000 (2017: £1,836,000) at 15 September 2018. No dividends are paid or proposed for the period.

DIRECTORS OF THE COMPANY

The directors who served the company during the period were as follows:

B. J. Mansfield

R. S. Schofield

P. A. Russell (resigned 18 December 2017)

A. A. Smith (appointed 18 December 2017)

P. A. Russell resigned as a director of the company and was replaced by A. A. Smith with effect from 18 December 2017.

The directors who held office at 15 September 2018 had no beneficial interest in the share capital of the company at the beginning or end of the financial year.

EVENTS SINCE THE BALANCE SHEET DATE

There have been no significant events since the balance sheet date which would require disclosure in the financial statements.

DIRECTORS' REPORT**for the period of 52 weeks ended 15 September 2018 (Continued)***POLITICAL DONATIONS*

The company made no political donations during the period (2017: £nil).

DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors who were members of the board at the time of approving the directors' report are listed on page 2. Having made enquiries of fellow directors and of the company's auditor, each of these directors confirms that:

- to the best of each director's knowledge and belief, there is no information (i.e. information needed by the company's auditor in connection with the preparation of their report) of which the auditor is unaware; and
- each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information.

STRATEGIC REPORT

In preparing the directors' report, the directors have taken advantage of the small companies' exemption under section 414(b) of the Companies Act 2006, not to prepare a Strategic Report for presentation with these financial statements.

HEALTH & SAFETY

The company keeps its safety, health and environmental performance and levels of legal compliance under regular review and ensures that its risk management controls are appropriate and effective. The company's board of directors reviews these at least annually, as does the board of Associated British Foods plc.

DIRECTORS' INDEMNITIES

The directors have benefited from the ABF group's Directors and Officers Insurance policy. Two directors benefited from indemnity provisions provided by the Company's intermediate holding company during the financial period and only one director at the date of this report, subject to the conditions set out in the Companies Act 2006.

DIRECTORS' REPORT

for the period of 52 weeks ended 15 September 2018 (Continued)

AUDITOR

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young, Chartered Accountants will therefore continue in office.

On behalf of the board



A. A Smith
Director

Date **7 June 2019**

STATEMENT OF DIRECTORS' RESPONSIBILITIES
for the period of 52 weeks ended 15 September 2018

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

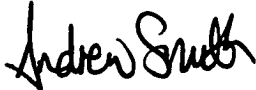
Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice).

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 for the period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping 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 responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board



A. A Smith
Director

Date 7 June 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NERE PROPERTIES LIMITED

Opinion

We have audited the financial statements of Nere Properties Limited for the period of 52 weeks ended 15 September 2018, which comprise the Statement of Total Comprehensive Income, the Statement of changes in Equity, the Balance Sheet and the related notes 1 to 10, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 15 September 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 where:

- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NERE PROPERTIES LIMITED

Other information

The other information comprises the information included in the Directors' Report. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NERE PROPERTIES LIMITED

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

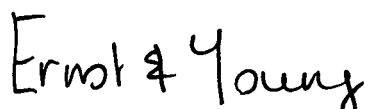
Auditor's responsibilities for the audit of the financial statements

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 auditor's 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 Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



Roger Wallace (Senior statutory auditor)
for and on behalf of Ernst & Young, Statutory Auditor
Dublin

Date: 10 June 2019

STATEMENT OF TOTAL COMPREHENSIVE INCOME
for the period of 52 weeks ended 15 September 2018

		<i>Period ended 15 September 2018 £'000</i>	<i>Period ended 16 September 2017 £'000</i>
	<i>Note</i>		
Turnover	4	-	490
Administrative expenses		-	(149)
Profit on ordinary activities before taxation	5	-	341
Taxation	6	(3)	(93)
(Loss)/profit for the financial period		(3)	248

There is no comprehensive income in either year other than the (loss)/profit attributable to the shareholders.

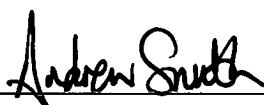
STATEMENT OF CHANGES IN EQUITY
for the 52 week period ended 15 September 2018

	<i>Called-up share capital presented as equity £'000</i>	<i>Profit and loss account £'000</i>	<i>Total equity £'000</i>
At 17 September 2016	–	1,588	1,588
Profit for the period	–	248	248
	<hr/>	<hr/>	<hr/>
Total comprehensive income for the period	–	248	248
	<hr/>	<hr/>	<hr/>
At 16 September 2017	–	1,836	1,836
Loss for the period	–	(3)	(3)
	<hr/>	<hr/>	<hr/>
Total comprehensive loss for the period	–	(3)	(3)
	<hr/>	<hr/>	<hr/>
At 15 September 2018	–	1,833	1,833
	<hr/>	<hr/>	<hr/>

BALANCE SHEET
at 15 September 2018

		15 September 2018 £'000	16 September 2017 £'000
	Note		
CURRENT ASSETS			
Intercompany receivable from fellow group company		2,234	2,234
CREDITORS (amounts due within one year)	7	(401)	(398)
NET ASSETS		<u>1,833</u>	<u>1,836</u>
CAPITAL AND RESERVES			
Called-up share capital presented as equity	8	–	–
Profit and loss account		1,833	1,836
Shareholder's funds		<u>1,833</u>	<u>1,836</u>

On behalf of the board



A. A Smith
 Director

Date: 7 June 2019

NOTES TO THE FINANCIAL STATEMENTS**15 September 2018****1. ACCOUNTING REFERENCE DATE**

These financial statements have been prepared for the 52 weeks ended 15 September 2018. The comparative financial statements were prepared from 18 September 2016 until 16 September 2017.

2. ACCOUNTING POLICIES

The company is a limited liability company incorporated and domiciled in the UK. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

(a) Basis of preparation and statement of compliance

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101"), which involves the application of International Financial Reporting Standards ("IFRS") with a reduced level of disclosure. The company's financial statements are presented in sterling which is also the company's functional currency. All values are rounded to the nearest thousand pounds (£'000) except where otherwise indicated.

The principal activity of the company was previously the ownership and letting of property within the Associated British Foods plc group. During the prior period, management decided to transfer the property to a fellow group company. The property was transferred on 3 March 2017 at its carrying value and the company ceased trading on that date. The directors had no intention for the company to recommence trading in the future. On this basis, the financial statements were prepared on a break-up basis in the prior period.

Whilst it is the intention of the directors to liquidate the company, the liquidation is not expected to happen in the foreseeable future and the directors expect that the company will remain dormant for the foreseeable future. On this basis, the financial statements have been prepared on a going concern basis in the current period.

(b) Disclosure exemptions

The company is a qualifying company as defined in FRS 101. Its financial statements are included in the financial statements of Associated British Foods plc which are prepared in accordance with International Financial Reporting Standards as adopted by the EU (EU adopted IFRS) and can be obtained from www.abf.co.uk. The company has taken advantage of the following FRS 101 disclosure exemptions:

- the requirements of IAS 7 *Statement of Cash Flows*;
- the requirements of IAS 1 *Presentation of Financial Statements* to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1,
 - paragraph 73(e) of IAS 16 *Property, Plant and Equipment*;
- the requirements of paragraphs 30 and 31 of IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*;
- the requirements of paragraphs 10(d), 10(f), 38(a) to 38(d), 40(a) to 40(d), 111 and 134 to 136 of IAS 1 *Presentation of Financial Statements*; and
- the requirements of paragraph 17 of IAS 24 *Related Party Disclosures*.

NOTES TO THE FINANCIAL STATEMENTS

15 September 2018 (Continued)

2. ACCOUNTING POLICIES (Continued)

(c) *Disclosure exemptions (continued)*

As the consolidated financial statements of Associated British Foods plc include the equivalent disclosures, the company has also taken exemption under FRS 101 available in respect of the following disclosures:

- requirements of IFRS 7 *Financial Instruments: Disclosures*; and
- requirements of paragraph 91 to 99 IFRS 13 *Fair Value Measurement*.

(d) *Taxation*

Corporation tax payable is provided on taxable profits at the prevailing rate. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

3. DIRECTORS' EMOLUMENTS

None of the directors received any emoluments in respect of their directorship of the company in either period. The company had no employees during either period.

4. TURNOVER

Income, which is stated net of value added tax, represented rental income earned from letting out a property to a fellow group undertaking.

5. STATUTORY AND OTHER INFORMATION	<i>Period ended 15 September 2018 £'000</i>	<i>Period ended 16 September 2017 £'000</i>
Operating profit is stated after charging:		
Depreciation	—	149
	<u> </u>	<u> </u>

Auditor's remuneration of £2,000 (2017: £2,000) was borne by Primark Stores Limited, a fellow group undertaking.

NOTES TO THE FINANCIAL STATEMENTS
15 September 2018 (Continued)

6.	TAX ON PROFIT ON ORDINARY ACTIVITIES	<i>Period ended 15 September 2018 £'000</i>	<i>Period ended 16 September 2017 £'000</i>
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(a) *Tax charge in the income statement*

The tax charge is made up as follows:

Current tax

UK corporation tax	–	93
Adjustments in respect of prior period	3	–
	<hr/>	<hr/>
Total current income tax charge	3	93
	<hr/>	<hr/>

(b) *Reconciliation of the total tax charge*

The tax assessed on the profit on ordinary activities for the period is higher than the standard rate of corporation tax in the UK of 19% (2017: 19.5%). The differences are reconciled below:

	<i>2018 £'000</i>	<i>2017 £'000</i>
Profit on ordinary activities before taxation	–	341
	<hr/>	<hr/>
Current tax at effective rate of 19% (2017: 19.5%)	–	66
<i>Effect of:</i>		
Rate change	–	(2)
Expenses not deductible	–	29
Adjustments in respect of prior period	3	–
	<hr/>	<hr/>
Total current income tax charge	3	93
	<hr/>	<hr/>

NOTES TO THE FINANCIAL STATEMENTS
15 September 2018 (Continued)

6. TAX ON PROFIT ON ORDINARY ACTIVITIES (Continued)

(c) *Factors affecting future tax charges*

Legislation has been enacted to reduce the UK corporation tax rate from 20% to 19% with effect from 1 April 2017 with a further reduction to 17% from 1 April 2020. Accordingly, UK deferred tax has been calculated using these rates as appropriate.

7. CREDITORS (amounts due within one year)	Period ended	Period ended
	15 September	16 September
	2018	2017
	£'000	£'000
Corporation tax	401	398
	<u> </u>	<u> </u>
8. SHARE CAPITAL	Period ended	Period ended
	15 September	16 September
	2018	2017
	£	£
<i>Authorised share capital:</i>		
1 ordinary share of £1 each	1	1
	<u> </u>	<u> </u>
<i>Equity shares allotted, called up and fully paid:</i>		
1 ordinary share of £1 each	1	1
	<u> </u>	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS**15 September 2018 (Continued)****9. ULTIMATE PARENT UNDERTAKING**

The immediate holding company is ABF (No.2) Limited which is incorporated in Great Britain and registered in England and Wales. The ultimate holding company is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

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

10. POST BALANCE SHEET EVENTS

There have been no significant events since the balance sheet date which would require disclosure in the financial statements.