

Company Registration No. 10136349

FRONERI LIMITED

Report and financial statements

31 December 2021

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Strategic report

The directors present their strategic report for the year ended 31 December 2021.

Principal activities

The Company's principal activity during the year was as a holding company for subsidiaries of the Froneri Group ("Froneri"). Froneri Limited operated as the ultimate parent of the Froneri Group until 31 January 2020 when Froneri Lux Topco S.à r.l., a new Luxembourg-domiciled holding company, became the immediate parent of Froneri Limited and became the ultimate parent of the Froneri Group.

Business review and results

Throughout the year, Froneri Group has operated in US, Europe, Egypt, South Africa, Brazil, Argentina, Australia, New Zealand, Puerto Rico and the Philippines. Froneri is now the second largest manufacturer of ice cream in the world and is the largest manufacturer of private label ice cream globally.

In the year ended 31 December 2020, Froneri Lux Topco S.à r.l. became the ultimate parent of the Froneri Group and the immediate parent of Froneri Limited. The capital structure of Froneri Limited was significantly reorganised with the shareholder debt and shareholder equity being invested through that vehicle rather than through Froneri Limited. Since the group reorganisation, Froneri limited has continued to provide intercompany financing arrangements and held investments in group undertakings.

The results of Froneri Limited for the year ended 31 December 2021 amounted to a profit of €5.4 million (2020: loss of €4.4 million) and relates to the net finance income generated on the Company's intercompany loan arrangements. At 31 December 2021 the net asset position of the Company was €1,614.3 million (2020: €1,606.4 million).

Key performance indicators

Given the straight-forward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for understanding of the performance or development of the business.

Principal risks and uncertainties

The principal risks of the Company are in respect of the carrying value of its investments and recoverability of its intercompany balances. The directors consider the potential impact of business risks affecting entities across the Froneri Group regularly at Board meetings. The Company continuously evaluates the impact of the COVID-19 outbreak on the Company's financial condition, liquidity, assets, and future results of operations. This is constantly being monitored and evaluated within the Company and at group level.

Going concern

The assessment of going concern has been discussed within the notes to the Financial Statements section 2.2. The Directors have considered the positive net current assets position, and after making appropriate enquiries, the Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future and therefore continue to adopt the group going concern basis for the preparation of the financial statements.

Strategic report (continued)

Statement by the directors in performance of their statutory duties in accordance with Section 172(1) Companies Act 2006

The Board's engagement with the Company's stakeholders helps frame the Company's strategic direction, informs the Board's decision-making process and overall supports the Board's duty to promote the success of the Company as set out in Section 172 of the Companies Act 2006. The directors of the Company consider that they have acted in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole.

The following paragraphs summarise how directors fulfil their duties:

Employees

The Group operates a framework for employee information and in line with the relevant regulations in each territory. Throughout the period, the Group has issued information on its website. The Group provides channels through which employees can express views and communicate regularly with senior management of the business. There are also a number of employee consultative committees and works councils to provide a forum for employees to air the views of their colleagues and discuss relevant issues.

The Group gives full consideration to applications for employment from disabled persons where the candidate displays particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion. The Group seeks to continue the employment of, and arrange appropriate training for, any of the Group's employees who have become disabled during the period in which the Group employed them.

The Group offers a bonus scheme to eligible employees which is based around four key performance targets for the business: EBITDAE; sales; A-brand sales and cashflow. The scheme incentivises year-on-year delivery of Froneri's annual financial targets. This provides focus on key financial metrics and the individuals' contribution to their respective countries' performance through alignment of interests. Certain individuals will be incentivised based on Group performance as well as individual country performance.

Health & Safety matters

Keeping our people safe is our top priority. To promote a culture of safety, we uphold high standards underpinned by robust policies and procedures. We constantly engage with all our employees and contractors on health and safety, seeking to continuously raise our performance. Importantly, we maintain a strong focus on risk analysis in all the countries where we operate, underpinned by a robust health and safety strategy and country plans that are monitored and evaluated every week. We share best practices from the most rigorous requirements of local laws globally to help raise our performance. Increasingly, employee wellbeing, and particularly mental wellbeing and resilience, will become part of each country's health and safety plans.

Business ethics and human rights

Froneri is committed to conducting business in an ethically and socially responsible manner and treating employees, customers, suppliers and shareholders in a fair, open and honest manner. The Group is regularly audited, by both independent auditors and customers.

We have committed to a programme of auditing our top suppliers at a group and country level over the next three years to cover areas like Consumer Safety, compliance to our specification and verification of ethical and environmental commitments. This further helps Froneri ensure that its suppliers operate in an ethically and socially responsible manner. To bring additional rigour to this audit programme the Company recently selected Intertek as our supplier audit partner.

Strategic report (continued)

Statement by the directors in performance of their statutory duties in accordance with Section 172(1) Companies Act 2006 (continued)

Business ethics and human rights (continued)

The Group is similarly committed to conducting business in a way that is consistent with universal values on human rights and complying with the Human Rights Act 1998. The Group ensures that appropriate consideration is given to human rights issues in the formulation of its policies and processes. This is most pertinent in the Group's approach to supply chain management (and the consideration of an ethical trading stance in that respect) and overseas employment policies and practices. Where appropriate, this can take the form of charitable donations, supporting employees in fund raising or volunteering for local good causes, and community partnering. In addition, employee welfare measures are monitored in regular KPIs, such as absenteeism, the extent of vacant positions and working hours.

There have been no instances of non-compliance with these policies noted in the year.

Diversity; Gender-based reporting and Disability

Creating a diverse, inclusive is fundamental to attracting and retaining talented employees, empowering our teams to contribute richer ideas and building our capacity for creativity and innovation – so we can keep delighting consumers and growing our business into the future. We hire local country managers in each market, allowing us to stay close to consumers' evolving needs and providing opportunities for local people to thrive within a dynamic global business. In particular, we've made progress on improving the diversity of our workforce. In South Africa, we're supporting the government's push for racial equality and equal economic opportunities by seeking to ensure that our workforce is representative of the country's racial make-up at every level. We're increasingly exploring how we can best encourage gender diversity and empower women across our business. Five of our country managers are women, including in several major markets, while the head of our largest European factory is also a woman, creating strong role models for promising female talent.

Environmental, Social and Governance ("ESG")

Our global ESG strategy provides the framework through which we address the issues that matter most to our business and stakeholders and is integral to fulfilling our vision to build the world's best ice cream company. It encompasses five key areas of action, supported by eleven ambitious goals. We focus on improving our environmental impact, taking care of our people and communities, optimising our products, ensuring strong governance and raising standards in our supply chain. We are increasingly integrating our ESG strategy into the way we do business, empowering our employees to act and collaborating with our partners and suppliers to optimise our positive impact. Importantly, our strategy will also help us contribute to the global, UN-led push for a fairer, more sustainable world.

Accountability for ESG issues goes right to the top of our organisation, with our Board taking overall responsibility. The Board has created a dedicated ESG Committee to define and oversee our ESG strategy, which is executed by our Management Board members and Country Managers, who plan, monitor and report on initiatives.

In 2021, we created a working group dedicated specifically our carbon emissions project, supported by representatives from across our company. This group will play a key role in monitoring our performance, reporting our progress transparently and identifying opportunities for improvement.

Improving our environmental impact

We aim to grow our business while improving our environmental footprint, conserving natural resources and reducing waste. We develop practical solutions to improve our efficiency and reduce our impact on the environment, going beyond compliance where possible, and always striving to address consumers' concerns.

Strategic report (continued)

Environmental, Social and Governance ("ESG") (continued)

Taking care of our people and communities

We are committed to enabling our employees to thrive in a diverse, inclusive workplace, keeping them healthy and safe, while providing numerous opportunities for learning and development. We work with our suppliers to protect workers' rights and help ensure safe working conditions in our supply chain and support our local communities.

Optimising our products

We listen to our consumers and aim to provide the full range of exciting ice-cream options they desire, drawing on in-depth ice-cream knowledge and a deep sense of responsibility. Our diverse, expanding product ranges respond to evolving dietary preferences, sustainability concerns and lifestyle aspirations, while continuing to deliver high quality and taste appeal. We have a particular focus on optimising children's products and providing responsible treat options, while also encouraging parents to remember that ice-cream remains an indulgent treat. Mindful of nutrition, we provide transparent, factual nutrition and health information, comply with responsible marketing standards, and encourage consumers to make informed decisions about their diet.

Ensuring strong governance

Good, strong governance is fundamental to achieving our ESG objectives and we have taken care to embed accountability for ESG issues at every level within the business. We take a considered approach, striving to achieve the right balance between commercial obligations and legal responsibilities, and evolving our frameworks and policies to ensure compliance with key legal requirements.

Raising standards in our supply chain

We are continuously building our understanding of the social and environmental impacts of our supply chain to better manage risk, improve standards and increase resilience. This will help empower our brands to make ESG advances and take action informed by accurate, in-depth risk analysis. Building on important advances in raw material sourcing and plastic reduction and collaborating with our suppliers, we aim to keep expanding our supply chain sustainability efforts.

Anti-bribery and Corruption policy

It is Froneri's policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

The group companies implement their own local Anti-Bribery Policy which incorporates the Group's minimum policy requirements, whilst being sensitive to local customs. All employees are trained on the requirements periodically. Heads of Finance, departments and managers are responsible for implementing their own policies including appropriate practices, processes, controls and training.

Froneri operates in territories which present a higher risk of bribery and corruption than others depending on the particular political and social landscape. Before doing business in any new territory we assess the risks associated with that territory from a bribery and corruption perspective to identify and implement any controls required to manage the risks of operating in that territory proportionate to the bribery and corruption risk.

Each Froneri business must have adequate anti-bribery and corruption procedures and due diligence in place relating to employees, agents and distributors, suppliers, customers and other associated persons. Additional due diligence is performed on those employees who have access to Company funds or hold a position of seniority. The Group also has clear guidelines in place regarding gifts & hospitality and charitable & political donations.

Strategic report (*continued*)

Anti-bribery and Corruption policy (*continued*)

All employees are encouraged to raise concerns about suspected bribery or corruption, either through their usual chain of command, through Group legal or through the third-party whistleblowing hotline, as appropriate.

There have been no instances of non-compliance with the policy noted in the year.

The Company has complied with the requirements of s172 of the Companies Act 2006 as evidenced throughout this Strategic Report.

On behalf of the board

I Najafi
Director
8 September 2022

A handwritten signature in black ink, consisting of a large, stylized 'N' followed by a horizontal line and a circular flourish.

Directors' report for the year ended 31 December 2021

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2021.

Future developments

The Company will continue to be a holding company.

Dividends

The directors do not recommend the payment of a dividend (2020: nil).

Financial Risk Management Policies and Objectives

The Company finances its activities with a combination of term loans, cash and equity. Other financial assets and liabilities arise directly from the Company's operating activities.

Directors

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

I Najafi
P Griffin
I Blanken
M Mattia (resigned 31 January 2021)

In accordance with the articles of association, no directors retire by rotation.

As permitted by the Articles of Association, each of the directors has the benefit of an indemnity, which is a qualifying third-party indemnity as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the tenure of each director during the year and is currently in force. The Company also maintains directors' and officers' liability insurance in respect of itself and its directors.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have 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 auditors are aware of that information.

Directors report for the year ended 31 December 2021 (continued)

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 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.

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.

Independent Auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office.

On behalf of the board

I Najafi
Director



Richmond House
Leeming Bar
Northallerton
North Yorkshire, DL7 9UL
United Kingdom

8 September 2022

Independent auditors' report to the members of Froneri Limited

Report on the audit of the financial statements

Opinion

In our opinion, Froneri Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit and cash flows 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, which comprise: the Statement of financial position as at 31 December 2021; the Income Statement and 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

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent auditors' report to the members of Froneri Limited (*continued*)

Report on the audit of the financial statements (*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 our work undertaken in the course of the audit, the Companies Act 2006 requires 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 2021 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, 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 auditors' report to the members of Froneri Limited (*continued*)

Report on the audit of the financial statements (*continued*)

Responsibilities for the financial statements and the audit (*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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting journal entries to manipulate financial performance and management bias in determining significant estimates. Audit procedures performed by the engagement team included:

- discussions with management, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- obtaining supporting evidence for the significant assumptions and judgements made by management, particularly in respect of the impairment assessment of amounts owed by group undertakings;
- identifying and testing journal entries, in particular any journal entries posted with unusual account combinations; and
- reviewing financial statements disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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.

Independent auditors' report to the members of Froneri Limited (*continued*)

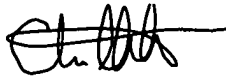
Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained 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.



Christopher Hibbs (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham

8 September 2022

Income statement
for the year ended 31 December 2021

		2021	2020
	Note	€'000	€'000
Net impairment losses on financial and contract assets		-	(477)
Operating loss	3	-	(477)
Income from Subsidiary		-	724
Profit before interest and taxation		-	247
Interest receivable and similar income	5	70,015	59,942
Interest payable and similar expenses	5	(56,457)	(62,089)
Profit/(loss) before taxation		13,558	(1,900)
Tax on profit/(loss)	6	(8,112)	(2,463)
Profit/(loss) for the financial year		5,446	(4,363)

The profits/(losses) derive from continuing activities.

There is no other comprehensive income for the year (2020: nil).

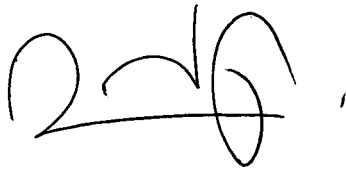
Statement of financial position
as at 31 December 2021

	Note	2021 €'000	2020 €'000
Fixed assets			
Investments	7	1,246,221	1,243,821
		1,246,221	1,243,821
Current assets			
Trade and other receivables (including €1,140.5 million (2020: €1,028.9 million) due after more than one year)	8	1,140,862	1,029,176
Creditors: amounts falling due within one year	9	(71,076)	(59,644)
Net current assets		1,069,786	969,532
Total assets less current liabilities		2,316,007	2,213,353
Creditors: amounts falling due after more than one year	10	(701,728)	(606,920)
Net assets		1,614,279	1,606,433
Capital and reserves			
Called up share capital	11	397	397
Share premium account	11	1,670,283	1,670,283
Merger reserve	11	295,358	295,358
Capital contribution reserve	11	3,980	1,580
Profit and loss account		(355,739)	(361,185)
Total shareholders' funds		1,614,279	1,606,433

The notes on pages 15 to 31 are an integral part of these financial statements.

The financial statements on pages 12 to 31 were approved by the board of directors on 8 September 2022 and were signed on its behalf by:

I Najafi
Director



Company registered number: 10136349

Statement of changes in equity for the year ended 31 December 2021

	Called up share capital €'000	Share premium €'000	Merger reserve €'000	Capital contribution reserve €'000	Accumulated losses €'000	Total shareholders' funds €'000
At 1 January 2020	15	327,270	295,358	-	(371,435)	251,208
<i>Transactions with owners recorded directly in equity</i>						
Shares allotted	382	1,343,013	-	-	-	1,343,395
Share-based payment	-	-	-	1,580	14,613	16,193
Total contributions by and distributions to owners	382	1,343,013	-	1,580	14,613	1,359,588
<i>Comprehensive expense for the year</i>						
Loss for the year	-	-	-	-	(4,363)	(4,363)
Total comprehensive expense for the year	-	-	-	-	(4,363)	(4,363)
At 31 December 2020	397	1,670,283	295,358	1,580	(361,185)	1,606,433
<i>Transactions with owners recorded directly in equity</i>						
Share-based payment	-	-	-	2,400	-	2,400
Total contributions by and distributions to owners	-	-	-	2,400	-	2,400
<i>Comprehensive income for the year</i>						
Profit for the year	-	-	-	-	5,446	5,446
Total comprehensive income for the year	-	-	-	-	5,446	5,446
At 31 December 2021	397	1,670,283	295,358	3,980	(355,739)	1,614,279

Notes to the financial statements

1. General information

The Company's principal activity during the year was as a holding company within the Froneri Group.

The Company is a private company limited by shares and is incorporated and domiciled in England, in the UK. The address of its registered office is Richmond House, Leeming Bar, Northallerton, DL7 9UL.

2. Summary of significant accounting policies

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.

2.1 Basis of preparation

The financial statements are presented in Euro, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the years presented.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular Financial Reporting Standard 101 "Reduced Disclosure Framework (FRS 101) and, the Companies Act 2006 (the Act). FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of UK-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 14 gives details of the Company's ultimate parent and from where the consolidated financial statements prepared in accordance with IFRS may be obtained.

The principal disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the Company has no other related party transactions);
- IFRS 2 share-based payments; and
- Roll-forward reconciliations in respect of share capital (IAS 1).

The Company is a wholly owned subsidiary of Froneri Lux Topco S.à r.l. and is included in the consolidated financial statements of Froneri Lux Topco S.à r.l., which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of Section 400 of the Companies Act 2006.

2.1.2 New standards and amendments

There are no new accounting standards or other amendments or IFRIC interpretations that are effective for the year ended 31 December 2021 that have had a material impact on the Company's financial statements.

Notes to the financial statements (continued)

2. Summary of significant accounting policies (continued)

2.2 Going concern

At 31 December 2021, the company has net assets of €1,614.3 million (2020: €1,606.4 million). The Directors have considered this position, together with the company and the Group's budgets and positive net current assets position, and after making appropriate enquiries, the Directors consider that the company has adequate resources to continue in operational existence for the foreseeable future and therefore adopt the going concern basis for the preparation of the financial statements.

2.3 Consolidation

The Company is a wholly owned subsidiary of Froneri Lux Topco S.à r.l. and is included in the consolidated financial statements of Froneri Lux Topco S.à r.l., which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of Section 400 of the Companies Act 2006.

2.4 Measurement convention

The financial statements are prepared on the historical cost basis. Non-current assets and disposal groups held for sale are stated at the lower of previous carrying amount and fair value less costs to sell.

2.5 Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

2.6 Investments

Investments are stated at cost less provision for impairment losses.

2.7 Trade and other receivables (including loans receivable)

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. The effective interest is the rate that exactly discounts estimated future cash receipts (including all fees and premiums/discounts) excluding expected credit losses, through the expected life of the debt instrument. This credit adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

Notes to the financial statements *(continued)*

2. Summary of significant accounting policies *(continued)*

2.7 Trade and other receivables (including loans receivable) *(continued)*

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method, adjusted for any loss allowance.

2.8 Loans and borrowings payable

All loans and borrowings are initially recognised at fair value of the consideration received net of directly attributable transaction costs. After initial recognition, loans and borrowings are subsequently measured at amortised cost using the effective rate method.

2.9 Taxation

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future. The amount of deferred tax provided is based on the carrying amount of assets and liabilities, using the prevailing tax rates. The deferred tax balance has not been discounted.

Current tax is the expected tax payable on the taxable income for the year, using prevailing tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

2.10 Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit loss associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.11 Share capital

Ordinary shares are classified as equity.

Notes to the financial statements (*continued*)

2. Summary of significant accounting policies (*continued*)

2.12 Share-based payments

The Froneri Group has an equity settled share-based payment scheme, operated for the group by Froneri Lux Topco S.à r.l. with Froneri Limited operating as an intermediate holding company.

Share-based payment arrangements in which the Company receives goods or services as consideration for Froneri Limited's equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by the Group.

The grant date fair value of share-based payment awards granted to employees is recognised as an employee expense, with a corresponding capital contribution to equity, over the period that the employees become unconditionally entitled to the awards. The grant date fair value of share-based payment awards granted to employees of subsidiary companies is recognised as an investment, with a corresponding capital contribution to equity, over the period that the subsidiaries' employees become unconditionally entitled to the awards. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted.

The amount recognised as an expense or investment is adjusted to reflect the actual number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense or investment is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. As the scheme is operated and settled by Froneri Limited, Froneri International Limited's balance is recognised as a capital contribution.

The Group does not have any cash-settled share-based payment transactions.

2.13 Interest income / (expense)

Interest income / (expense) is recognised using the effective interest rate method. In calculating interest income/(expense), the effective interest rate is applied to the gross carrying amount of the asset, when the asset is not impaired or to the amortised cost of the liability for interest expense. For financial assets that have been impaired after initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer impaired the interest income calculation reverts to the gross carrying amount.

2.14 Dividend Income

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

2.15 Rounding of amounts

All amounts in the financial statements and notes have been rounded to the nearest thousand Euro, unless otherwise stated.

Notes to the financial statements (*continued*)

2. Summary of significant accounting policies (*continued*)

2.16 Use of estimates and judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the reported values of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and other judgements reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Whilst actual results may differ from those estimates, estimates used at the end of the current financial year are not anticipated to have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year. We set out below the significant areas of estimates for the company:

- Valuation of investments and intercompany receivables and the related assessment for impairment. Management reviews the carrying value of its investments and intercompany receivables annually or if a trigger for impairment arises in the period. In making this assessment management takes into account factors including the price of recent acquisitions (in particular the EBITDA multiple for the transaction) and if appropriate performing impairment tests with reference to value in use calculations. This includes the use of the following key assumptions: discount factors, the annual budget and three-year strategic plan, and estimates in respect of growth rates and margins based on past performance and management's experience of growth rates and margins achievable in key markets.
- Measurement and recognition of intercompany balances related to group relief of tax losses within its UK corporation tax group. Significant judgement is required in determining current tax assets and this includes reassessing judgements formed in previous periods when circumstances change, such as changes in legislation, dialogue with tax authorities or other factors. Where this is the case, the judgement exercised in these matters may cause the company to alter balances from the amount initially recognised, and such differences will impact the current tax assets/ liabilities and credit/ charge in the period of determination. In particular judgement is required in respect to the deductibility of finance charges and exceptional costs.

Management does not believe there are any other significant areas of judgement.

Notes to the financial statements (*continued*)

3. Operating loss

Operating loss is stated after charging:

	2021	2020
	€'000	€'000
IFRS 9 Impairment	-	(477)

IFRS 9 Impairment

Under IFRS 9 intercompany loan receivables were assessed for lifetime expected credit losses. As the Group would continue to refinance the intercompany receivable balances as necessary, the provision against these loans has been calculated based on when the counterparty would have the free cashflow required to repay the loan. This is based on the aforementioned value-in-use calculations used for the investment impairment assessment. The provision calculated is the discounting impact of this delayed payment calculated using the rate applicable in the loan agreement. In the year ended 31 December 2021, following the assessment of the intercompany loans, it has not been deemed necessary to provide for any further expected credit losses.

In the year ended December 2020 the Company recognised a €0.5 million provision for impairment in relation to a balance due from Froneri Argentina SA. The impairment represented 100% of the intercompany balance due from Froneri Argentina SA.

Auditors' remuneration

The audit fees, across the Froneri Group holding company entities (inclusive of Froneri Limited), are borne by Froneri International Limited. Fees paid to PricewaterhouseCoopers LLP and its associates for non-audit services to the Company itself are not disclosed since the consolidated financial statements of the Group are required to disclose non-audit fees on a consolidated basis.

Notes to the financial statements (continued)

4. Employees and directors

Employee numbers

The Company did not have any employees at 31 December 2021 (2020: nil).

Remuneration of Directors

The directors are employed and remunerated by other group companies. The directors do not receive any remuneration in respect of their services to this Company (2020: nil).

5. Interest receivable and similar income and interest payable and similar expenses

	2021	2020
	€'000	€'000
<i>Interest receivable and similar income</i>		
Intercompany interest income	70,015	59,942
	70,015	59,942
<i>Interest payable and similar expenses</i>		
Intercompany interest expense	(56,457)	(47,236)
Shareholder loan notes interest expense	-	(11,762)
Foreign exchange losses	-	(2,563)
Interest on preference shares	-	(528)
	(56,457)	(62,089)
Net finance income/(costs)	13,558	(2,147)

6. Tax on profit/(loss)

	2021	2020
	€'000	€'000
<i>UK corporation tax:</i>		
Current tax arising in the year	8,112	2,463
Total current tax charge for the year	8,112	2,463

On 3 March 2021, it was announced that the main rate of UK corporation tax will be increased to 25% from 1 April 2023.

Notes to the financial statements *(continued)*

6. Tax on profit/(loss) *(continued)*

The standard rate of tax for the year, based on the UK standard rate of corporation is 19% (2020: 19%). The actual tax for the year is higher (2020: higher) than the standard rate for the reasons set out in the following reconciliation:

	2021	2020
	€'000	€'000
Profit/(Loss) before taxation	13,558	(1,900)
Tax on profit/(loss) at UK standard rate of 19% (2020: 19%)	2,576	(361)
<i>Factors affecting charge for the year:</i>		
Non-deductible impairment charge	-	91
Non-deductible interest	5,536	2,871
Non-taxable income	-	(138)
Total tax charge for the year	8,112	2,463

The total losses not recognised in the deferred tax provision are €nil (2020: €nil).

Notes to the financial statements (continued)

7. Investments

	Shares in Group undertakings €'000
Cost	
At 1 January 2020	1,554,970
Additions	63,112
Disposals	(374,261)
At 31 December 2020	1,243,821
At 1 January 2021	1,243,821
Additions	2,400
At 31 December 2021	1,246,221
Impairments	
At 1 January 2020	162,787
On disposals	(162,787)
At 31 December 2020	-
At 1 January 2021 and 31 December 2021	-
Net Book Value	
At 31 December 2020	1,243,821
At 31 December 2021	1,246,221

As at 31 January 2020 Froneri Limited operated the group share based payment scheme. Following the acquisition of the Nestlé USA Ice Cream business and the insertion of the new holding company into the Group on 31 January 2020, it was agreed with the shareholders that employees could partly realise their D share holdings. This partial realisation necessitated an acceleration of the share-based payment charge during the year ended 31 December 2020, resulting in the Company recognising €14.6m which was passed to the relevant employing entities. As part of the new group share based payment scheme, Froneri Limited operates as an intermediary holding company. During the year ended 31 December 2021 the Company recognised a share based payment of €2.4m (2020: €1.6m).

The directors have assessed whether any impairment is necessary to the investment in Froneri International Limited, given it is in a net liabilities position. An impairment test was performed by comparing the carrying value of the investment with its recoverable amount, based on its value in use, which corresponds to their future projected cash flows discounted at an appropriate pre-tax rate of return. Having performed this exercise, it was determined that no impairment was necessary.

As part of the group simplification process during the prior year, Riviera Topco limited was liquidated and the corresponding €211m net investment was disposed of.

Notes to the financial statements (*continued*)

7. Investments (*continued*)

The Company has investments in subsidiaries as set out in the table below. The table is arranged by continent, then alphabetically by country and entity. The functional currency of each subsidiary is shown.

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
Europe:					
Froneri Austria GmbH	Europaplatz 4 4020 Linz	T	EUR	Austria	100%
Froneri Bulgaria EOOD	261 Lomsko shose Blvd. District Vrabnitsa 1220 Sofia	T	BGN	Bulgaria	100%
Froneri Finland Oy	PL 35, 02151 ESPOO Finland	T	EUR	Finland	100%
Froneri Development Center Glaces SAS	Zone Industrielle No2 Rue Charles TELLIER F – 60000 BEAUVAIS	R	EUR	France	100%
Froneri Beauvais SAS	Zone Industrielle No2 Rue Charles TELLIER F – 60000 BEAUVAIS	T	EUR	France	100%
Froneri Dange SAS	La Taille du Moulin à Vent - 86220 DANGE SAINT ROMAIN	T	EUR	France	100%
Froneri Holdings France SAS	Le Labour – B.P. 13, 33870 Vayres	H	EUR	France	100%
Froneri Vayres SAS	Le Labour – B.P. 13, 33870 Vayres	T	EUR	France	100%
Froneri France SAS	Le Labour – B.P. 13, 33870 Vayres	T	EUR	France	100%
Confitese Backwaren Vertrieb GmbH	Wasserweg 39, 64521 Groß-Gerau	T	EUR	Germany	100%
Durigon Gelato GmbH	Eduard-Pestel Str 15, D- 49080 Osnabrück	D	EUR	Germany	100%
Erlenbacher Backwaren GmbH	Wasserweg 39, 64521 Groß-Gerau	T	EUR	Germany	100%
Froneri Deutschland Holding GmbH	Nordwestring 201 D-90419 Nürnberg	H	EUR	Germany	100%
Froneri Erlenbacher Immobilien GmbH & Co oHG	Wasserweg 39, 64521 Groß-Gerau	P	EUR	Germany	100%
Froneri Schöller GmbH	Nordwestring 201 D-90419 Nürnberg	T	EUR	Germany	100%
Froneri Schöller Immobilien GmbH & Co oHG	Nordwestring 201 D-90419 Nürnberg	P	EUR	Germany	100%
Froneri Schöller Produktions GmbH	Nordwestring 201 D-90419 Nürnberg	T	EUR	Germany	100%
Janny's Eis Franchise GmbH	Hittfelder Kirchweg 21, D-21220 Seevetal-Maschen	T	EUR	Germany	100%

Notes to the financial statements *(continued)*

7. Investments *(continued)*

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
Froneri Ice Cream Deutschland GmbH	Eduard-Pestel Str 15, D-49080 Osnabruck	T	EUR	Germany	100%
Froneri Deutschland GmbH	Nordwestring 201 D-90419 Nürnberg	H	EUR	Germany	100%
R&R Holdings Deutschland GmbH	Eduard-Pestel Str 15, D-49080 Osnabruck	H	EUR	Germany	100%
Weidenglück UG (haftungsbeschränkt) & Co KG *	Eduard-Pestel Str 15, D-49080 Osnabruck	H	EUR	Germany	100%
Froneri Hellas Ice-Cream SA	3, Kerkiras str., 17778 Tavros, Attika, Greece	T	EUR	Greece	100%
R&R Ice Cream Ireland Limited	25 - 28 North Wall Quay, Dublin 1. D01 H104	D	EUR	Ireland	100%
Froneri Holding Spa *	Corso G. Garibaldi no. 49, 20121 Milan	H	EUR	Italy	100%
Eskigel Srl	Via Augusto Vanzetti no.11, 05100 Terni	T	EUR	Italy	100%
Froneri Italy Srl	Via Asi Consortile 7, n.16 Cap 03013, Ferentino (Fr)	T	EUR	Italy	100%
R&R Ice Cream Jersey Limited *	44 Esplanade, St. Hellier, Jersey JE4 9WG	H	AUD	Jersey	100%
Froneri Lux Finco S.à r.l.	9, Rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg	H	EUR	Luxembourg	100%
Froneri Polska Sp zoo	Ul. Wojska Polskiego 3, 39-300 Mielec	T	PLN	Poland	100%
Froneri Ice Cream Romania SRL	Bucuresti-Ploiesti 1A, Cladirea B, Parter, Sector 1, Bucuresti, 013681	T	RON	Romania	100%
Froneri Rus LLC	Russian Federation, 115054, Moscow, Kosmodamianskaya naberezhnaya, 52, bld. 1, 4 floor, ap. 2, office 4	T	RUB	Russia	100%
Froneri Adriatic doo Stara Pazova	Stara Pazova, Banovački put bb, 22300, Belgrade, Stara Pazova	T	RSD	Serbia	100%
Froneri Iberia SL	Zona Industrial Araia, C/ Intxerdui, 5, 01250 ARAIA (Álava)	T	EUR	Spain	100%
Froneri Switzerland SA	Blumenfeldstrasse 15, 9403 Goldach, Switzerland	T	CHF	Switzerland	100%

Notes to the financial statements *(continued)*

7. Investments *(continued)*

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
Froneri International Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	EUR	United Kingdom	100%
Froneri South Africa Holdings Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	ZAR	United Kingdom	100%
Froneri UK Finco (NZD) Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	NZD	United Kingdom	100%
Kelly's of Cornwall Limited *	Lucknow Road, Walker Lines Estate, Bodmin, Cornwall, PL31 1EZ	D	GBP	United Kingdom	100%
Froneri UK Finco Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	USD	United Kingdom	100%
R&R Ice Cream UK Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	T	GBP	United Kingdom	100%
Richmond Foods Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	GBP	United Kingdom	100%
Richmond Ice Cream Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	D	GBP	United Kingdom	100%
Ruby Acquisitions Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	H	GBP	United Kingdom	100%
Windsor Creameries Manufacturing Limited	Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL	D	GBP	United Kingdom	100%

Notes to the financial statements (continued)

7. Investments (continued)

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership interest
Africa:					
Froneri Ice Cream Egypt SAE	Plot No.5, 1 st Industrial Zone, 6 October City, Giza	T	EGP	Egypt	100%
Froneri South Africa (Pty) Limited	14 Spanner Road, Clayville, Olifantsfontein, Gauteng 1665	T	ZAR	South Africa	100%
Rest of the world:					
Froneri Argentina SA	Av. Leandro N. Alem 356, Piso 13º - Buenos Aires, Argentina	T	ARS	Argentina	100%
Australasian Food Group Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	T	AUD	Australia	100%
Mulgrave LeaseCo Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	D	AUD	Australia	100%
New Holdco Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	H	AUD	Australia	100%
Food MezzCo Pty Limited	254 Wellington Road, Mulgrave, Victoria 3170	H	AUD	Australia	100%
Peters Food Group Pty Limited	254 Wellington Road, Mulgrave, Victoria 3170	H	AUD	Australia	100%
Riviera (Aus) Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	H	AUD	Australia	100%
Riviera Holdings (Aus) Pty Ltd	254 Wellington Road, Mulgrave, Victoria 3170	H	AUD	Australia	100%
Froneri Brasil Distribuidora de Sorvetes e Congelados Ltda	Estrada dos Bandeirantes 4935, Jacarepaguá, CEP 22775-113, Rio de Janeiro	T	BRL	Brazil	100%
Froneri Israel Ltd	Hamelacha 6, Lod, Israel	H	ILS	Israel	100%
Noga Ice Cream Ltd	Hamelacha 6, Lod, Israel	T	ILS	Israel	100%
Noga Ice Creams Limited Partnership	Hamelacha 6, Lod, Israel	H	ILS	Israel	100%
Froneri NZ Ltd	113 Carbine Road, Mount Wellington, Auckland 1060, New Zealand	H	NZD	New Zealand	100%
Tip Top Ice Cream Company Ltd	113 Carbine Road, Mount Wellington, Auckland 1060, New Zealand	T	NZD	New Zealand	100%
Tip Top Investments Ltd	113 Carbine Road, Mount Wellington, Auckland 1060, New Zealand	H	NZD	New Zealand	100%
Froneri Philippines Inc	National Highway, Barangay Tibag, Pulilan, Bulacan, Philippines, 3005	T	PHP	Philippines	99.998%

Notes to the financial statements *(continued)*

7. Investments *(continued)*

Subsidiaries	Registered address	Activity	Currency	Country of incorporation	Ownership Interest
Payco Foods Corporation	Carr. #2 km 15.1, Calle C #42 Zona Industrial Corujo Bayamon PR 00961	T	USD	Puerto Rico	100%
Froneri US, Inc.	5929 College Avenue, Oakland, CA 94618	H	USD	United States	100%
Dreyer's Grand Ice Cream Holdings Inc	The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801	H	USD	United States	100%
Dreyer's Grand Ice Cream, Inc	The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801	T	USD	United States	100%
The Haagen-Dazs Shoppe Company, Inc	The Corporation Trust Company, 820 Bear Tavern Road, 3rd Floor West Trenton, NJ 08628	T	USD	United States	100%

H – denotes an intermediate holding or financing company

D – denotes a dormant company

P – denotes a property investment company

R – denotes a research and development company

T – denotes a company with the principal activity of the production, distribution and/or sale of ice cream and/or frozen confectionary and desserts.

* On 29 December 2021, Froneri Holding Spa was merged into Eskigel Srl. R&R Ice Cream Jersey Limited was liquidated on 25 February 2022. Kelly's of Cornwall Limited is in the process of being dissolved.

Weidenglück UG (haftungsbeschränkt) & Co KG and Noga Ice Creams Limited Partnership are limited partnerships. Weidenglück UG (haftungsbeschränkt) & Co KG was merged into R&R Holdings Deutschland during the year.

Ownership interest in the above entities are all ordinary shares. Froneri Lux Topco S.à r.l. has 100% of the voting rights in all entities presented.

Certain local managers hold 0.002% of the ordinary share capital in Froneri Philippines Inc.

Notes to the financial statements (continued)

8. Trade and other receivables

	2021 €'000	2020 €'000
Amounts owed by group undertakings	1,140,862	1,029,176
	1,140,862	1,029,176
Due within one year	355	313
Due after more than one year	1,140,507	1,028,863
	1,140,862	1,029,176

Amounts due in less than one year primarily relates to intercompany cash-pooling arrangements with Froneri International Limited. At 31 December 2021 the closing cash-pool balance was €0.3 million (2020: €0.3 million).

Amounts due after more than one year are comprised of the below:

- A USD 600.0 million loan arrangement with Froneri International Limited that the Company entered on 31 January 2020, accruing interest at 9% per annum with a maturity date of 31 January 2030. This loan is back-to-back with Froneri Lux Topco S.à r.l. and Froneri International Limited (see note 10). At 31 December 2021 the loan balance including capitalised interest was €576.1 million (2020: 491.3 million) and accrued interest was €48.2 million (2020: €41.3 million).
- A €483.6 million loan arrangement with Froneri International Limited that the Company entered on May 2020, accruing interest at 4% per annum with a maturity date of 3 May 2030. At 31 December 2021 the total amount of capitalised accrued interest was €32.6 million (2020: €12.8 million), generating a closing loan balance including capitalised interest of €516.2 million (2020: €496.4 million).

Having given regard to the positive net current assets positions of the group counterparties concerned and the discounted future cash flows of those counterparties compared to the repayment terms of the loans, it has not been deemed necessary to provide for any expected credit loss provision against the loans detailed above.

9. Creditors: amounts falling due within one year

	2021 €'000	2020 €'000
Amounts owed to parent undertakings	6,103	2,822
Amounts owed to group undertakings	60,013	54,351
Corporation tax liability	4,912	2,471
Other payables	48	-
	71,076	59,644

Amounts due to parent and group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Notes to the financial statements (continued)

10. Creditors: amounts falling due after more than one year

	2021 €'000	2020 €'000
Amounts owed to parent undertakings	624,339	532,547
Amounts owed to group undertakings	77,389	74,373
	701,728	606,920

The amounts owed to parent undertakings relates to an unsecured USD 600.0 million loan arrangement that the Company entered on 31 January 2020, accruing interest at 9% per annum with a maturity date of 31 January 2030. This loan is back-to-back with Froneri Lux Topco S.à r.l. and Froneri International Limited (see note 8). At 31 December 2021 the loan balance including capitalised interest was €576.1 million (2020: €491.3 million) and accrued interest was €48.2 million (2020: €41.2 million).

The amounts owed to group undertakings relates to an unsecured €74.4 million intercompany loan arrangement that the Company entered on 18 November 2020 with Froneri International Limited. The loan accrues interest at 4% per annum and has a maturity date of 18 November 2030. At 31 December 2021, the loan balance, including accrued and capitalised interest, was €77.4 million (2020: €74.4 million).

11. Share capital and reserves

Called up share capital

	2021 €'000	2020 €'000
Allotted, called up and fully paid:		
39,667,158 (2020: 39,667,158) Ordinary share of €0.01 each	397	397

Share premium

	2021 €'000	2020 €'000
Share premium:		
Arising on ordinary share capital	1,670,283	1,670,283

Merger reserve

The merger reserve arose on the group reorganisation that took place in 2016.

Capital contribution reserve

The capital contribution reserve arises on share-based payment charges arising in relation to employees of the company's direct and indirect subsidiary undertakings.

12. Commitments and contingent liabilities

The Company has no commitments or contingent liabilities at 31 December 2021 (2020: €nil).

13. Related party transactions

Under FRS101 the Company is exempt from disclosures in respect of related party transactions entered into between fellow Froneri Group companies. The Company has no other related party transactions (2020: nil).

Notes to the financial statements (*continued*)

14. Ultimate parent company

On 31 January 2020 Froneri Lux Topco S.à r.l. became the ultimate parent company of the Froneri Group and is the immediate parent undertaking of Froneri Limited.

The largest and smallest group of undertakings for which consolidated financial statements are prepared is Froneri Lux Topco S.à r.l.. The consolidated financial statements are available from Richmond House, Leeming Bar, Northallerton, North Yorkshire, DL7 9UL.

There is no controlling party.

15. Events after the reporting period

There are no significant post balance sheet events. The Froneri Group will closely monitor developments in Russia and Ukraine. This is a non-adjusting post balance sheet event, but we do not expect there to be any material impact on the Company or Group at this stage. We are working with our customers and suppliers to maintain continuity of supply across the Group and the safety of our employees remains a priority. The Company's investment in the Group's Russian operations represents less than 1% of the Company's investment carrying value as at 31 December 2021.