

Registered number: 06551666

**A&A UK Holding Limited**

**Directors' report and financial statements**

**For the year ended 31 December 2015**



## **A&A UK Holding Limited**

### **Company Information**

|                            |  |
|----------------------------|--|
| <b>Directors</b>           | A J Breugem<br>A J De Gier   |
| <b>Company secretary</b>   | A J De Gier  |
| <b>Registered number</b>   | 06551666   |
| <b>Registered office</b>   | 5 Barrow Man Road<br>Birchington<br>Kent<br>England<br>CT7 0AX   |
| <b>Independent auditor</b> | Kreston Reeves LLP<br>Chartered Accountants & Statutory Auditor<br>37 St Margaret's Street<br>Canterbury<br>Kent<br>CT1 2TU                                      |
| <b>Bankers</b>             | Lloyds Bank plc<br>39 Threadneedle Street<br>London<br>EC2R 8AU<br><br>Coöperatieve Rabobank Westland UA<br>Postbus 9<br>2670 AA<br>Naaldwijk<br>The Netherlands |

# **A&A UK Holding Limited**

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## **A&A UK Holding Limited**

### **Directors' report For the Year Ended 31 December 2015**

The directors present their report and the financial statements for the year ended 31 December 2015.

#### **Principal activity**

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

#### **Results and dividends**

The loss for the year, after taxation, amounted to £45,522 (2014 - loss £53,475).

The directors do not recommend payment of a dividend.

#### **Directors**

The directors who served during the year were:

A J Breugem  
A J De Gier

#### **Financial instruments**

The company has exposure to two main areas of risk – foreign exchange exposure and liquidity risk. The company has established a risk and financial management framework whose primary objective is to mitigate the company's exposure to risk in order to protect the company from events that may hinder its performance.

##### *Foreign exchange exposure*

The company is exposed to currency exchange rate risk due to a significant proportion of its debtors and operating expenses being denominated in non-sterling currencies, principally the euro. The net exposure of each currency is monitored and managed by the use of currency overdrafts.

##### *Liquidity risk*

Liquidity risk is the risk that the company will encounter difficulty in meeting its financial obligations as they fall due. The company's objective in managing liquidity risk is to ensure that this does not arise. Having assessed future cash flow requirements the company expects to be able to meet its financial obligations through the cash flows that are generated from its operating activities. In the event that these cash flows would not be sufficient to enable the company to meet all of its obligations, the company has available credit facilities provided by its bankers, as disclosed in notes 11 and 12. The interest rate risk arising from these facilities is considered by the directors to be minimal, and the company has not entered into any derivative instruments designed to mitigate exposure to such risk. With these facilities in place the company is in a position to meet its commitments and obligations as they fall due.

#### **Disclosure of information to auditor**

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

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

## **A&A UK Holding Limited**

### **Directors' report For the Year Ended 31 December 2015**

#### **Auditors**

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

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

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

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

**A J Breugem**  
Director

Date: 27 June 2016

**Directors' responsibilities statement  
For the year ended 31 December 2015**

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under Company law the directors must not approve the financial statements unless 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 for the Company financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements and other information included in Directors' reports may differ from legislation in other jurisdictions.

**Independent auditor's report to the shareholders of A&A UK Holding Limited**

We have audited the financial statements of A&A UK Holding Limited for the year ended 31 December 2015, set out on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 Financial Reporting Council's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Small Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements and the directors' report has been prepared in accordance with applicable legal requirements.

In light of our 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.

## **A&A UK Holding Limited**

### **Independent auditor's report to the shareholders of A&A UK Holding Limited**

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the directors were not entitled to prepare the financial statements and the Directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.

*Kreston Reeves LLP*

Samantha Rouse FCCA DChA (Senior statutory auditor)

for and on behalf of  
**Kreston Reeves LLP**

Chartered Accountants  
Statutory Auditor

Canterbury

28 June 2016



# A&A UK Holding Limited

## Statement of comprehensive income For the Year Ended 31 December 2015

|                                      | Note | 2015<br>£ | 2014<br>£ |
|--------------------------------------|------|-----------|-----------|
| Administrative expenses              |      | (12,878)  | (14,214)  |
| <b>Operating loss</b>                | 4    | (12,878)  | (14,214)  |
| Income from fixed assets investments |      | 16,100    | -         |
| Interest payable and expenses        |      | (48,744)  | (39,261)  |
| <b>Loss before tax</b>               |      | (45,522)  | (53,475)  |
| Tax on loss                          | 7    | -         | -         |
| <b>Loss for the year</b>             |      | (45,522)  | (53,475)  |

There was no other comprehensive income for 2015 (2014:£NIL).

The notes on pages 9 to 17 form part of these financial statements.

**Balance sheet**  
**As at 31 December 2015**


|   | Note | 2015<br>£          | 2014<br>£          |
|---|------|--------------------|--------------------|
| <b>Fixed assets</b>                                     |      |                    |                    |
| Investments   | 8    | <u>2,636,213</u>   | <u>2,636,213</u>   |
|   |      | <b>2,636,213</b>   | <b>2,636,213</b>   |
| <b>Current assets</b>                                   |      |                    |                    |
| Debtors: amounts falling due after more than one year   | 9    | -                  | 2,085,835          |
| Debtors: amounts falling due within one year            | 9    | <b>2,044,093</b>   | -                  |
| Cash at bank and in hand                                | 10   | <u>338</u>         | <u>355</u>         |
|   |      | <b>2,044,431</b>   | <b>2,086,190</b>   |
| Creditors: amounts falling due within one year          | 11   | <u>(4,512,516)</u> | <u>(2,390,528)</u> |
| <b>Net current liabilities</b>                          |      | <b>(2,468,085)</b> | <b>(304,338)</b>   |
| <b>Total assets less current liabilities</b>            |      | <b>168,128</b>     | <b>2,331,875</b>   |
| Creditors: amounts falling due after more than one year | 12   | <u>(387,290)</u>   | <u>(2,505,515)</u> |
| <b>Net assets</b>                                       |      | <b>(219,162)</b>   | <b>(173,640)</b>   |
| <b>Capital and reserves</b>                             |      |                    |                    |
| Called up share capital                                 | 13   | <b>2</b>           | <b>2</b>           |
| Profit and loss account                                 | 14   | <u>(219,164)</u>   | <u>(173,642)</u>   |
|   |      | <b>(219,162)</b>   | <b>(173,640)</b>   |

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS102 Section 1A – Small entities.

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



**A J Breugem**  
Director



**A J De Gier**  
Director

Date: 27 June 2016

The notes on pages 9 to 17 form part of these financial statements.

**A&A UK Holding Limited**

**Statement of changes in equity  
For the Year Ended 31 December 2015**

|  | Share<br>capital<br>£ | Retained<br>earnings<br>£ | Total equity<br>£ |
|--|-----------------------|---------------------------|-------------------|
| At 1 January 2015                              | 2                     | (173,642)                 | (173,640)         |
| Loss for the year                              | -                     | (45,522)                  | (45,522)          |
| <b>Total comprehensive income for the year</b> | <b>-</b>              | <b>(45,522)</b>           | <b>(45,522)</b>   |
| <b>At 31 December 2015</b>                     | <b>2</b>              | <b>(219,164)</b>          | <b>(219,162)</b>  |

**Statement of changes in equity  
For the Year Ended 31 December 2014**

|  | Share<br>capital<br>£ | Retained<br>earnings<br>£ | Total equity<br>£ |
|--|-----------------------|---------------------------|-------------------|
| At 1 January 2014                              | 2                     | (120,167)                 | (120,165)         |
| Loss for the year                              | -                     | (53,475)                  | (53,475)          |
| <b>Total comprehensive income for the year</b> | <b>-</b>              | <b>(53,475)</b>           | <b>(53,475)</b>   |
| <b>At 31 December 2014</b>                     | <b>2</b>              | <b>(173,642)</b>          | <b>(173,640)</b>  |

The notes on pages 9 to 17 form part of these financial statements.

**Notes to the financial statements  
For the Year Ended 31 December 2015**

**1. General information**

A&A UK Holding Limited is a limited liability company incorporated in England.

The address of the registered office is 5 Barrow Man Road, Birchington, Kent, England, CT7 0AX.

Details of the principal activity of the company are included in the directors' report.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. Certain disclosure exemptions have been applied in accordance with the provisions of FRS102 Section 1A – Small entities.

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

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The following principal accounting policies, as set out in notes 2.2 to 2.11 have been applied.

**2.2 Going concern**

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

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

**2.3 Associates and joint ventures**

Investments in associates and joint ventures are held at cost less impairment.

**2.4 Valuation of investments**

Investments in subsidiaries and unlisted company shares are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

**2.5 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**Notes to the financial statements  
For the Year Ended 31 December 2015**

**2. Accounting policies (continued)**

**2.6 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

**2.7 Financial instruments**

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the profit and loss account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**2.8 Creditors**

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**Notes to the financial statements  
For the Year Ended 31 December 2015**

**2. Accounting policies (continued)**

**2.9 Foreign currency translation**

**Functional and presentation currency**

The company's functional and presentational currency is GBP.

**Transactions and balances**

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

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

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

**2.10 Finance costs**

Finance costs are charged to the profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**2.11 Taxation**

Tax is recognised in the profit and loss account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

**3. Judgments in applying accounting policies and key sources of estimation uncertainty**

The preparation of the financial statements requires the directors to make judgements, estimates and assumptions that can affect the amounts reported for assets and liabilities, and the results for the year. The nature of estimation is such though that actual outcomes could differ significantly from those estimates.

The directors consider that the company has no significant sources of estimation uncertainty.

## A&A UK Holding Limited

### Notes to the financial statements For the Year Ended 31 December 2015

#### 4. Operating loss

The operating loss is stated after charging:

|                      | 2015<br>£     | 2014<br>£     |
|----------------------|---------------|---------------|
| Exchange differences | <u>12,561</u> | <u>13,525</u> |

During the year, auditors' remuneration of £3,000 (2014 - £3,000) has been paid by A&A Cucumbers Limited, a 100% subsidiary of the company.

#### 5. Directors' remuneration

|                       | 2015<br>£      | 2014<br>£      |
|-----------------------|----------------|----------------|
| Directors' emoluments | <u>180,000</u> | <u>170,000</u> |
|                       | <u>180,000</u> | <u>170,000</u> |

During the year directors' remuneration of £180,000 (2014 - £170,000) has been paid by A&A Cucumbers Limited, a 100% subsidiary of the company.

#### 6. Income from investments

|  | 2015<br>£     | 2014<br>£ |
|--|---------------|-----------|
| Dividends received from joint ventures | <u>16,100</u> | <u>-</u>  |
|  | <u>16,100</u> | <u>-</u>  |

Notes to the financial statements  
For the Year Ended 31 December 2015

7. Taxation

|                                     | 2015<br>£ | 2014<br>£ |
|-------------------------------------|-----------|-----------|
| Current tax on profits for the year | -         | -         |
| <b>Total current tax</b>            | <b>-</b>  | <b>-</b>  |

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2014 - higher than) the standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%). The differences are explained below:

|  | 2015<br>£       | 2014<br>£ |
|--|-----------------|-----------|
| Profit on ordinary activities before tax   | <b>(45,522)</b> | (53,475)  |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 - 21.49%) | <b>(9,218)</b>  | (11,492)  |
| <b>Effects of:</b>   |                 |           |
| Group relief   | <b>9,218</b>    | 11,492    |
| <b>Total tax charge for the year</b>   | <b>-</b>        | <b>-</b>  |

**Factors that may affect future tax charges**

There were no factors that may affect future tax charges.

8. Fixed asset investments

|                       | Investments<br>in<br>subsidiary<br>companies<br>£ | Investment<br>in joint<br>ventures<br>£ | Total<br>£       |
|-----------------------|---|---|------------------|
| Cost                  |   |   |                  |
| At 1 January 2015     | <b>1,175,213</b>                                  | <b>1,461,000</b>                        | <b>2,636,213</b> |
| At 31 December 2015   | <b>1,175,213</b>                                  | <b>1,461,000</b>                        | <b>2,636,213</b> |
| At 31 December 2015   | -   | -                                       | -                |
| <b>Net book value</b> |   |   |                  |
| At 31 December 2015   | <b>1,175,213</b>                                  | <b>1,461,000</b>                        | <b>2,636,213</b> |
| At 31 December 2014   | <b>1,175,213</b>                                  | <b>1,461,000</b>                        | <b>2,636,213</b> |



## A&A UK Holding Limited

### Notes to the financial statements For the Year Ended 31 December 2015

#### 8. Fixed asset investments (continued)

##### Subsidiary undertakings

The following were subsidiary undertakings of the Company:

| Name                       | Country of incorporation | Class of shares | Holding | Principal activity                       |
|----------------------------|--------------------------|-----------------|---------|--|
| A&A UK Investments Limited | England                  | Ordinary        | 100 %   | Lease of greenhouse to fellow subsidiary |
| A&A Cucumbers Limited      | England                  | Ordinary        | 100 %   | Production and sale of cucumbers         |

The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

|                            | Aggregate of share capital and reserves<br>£ | Profit/(loss)<br>£ |
|----------------------------|--|--------------------|
| A&A UK Investments Limited | 2,575,993                                    | 946,393            |
| A&A Cucumbers Limited      | (31,351)                                     | (176,392)          |
|                            | <u>2,544,642</u>                             | <u>770,001</u>     |

##### Joint ventures

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

The company holds 25% of the Ordinary share capital of TG1 Holding Ltd under a joint venture agreement. TG1 Holding Ltd made a profit of £70,537 during the year ended 31 December 2015 and the aggregate of share capital and reserves as at that date was £5,596,200.

The company holds an effective interest of 25% in the Ordinary share capital of Thanet Growers One Limited, a wholly owned subsidiary of TG1 Holding Ltd. Thanet Growers One Limited made a profit of £299,702 during the year ended 31 December 2015 and the aggregate of share capital and reserves as at that date was £1,617,871.

**Notes to the financial statements  
For the Year Ended 31 December 2015**

**9. Debtors**

|                                     | 2015<br>£        | 2014<br>£        |
|-------------------------------------|------------------|------------------|
| <b>Due after more than one year</b> |                  |                  |
| Amounts owed by group undertakings  | -                | 2,085,835        |
|                                     | <u>-</u>         | <u>2,085,835</u> |
|                                     | <u>-</u>         | <u>2,085,835</u> |
| <b>Due within one year</b>          |                  |                  |
| Amounts owed by group undertakings  | 2,044,093        | -                |
|                                     | <u>2,044,093</u> | <u>-</u>         |
|                                     | <u>2,044,093</u> | <u>-</u>         |

**10. Cash and cash equivalents**

|                          | 2015<br>£  | 2014<br>£  |
|--------------------------|------------|------------|
| Cash at bank and in hand | 338        | 355        |
|                          | <u>338</u> | <u>355</u> |
|                          | <u>338</u> | <u>355</u> |

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

|                                    | 2015<br>£        | 2014<br>£        |
|------------------------------------|------------------|------------------|
| Amounts owed to group undertakings | 2,104,264        | -                |
| Other creditors                    | 2,405,352        | 2,387,328        |
| Accruals and deferred income       | 2,900            | 3,200            |
|                                    | <u>4,512,516</u> | <u>2,390,528</u> |
|                                    | <u>4,512,516</u> | <u>2,390,528</u> |

Included within other creditors are the following:

i) Borrowings from Fresca Group Limited. Amounts falling due in accordance with this agreement are secured by a debenture relating to a fixed charge over all property and assets present and future of this company and its subsidiaries.

At the year end the total exposure relating to this agreement amounted to £516,387 (2014 - £645,483).

ii) An amount due to A J De Gier, a director of the company, totalling £1,398,722 (2014 - £1,340,435). Interest of £18,558 (2014 - £10,737) has been charged in relation to this loan.

iii) An amount due to A J Breugem, a director of the company, totalling £951,988 (2014 - £996,916). Interest of £11,863 (2014 - £7,221) has been charged in relation to this loan.

## A&A UK Holding Limited

### Notes to the financial statements For the Year Ended 31 December 2015

#### 12. Creditors: Amounts falling due after more than one year

|                                    | 2015<br>£      | 2014<br>£        |
|------------------------------------|----------------|------------------|
| Amounts owed to group undertakings | -              | 1,989,128        |
| Other creditors                    | 387,290        | 516,387          |
|                                    | <u>387,290</u> | <u>2,505,515</u> |

#### 13. Share capital

|   | 2015<br>£ | 2014<br>£ |
|---|-----------|-----------|
| <b>Allotted, called up and fully paid</b> |           |           |
| 2 Ordinary shares of £1 each              | 2         | 2         |
|   | <u>2</u>  | <u>2</u>  |

#### 14. Reserves

##### Profit & loss account

This reserve comprises all current and prior period retained profits and losses after deducting any distributions made to the company's shareholders.

#### 15. Other financial commitments

i) Together with other group companies the company has entered into a deed of counter indemnity with fellow Thanet Earth growers, Rainbow UK, Kaaij UK, and Fresca Group Limited and is therefore jointly liable for any liabilities which might occur under this agreement.

ii) The company has provided a guarantee, together with its fellow group undertakings, secured by a debenture over the assets of each company in favour of Coöperatieve Rabobank Westland UA to support the borrowings of the group.

At 31 December 2015 the total exposure amounted to £3,315,139 (2014 - £4,312,648).

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

iv) Together with other group companies, the company has provided a cross guarantee to TG1 Holding Ltd, a joint venture of the group, to support the borrowings of that company. At the year end the total exposure amounted to £9,487,500 (2014 - £10,752,500).

#### 16. Related party transactions

The company has previously provided a working capital loan to A&A Costa Almeria Spain SL, a business interest of the directors. No repayments were made in the year (2014 - £NIL) and at the year end a balance of £74,454 (2014 - £79,118) was owed to the company. The movement in the year end balance is a result of the movement in the exchange rate during the year ending 31 December 2015.

## **A&A UK Holding Limited**

### **Notes to the financial statements For the Year Ended 31 December 2015**

#### **17. Post balance sheet events**

On 26 February 2016 the company renamed its existing Ordinary shares as Ordinary A shares. On the same date, the company also issued eight new Ordinary B shares.

The Ordinary B shares are non-voting and therefore this issue has had no impact on the control of the group.

#### **18. Controlling party**

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