Company Registration No. 00019739

PIC Fyfield Limited

Report and Financial Statements

30 June 2013

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Report and financial statements 2013

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Report and financial statements 2013

Officers and professional advisers

Directors

K Bıtar

J G Worby

(resigned 1 March 2013)

D Noonan

S Wilson

(appointed 1 March 2013)

Secretary

C Crichton (appointed 12 April 2013)

Registered office

Belvedere House Basing View Basingstoke Hampshire RG21 4HG

Auditor

Deloitte LLP

Reading, United Kingdom

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2013

Business review and principal activities

The company acts as an investment holding company and provides management services to fellow group undertakings

Results and dividends

The results for the period are set out on page 6

The outstanding balance of the non-interest bearing loan receivable from Sygen International Limited was £nil (2012 £411m)

The directors recommend the payment of a final dividend of £212,139,971 (2012 £67,000,000)

Going concern

The company's business activities are detailed above. Liquidity is managed at group level using long term group bank facilities. Having considered the uncertainties in the current economic environment, and the letter of support received from the ultimate parent company, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the financial statements.

Key performance indicators, risks and uncertainties

The company is subject to foreign exchange risk, interest risk and the risk of the underlying trading performance of its subsidiary undertakings

The directors consider the key performance indicator to be the carrying value of the investments. An assessment of impairment is undertaken where there are possible indicators of impairment, and on an annual basis

Directors

The directors who served on the board during the year and to the date of this report, are stated on page 1

Auditor

Each of the persons who is a director at the date of approval of this report confirms that

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

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

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors and signed on behalf of the Board

S Wilson Director

6 December 2013

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Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of PIC Fyfield Limited

We have audited the financial statements of PIC Fyfield Limited for the year ended 30 June 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 20 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 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 the directors and the auditor

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. 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 30 June 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report to the members of PIC Fyfield 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

D. Lerlie

Duncan Leslie ACA (Senior Statutory Auditor) for and on behalf of Deloitte LLP Chartered Accountants and Statutory Auditor Reading, United Kingdom

6 December 2013

Profit and loss account Year ended 30 June 2013

	Notes	2013 £'000	2012 £'000
Turnover	2	192	206
Staff costs Other operating expenses	4	(347) (200)	(387)
Operating loss		(355)	(579)
Amounts written off investments Net finance income Income from fixed asset investments	5	(9,488) 1,798 10,000	(2,406) 1,973 71,206
Profit on ordinary activities before taxation	3	1,955	70,194
Tax charge on profit on ordinary activities	6	(212)	(937)
Profit for the financial year	14, 15	1,743	69,257

All amounts derive from continuing operations

Statement of total recognised gains and losses Year ended 30 June 2013

	Notes	2013 £'000	2012 £'000
Profit for the financial year		1,743	69,257
Actuarial gain relating to pension scheme, net of irrecoverable pension			
surplus not recognised	16	780	(490)
Actuarial loss relating to other retirement benefits included in provisions	12	(140)	(110)
Deferred tax on the above items		(160)	88
Total recognised gains and losses relating to the year		2,223	68,745

Balance sheet 30 June 2013

	Notes	2013 £'000	2012 £'000
Fixed assets			
Tangible assets	7	-	-
Investment in group undertakings	8	368,454	586,285
		368,454	586,285
Current assets			
Debtors	9	7,854	6,356
Cash at bank and in hand			136
		7,854	6,492
Creditors: amounts falling due within one year	11	(105,203)	(110,333)
within the year	11	(103,203)	(110,333)
Net current liabilities		(97,349)	(103,841)
Total assets less current liabilities		271,105	482,444
Creditors: amounts falling due after one year			
Provisions for liabilities and charges	12	(3,031)	(3,412)
Net assets excluding pension liabilities		268,074	479,032
Pension liabilities	16	<u> </u>	(1,041)
Net assets including pension liabilities		268,074	477,991
Capital and reserves			
Called up share capital	13	150,000	292,269
Share premium account	14	-	158,270
Capital redemption reserve	14	7,277	7,277
Profit and loss account	14	110,797	20,175
Total shareholders' funds	15	268,074	477,991

These financial statements for PIC Fyfield Limited (company registration number 00019739) were approved by the Board of Directors and authorised for issue on 6 December 2013

Signed on behalf of the Board of Directors

S.D. Whom

S Wilson Director

Notes to the financial statements Year ended 30 June 2013

1. Accounting policies

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards. The principal accounting policies are summarised below. They have all been applied consistently throughout the current and the preceding year.

Going concern

The company's business activities are detailed in the Directors' Report Having considered the uncertainties in the current economic environment, and the letter of support received from the ultimate parent company, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

Consolidation

The profit and loss account and balance sheet are those of the company Consolidated financial statements have not been prepared as the company is a wholly owned subsidiary of Genus plc, a company incorporated in the United Kingdom (see note 18)

Turnover

Turnover comprises of management expenses charged to group undertakings, excluding VAT

Tangible fixed assets

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated residual value based on prices prevailing at the date of acquisition of each asset evenly over its expected useful life, as follows

Fixtures and fittings and computers - 10% - 33%

Fixed asset investments

Fixed asset investments are stated at cost less provision for impairment in value

Taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

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

Notes to the financial statements Year ended 30 June 2013

1. Accounting policies (continued)

Taxation (continued)

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

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Foreign currencies

Profit and loss items are translated into sterling at average exchange rates. Assets and liabilities are translated at the rates on 30 June 2013. Exchange gains or losses on trading items are taken to the profit and loss account. Exchange differences which arise on the settlement of other transactions and on the translation of other monetary assets and liabilities are dealt with in the profit and loss account.

Pensions

The company is a member of the Dalgety Pension Fund, which is a funded defined benefit scheme providing benefits based on final pensionable salary. The amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet. Pension assets are recognised to the extent to which a surplus is regarded as recoverable.

Leases

Operating lease rentals are charged as incurred

Cash flow statement

Under the provisions of FRS 1 (revised), the company has not produced a cash flow statement on the grounds that its ultimate parent company, Genus plc, has produced group financial statements including a consolidated cash flow statement

Provisions

A provision is recognised in the balance sheet when group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle obligation. If the effect is material, provisions are discounted to present value

Notes to the financial statements Year ended 30 June 2013

2. Turnover

All turnover originates in the United Kingdom and relates to charges for management services provided to fellow group undertakings. The split of turnover by geographic destination is as follows

	2013 £'000	2012 £'000
United Kingdom	192	206
3. Profit on ordinary activities before taxation		
Profit on ordinary activities before taxation is calculated after charging		
	2013 £'000	2012 £'000
Auditor's remuneration – audit fees	1	1
4. Directors and employees		
The average number of persons employed by the company during the year was 3 (2	2012 3)	
The costs incurred in respect of these employees were		
	2013 £'000	2012 £'000
Wages and salaries	290	289
Social security costs	35	38
Other pension cost	22	60
	347	387
The emoluments of the directors (excluding pension contributions) were as follows	3	
	2013 £'000	2012 £'000
Remuneration for managerial services	150	167

The emoluments (excluding pension contributions) of the highest paid director were £150,000 (2012 £137,000)

The remuneration of the other three directors (2012 three) has been borne by the ultimate parent company, Genus plc, in both the current and preceding period. It is not practicable to allocate these amounts between the individual companies that they serve

The company has certain obligations in relation to unfunded pension obligations of former directors of the company Details regarding the provision made are disclosed in note 12 A total of £40,000 (2012 £40,000) was paid to former directors under this scheme during the period

There are no directors for whom retirement benefits are accruing under the Dalgety Pension Fund (2012 £nil)

Notes to the financial statements Year ended 30 June 2013

5. Net finance income

		2013	2012
		£'000	£,000
	Interest payable and similar charges:		
	Interest payable to group undertakings	(444)	(554)
	Foreign exchange losses on third party and intra group balances	(322)	-
	Interest receivable and similar income:		
	Interest receivable by group undertakings	2,377	1,957
	Foreign exchange gains on third party and intra group balances	-	385
	Net pension income in respect of pension schemes (see note 16)	340	360
	Other finance charges:		
	Unwind discount on provisions (see note 12)	(153)	(175)
	• , ,	,	•
	Net finance income	1,798	1,973
			
6.	Tax charge on profit on ordinary activities		
		2013	2012
		£'000	£'000
	UK corporation tax	(32)	720
	Adjustments in respect of prior periods	(63)	(57)
	Current tax credit/(charge) on income for the year	(95)	663
	Deferred taxation (see note 10)	307	274
	Total tax charge for the year	212	937
	Factors affecting tax credit/(charge) for the year		
		2013	2012
		£'000	£'000
	Profit on ordinary activities before taxation	1,955	70,194
	United Kingdom corporation tax at 23 75% (2012 25 5%) on profit		
	on ordinary activities	464	17,886
	Effects of	1.056	(05
	 Non deductible expenses Non taxable dividends received 	1,956	605
	- Non taxable dividends received - Adjustment in respect of prior year	(2,375) (63)	(18,158) (57)
	- Effect of short term timing differences	(77)	387
	Current tax (credit)/charge on income for the year	(96)	663

Notes to the financial statements Year ended 30 June 2013

7. Tangible fixed assets

				Fixtures and fittings and computers £'000
	Cost At 1 July 2012 and 30 June 2013			57
	Depreciation At 1 July 2012 and 30 June 2013			57
	Net book value At 30 June 2013			
	At 30 June 2012			-
8.	Fixed asset investments			
		Equity £'000	Loans £'000	Total £'000
	Cost	200.040	450 400	540.221
	At 1 July 2012	309,843 145	458,488 250,000	768,331 250,145
	Additions and advances Settlement of loans	-	(458,488)	(458,488)
	At 30 June 2013	309,988	250,000	559,988
	Provisions			
	At 1 July 2012	182,046	-	182,046
	Provided for in the year	9,488		9,488
	At 30 June 2013	191,534		191,534
	At 30 June 2012	118,454	250,000	368,454
	At 30 June 2013	127,797	458,488	586,285

During the year, the company increased its investment in Sygen Investimentos Limitada by £145,000

Notes to the financial statements Year ended 30 June 2013

8 Fixed asset investments (continued)

The company's direct subsidiaries at 30 June 2013 were as follows

	Percentage of	Country of	
	issued share capital held	Country of incorporation	Activities
Brazılıan Holdings Limited	100	England	Holding company
Sygen Investimentos Limitada	99 9	Brazil	Dormant
Easicare Computers Limited	100	England	Holding company
Fyfield Holland B V	100	Holland	Holding company
PIC Fyfield Investments Limited	100	England	Holding company
Pig Improvement Administration Group			
Limited	100	England	Holding company
Spillers Limited	100	England	Holding company
PIC (UK) Limited	100	England	Holding company
Pig Improvement Company UK Limited	100	England	Pig breeding company
Dalgety Pension Trust Limited	100	England	Dormant
Pigtales Limited	100	England	Dormant
Pig Improvement Overseas Limited	100	England	Holding company
PIC Espana S A	82 36	Spain	Pig breeding company

In the opinion of the directors the aggregate value of the investments in the company's subsidiaries is not less than the aggregate amount at which those assets are stated in the balance sheet. All are wholly owned and incorporated and operate in the UK, unless otherwise indicated

9. Debtors

	2013 £'000	2012 £'000
Amounts owed by subsidiary undertakings	6,532	4,921
Other debtors	281	256
Deferred tax asset (note 10)	1,041	1,179
	7,854	6,356

Notes to the financial statements Year ended 30 June 2013

10. Deferred tax

The company's deferred tax position may be analysed as follows

Closing deferred tax asset 1,508 2017 Movement in statement of recognised gains and losses 1,041			Deferred tax a recognised in acco	
Included in debtors (note 9) 1,041 1,179				
Movement on deferred tax Total £'000 Opening deferred tax asset 1,508 Current year debit in profit and loss account (307) Movement in statement of recognised gains and losses (160) Closing deferred tax asset 1,041 Providet 2013 2012 £'000 £'000 Difference between capital allowances and depreciation 10 13 Other timing differences 1,031 1,495 1,041 1,508 11. Creditors: amounts falling due within one year 2013 2012 £'000 £'000 £'000 Bank overdraft 155 - Trade creditors 73 13 Amounts owed to subsidiary undertakings 102,542 107,771 Other taxation and social security 1,888 2,081 Accruals and deferred income 545 468			- 1,041	
Total £'000			1,041	1,508
Closing deferred tax asset 1,508 2017 Movement in statement of recognised gains and losses 1,041		Movement on deferred tax		
Current year debit in profit and loss account Movement in statement of recognised gains and losses (160) Closing deferred tax asset 1,041				Total £'000
Provided 2013 2012 £'000 £'000		Current year debit in profit and loss account		1,508 (307) (160)
Difference between capital allowances and depreciation 10 13 1,031 1,495 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,508 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1,041 1		Closing deferred tax asset		1,041
Other timing differences 1,031 1,495 1. Creditors: amounts falling due within one year 2013 2012 £'000 £'000 £'000 Bank overdraft 155 - Trade creditors 73 13 Amounts owed to subsidiary undertakings 102,542 107,771 Other taxation and social security 1,888 2,081 Accruals and deferred income 545 468			2013	2012
11. Creditors: amounts falling due within one year 2013 2012 £'000 £'000 Bank overdraft 155 Trade creditors 73 13 Amounts owed to subsidiary undertakings 102,542 107,771 Other taxation and social security 1,888 2,081 Accruals and deferred income 545 468				- -
Bank overdraft 155 - Trade creditors 73 13 Amounts owed to subsidiary undertakings 102,542 107,771 Other taxation and social security 1,888 2,081 Accruals and deferred income 545 468			1,041	1,508
Bank overdraft 155 - Trade creditors 73 13 Amounts owed to subsidiary undertakings 102,542 107,771 Other taxation and social security 1,888 2,081 Accruals and deferred income 545 468	11.	Creditors: amounts falling due within one year		
Trade creditors 73 13 Amounts owed to subsidiary undertakings 102,542 107,771 Other taxation and social security 1,888 2,081 Accruals and deferred income 545 468				
105 202 110 222		Trade creditors Amounts owed to subsidiary undertakings Other taxation and social security	73 102,542 1,888	107,771 2,081
103,203 110,333			105,203	110,333

Notes to the financial statements Year ended 30 June 2013

12. Provisions for liabilities and charges

	Other pensions £'000	Surplus properties £'000	restructuring provisions £'000	Total £'000
At 1 July 2012	830	1,332	1,250	3,412
Utilised in the year	(40)	(190)	(80)	(310)
Released in the year Actuarial loss	-	(364)	-	(364)
In statement of total recognised gains and losses	80	-	60	140
Unwinding of discount on provisions	40	63		153
At 30 June 2013	910	841	1,280	3,031

Other pensions comprise unfunded pension obligations to current and former executives of the company calculated on the transfer value method Payments will be made upon retirement of the relevant executives

The surplus property provision represents the discounted future costs of properties not occupied by the group. These costs are computed net of risk weighted rental income and, where necessary, dilapidation and letting expenses and will be paid out over the next two years.

Other restructuring provisions relate to post retirement health benefit obligations to former Dalgety plc head office staff

13. Called up share capital

	£'000	£'000
Allotted and fully paid 150,000,000 (2012 292,269,000) ordinary shares of £1 each	150,000	292,269

During the year the capital of the company was reduced by £300,537,781 by cancelling £158,269,581 standing to the credit of the company's share premium account and the cancellation and repayment at par of 142,269,199 Ordinary shares at £1 fully paid up.

14. Reserves

	Share premium account £'000	Capital redemption reserve £'000	Profit and loss account £'000
At 1 July 2012	158,270	7,277	20,175
Profit for the financial year	-	-	1,743
Actuarial gain recognised in the Statement of total recognised gains			
and losses (net of deferred tax)	-	-	480
Capital reduction	(158,270)	-	300,539
Dividend paid	-	-	(212,140)
At 30 June 2013	-	7,277	110,797
			

During the year, the directors recommended and paid a dividend of £1 41per ordinary share

Notes to the financial statements Year ended 30 June 2013

15. Reconciliation of movement in shareholders' funds

	£'000	£,000
Opening shareholders' funds	477,991	476,246
Retained profit for the year	1,743	69,257
Other recognised gains and losses	480	(512)
Dividend paid	(212,140)	(67,000)
Shareholders' funds at 30 June	268,074	477,991

16. Pensions

The most recent actuarial valuation of the Dalgety Pension Fund was at 31 March 2012. The valuation of the scheme used the projected unit method and was carried out by professionally qualified actuaries.

The principal actuarial assumptions adopted in the 2012 valuation were that investment returns on existing assets would be 5.2% per annum before retirement and 3.3% per annum after retirement and that the annual increase in pensions in payment would be 3.5% per annum

The market value of the available assets at 31 March 2012 was £21 3m. The value of those assets represents approximately 99% of the value of the uninsured liabilities which were £21 6m at 31 March 2012.

Under the new funding agreement, the Company has agreed to make deficit repair contributions of £0 3m per annum until 30 June 2013

The disclosures required under IAS 19 have been calculated by an independent actuary based on accurate calculations carried out as at 31 March 2012 updated to 30 June 2013. Under the projected unit method the current service cost will increase as the members approach retirement.

There is a £11 1m reserve held by Trustees of DPF against future unknown liabilities materialising. As the economic benefit to the Company of this amount is not certain, it is treated as a contingent asset

The Group's pension cost for the scheme in 2013 is £nil (2012 £nil)

Notes to the financial statements Year ended 30 June 2013

16 Pensions (continued)

The financial assumptions used to calculate the scheme liabilities under FRS 17 are

	2013	2012	2011
Increases for pensions in payment	3 40%	2 80%	3 60%
Liability discount rate	4 60%	4 50%	5 70%
Inflation assumption	3 40%	2 80%	3 60%
Revaluation of deferred pensions	2 60%	2 00%	2 20%

The mortality assumptions used are consistent with those recommended by the schemes' actuaries and reflect the latest available tables, adjusted for the experience of the scheme where appropriate. In 2013 the mortality tables used are 90% of the SN1A tables, with birth year and 2011 CMI projections, with mortality rates increased by 25% at all ages (2012) the mortality tables used are the SN1A tables, with birth year and medium cohort projections, with mortality rates increased by 25% at all ages)

The following table illustrates the expectation of life of an average member retiring at age 65 at the balance sheet date and a member reaching age 65 in 20 years' time

		2013 (years)	2012 (years)
Retiring at balance sheet date at age 65	Male	23 2	21 8
	Female	25 7	24 0
Retiring at age 65 in 20 years' time.	Male	25 0	24 7
	Female	27 6	27 0

The assets in the scheme and the expected rate of return were

	Value at 30 June 2013 £'000	Long term rate of return expected at 30 June 2013	Value at 30 June 2012 £'000	Long term rate of return expected at 30 June 2012	Value at 30 June 2011 £'000	Long term rate of return expected at 30 June 2011
Equities Bonds	9,110 12,060	8 40% 3 68%	8,100 11,230	7 80% 2 30%	7,250 11,140	8 25% 4 30%
Other assets	110	0 50%	30	0 50%	70	0 50%
Total assets	21,280		19,360		18,460	

The overall expected long-term rate of return on assets is 5 68% (2012 4 6%) The expected long-term rate of return is based on the portfolio as a whole and not on the sum of the returns on individual asset categories. The return is based exclusively on historical returns, without adjustments

Notes to the financial statements Year ended 30 June 2013

16.	Pensions (continued)					
		2013	2012	2011	2010	2009
		£'000	£'000	£'000	£'000	£,000
	Balance sheet reconciliation					
	Total market value of assets	21,280	19,360	18,460	15,790	13,460
	Present value of scheme liabilities	(17,400)	(14,390)	(12,930)	(13,150)	(12,090)
	Irrecoverable surplus not recognised	(3,880)	(6,340)	(7,020)	(2,640)	(1,370)
	Deficit in the scheme	-	(1,370)	(1,490)	_	_
	Related deferred tax asset	-	329	388	-	-
	Net pension liability		(1,041)	(1,102)		_
					2013 £'000	2012 £'000
	Current service cost			:	<u> </u>	
	An analysis of the amount that has been co	redited to net fir	nance income	ıs as follows		
					2013	2012
					£'000	£'000
	Expected return on pension scheme assets	S			640	730
	Interest on pension scheme liabilities				(980)	(1,090)

Notes to the financial statements Year ended 30 June 2013

16 Pensions (continued)

Amounts recognised in the statement of total recognised gains and losses (STRGL)

				2013 £'000	2012 £'000
Actual return less expected return on pension sche Experience gains and losses arising on the scheme				840 (2,520)	790 (1,960)
Actuarial (loss)/gain recognised in the STRGL				(1,680)	(1,170)
Movements in scheme during the year.					
				2013 £'000	2012 £'000
Deficit in scheme at start of year				(1,370)	(1,490)
Movement in year Contributions paid Other finance income Actuarial gain Irrecoverable surplus				250 340 (1,680) 2,460	250 360 (1,170) 680
Deficit in scheme at end of year					(1,370)
History of experience gains and losses					_
	2013	2012	2011	2010	2009
Difference between the expected and actual return on scheme assets £'000s Percentage of the scheme assets	840 3 9%	790 4 1%	1,330 7.2%	1,11 <u>0</u> 7 <i>0</i> %	420 15 0%
	3 9%	4 170	1 270	7 070	13 070
Experience gains and losses arising on the scheme liabilities £'000s	(2,520)	(1,960)	350	650	(118)
Percentage of the present value of the scheme liabilities	(14 5)%	(13 6)%	2 7%	4 9%	3 0%
Total actuarial amount recognised in the statement of total recognised gains and losses £'000s	780	(490)	(2,700)	(230)	330
Percentage of the present value of the scheme liabilities	4 5%	3 0%	20 8%	1 7%	7 0%

Notes to the financial statements Year ended 30 June 2013

17. Financial commitments

At 30 June 2013 the company had annual commitments under non-cancellable operating leases in respect of land and buildings expiring as follows

	2013 £'000	2012 £'000
Expiring	1 000	1.000
Within one year	437	-
Between one and five years	27	838
	464	838

18. Ultimate parent undertaking

The company's ultimate controlling party and parent undertaking is Genus plc, a company which is incorporated in the United Kingdom and registered in England and Wales. Genus plc is the largest and smallest group, of which the company is a member, for which accounts are prepared. Copies of the financial statements of Genus plc are available from its registered office whose address is as follows.

Belvedere House Basing View Basingstoke Hants RG 21 4HG

19. Related party transactions

The company is a member of the Genus plc group of companies In accordance with exemptions conferred by FRS 8, the company has not disclosed transactions with other group companies

20. Contingent liabilities

The company has entered into cross guarantees to the group's bank in respect of the borrowings of its parent At 30 June 2013 the total contingent liability in respect of group borrowings was £65 6m (2012 £72 4m)