# **BFS Group Limited**

Directors' report and financial statements Registered number 239718 30 June 2004

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BFS Group Limited Directors' report and financial statements 30 June 2004

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# **Directors and company information**

#### **Directors:**

## Executive:

FJ Barnes

I Crawford

A Fisher

A Kemp

R O'Keefe

J Scott

A Selley

I Uren

#### Non executive:

B Joffe (Chairman) CH Kretzmann DK Rosevear

#### Secretary

S Calnan

# Registered Office

Buckingham Court Kingsmead Business Park London Road High Wycombe Buckinghamshire HP11 1JU

#### **Auditors**

KPMG LLP St James' Square Manchester M2 6DS

#### **Bankers**

HSBC Bank plc 8 Canada Square London E14 5XL

# Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2004.

#### Results and Dividends

The results for the year are set out on page 6. The operating profit for the period was £40,968,000 (2003: £31,258,000). An interim dividend of £15,000,000 (2003:£15,000,000) was paid during the year. No final dividend is proposed.

#### Principal activities, trading review and future developments

The principal activity of the Company is the sale and distribution of food and non-food products to the catering trade.

The company enjoyed a satisfactory year. The increased operating profit was due to a combination of sales growth, which was spread across most customer sectors, and product buying price improvements. These favourable factors offset continued overhead cost pressures, particularly employee and insurance related costs.

On 26 January 2004, the company acquired the trade and assets and liabilities of two fellow subsidiaries, HM Group Limited and Swithenbank Foods Limited at market value. On 6 April 2004, the company acquired a 51% holding in The Barton Meat Company Ltd.

#### Tangible fixed assets

Movements in tangible fixed assets are set out in note 11 of the accounts.

#### **Employment of disabled persons**

It is the policy of the Company to give full and fair consideration to applications for employment made by disabled persons having regard to their particular aptitudes and abilities. Wherever possible, arrangements are made for the continued employment of persons who have become disabled during service and for appropriate training, career development and promotion of disabled persons.

#### Information to employees

Appropriate action has been taken to develop arrangements aimed at providing Company employees with information on matters of concern to them, consulting with employees or their representatives, encouraging their involvement in the Company's performance, and achieving an awareness on the part of employees of the financial and economic factors affecting the Company's performance.

#### Directors

The directors of the Company during the year were:

B Joffe

CH Kretzmann

DK Rosevear

FJ Barnes

I Crawford

A Fisher

A Kemp

R O'Keefe

J Scott (appointed 7 June 2004)

A Selley

IS Uren (appointed 7 June 2004)

P Weir (resigned 27 February 2004)

# **Directors' report** (continued)

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the Company or its immediate parent undertaking.

The directors who held office at the end of the financial year had, according to the register of directors' interests, the following changes in interests in the shares of Bidvest Limited (formerly Bidvest plc), an intermediate parent company.

	Share options Granted during the year	Share options Exercised during the year
I Crawford	-	-
A Fisher	-	125,000
A Kemp	•	-
R O'Keefe	-	-
J Scott	-	-
A Selley	-	31,250
I S Uren	-	-

There are no further disclosable interests in the shares of Bidyest Limited (formerly Bidyest plc).

The interests of FJ Barnes, B Joffe, CH Kretzmann and DK Rosevear in the ultimate parent undertaking, The Bidvest Group Limited, are disclosed in the Directors' Report of that company. None of the other directors who held office at the end of the financial year were granted any rights to subscribe for shares in the ultimate parent company, The Bidvest Group Limited, nor did they exercise any existing rights.

### Creditor payments

The Company agrees terms and conditions under which business transactions with suppliers are conducted. It is company policy that payments to its suppliers are made in accordance with these terms, provided that the supplier is also complying with all relevant terms and conditions. The trade creditors at the year end represented 52 days of average daily purchases for the year.

#### Political and charitable contributions

The group made no political contributions during the period. Donations to UK charities amounted to £67,079 (2003: £14,232).

#### Directors and officers liability insurance

During the year, the company maintained liability insurance for its directors and officers.

#### Auditors

Pursuant to a shareholders' resolution, the company is not obliged to reappoint its auditors annually and KPMG LLP will therefore continue in office.

By order of the board

FJ Barnes 30/3/05

Director

**Buckingham Court** Kingsmead Business Park London Road High Wycombe Buckinghamshire, HP11 1JU

# Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



#### KPMG LLP

St James' Square Manchester M2 6DS United Kingdom

# Report of the independent auditor to the members of BFS Group Limited

We have audited the financial statements on pages 6 to 20.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors are responsible for preparing the directors' report and, as described on page 4, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

#### Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

#### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMGLLP

30/3/05

Chartered Accountants Registered Auditor

# Profit and loss account for the year ended 30 June 2004

joi mo yeu chaca so gane 2004	Note	Year o	ended 30 June 2 Acquisition	004 Total	Year ended 30 June 2003
		£000	\$000	£000	£000
Turnover	2	820,657	151,731	972,388	751,452
Cost of sales		(592,348)	(130,062)	(722,410)	(561,071)
Gross profit Distribution costs Administration costs		228,309 (137,454) (50,152)	21,669 (13,259) (8,145)	249,978 (150,713) (58,297)	190,381 (122,443) (36,680)
Operating profit	3	40,703	265	40,968	31,258
Interest receivable Interest payable and similar charges	4 5	1,080 (1,783)	33 (16)	1,113 (1,799)	1,471 (1,811)
Profit on ordinary activities before taxation		40,000	282	40,282	30,918
Tax on profit on ordinary activities	8	(13,251)	(151)	(13,402)	(10,362)
Profit on ordinary activities after taxation		26,749	131	26,880	20,556
Dividends	9	(15,000)	-	(15,000)	(15,000)
Retained profit for the financial year	19,20	11,749	131	11,880	5,556

There were no recognised gains or losses in either year other than the profit for the financial year.

# Balance sheet at 30 June 2004

	Note	2004		2003	
		£000	£000	£000	£000
Fixed assets	_				
Intangible assets	10	22,056		-	
Tangible assets	11	66,015		41,507	
Investments in subsidiaries	12	112		-	
			88,183		41,507
Current assets					
Stocks	13	42,219		30,467	
Debtors	14	119,391		89,511	
Cash at bank and in hand		51,161		49,693	
		212,771		169,671	
Creditors: amounts falling due within					
one year	15	(170,423)		(111,878)	
Net current assets :					
Due within one year		27,548		44,387	
Debtors due after more than one year	14	14,800		13,406	
			42,348		57,793
Total assets less current liabilities			130,531		99,300
Creditors: amounts falling due after more than	• -		(45.050)		(20.220)
one year	16		(45,953)		(30,228)
Provisions for liabilities and charges	17		(7,876)		(4,250)
Net assets			76,702		64,822
Capital and reserves					
Called up share capital	18		30,000		30,000
Share premium account	19		11,843		11,843
Profit and loss account	19		34,859		22,979
Equity shareholders' funds	19		76,702		64,822
Equity shareholders Tunus	19		70,704		04,022

These financial statements were approved by the board of directors on behalf by:

and were signed on its

**FJ Barnes** Director

35.03.05

#### **Notes**

(forming part of the financial statements)

#### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

#### Basis of preparation

The financial statements are prepared in accordance with applicable accounting standards and under the historical cost convention.

The company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

#### Cash flow statement

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cashflow statement on the grounds that a parent undertaking includes the company's cash flows in its own published consolidated financial statements.

#### Related party transactions

As the company is a wholly owned subsidiary of Bidvest (UK) Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Bidvest (UK) Limited, within which the company is included, can be obtained from the address given in note 24.

#### Tangible fixed assets

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Land - Not depreciated
Freehold building - Fifty years
Long leasehold properties - Fifty years

Short leasehold properties - The period of the lease Plant, machinery and vehicles - Three to ten years

#### Operating leases

Operating lease and hire costs are charged directly to the profit and loss account on a straight line basis over the term of the lease.

#### Post-retirement benefits

Bidvest (UK) Limited operates a defined contribution pension scheme, for which BFS Group Ltd is a participating employer. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

#### Stocks

Stocks are valued at the lower of cost and net realisable value.

#### 1 Accounting policies (continued)

#### Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separate assets acquired) arising on business combinations in respect of acquisitions since 1 January 1998 is capitalised. Positive goodwill is amortised to £nil by equal instalments over its estimated useful economic life. Management's estimate of the useful economic life is 10 years.

#### Deferred tax

In accordance with FRS 19, deferred tax is provided in full where a taxation liability will arise as a result of transactions or events which have occurred by the balance sheet date. Deferred tax assets are recognised to the extent that it is regarded more likely than not that they will be recovered. Provision is made at the rates expected to be applicable when the liabilities or assets are likely to crystallise.

#### 2 Turnover

Turnover, which excludes value added tax, represents the amounts invoiced to customers for goods sold and services supplied during the year in respect of the sale and distribution of food and non-food products to the catering trade, less credits for returns. All turnover derives from one class of business and is based in the United Kingdom, with the exception of the MoD business which is also conducted in Europe (including UK) and other overseas countries. The overseas turnover for the period for this business amounted to £58,201,000 (2003: £23,849,000).

#### 3 Operating profit

	2004	2003
	£000	£000
Operating profit is stated after charging/(crediting):		
Depreciation:		
Owned assets	9,093	8,589
Leased assets	409	444
Amortisation of goodwill	974	-
Impairment of fixed assets		
Owned assets	-	766
Leased assets	-	363
Operating lease and hire charges:		
Land and buildings	5,825	4,406
Other	4,352	3,216
Auditors' remuneration		
Audit	74	70
Other	74	46
(Profit)/loss on disposal of tangible fixed assets	(25)	64
Foreign exchange (gain)/loss	15	30

#### 4 Interest receivable

		2004 £000	2003 £000
	Bank interest Group interest	1,069 42	1,451
	Other interest	2	20
		1,113	1,471
		<del></del>	
5	Interest payable and similar charges		
		2004	2003
		£000	£000
	Bank Interest	16	-
	Group interest Other interest	1,602 37	1,628 39
	Unwinding of discount on redundant property provision (note 17)	144	144
		1,799	1,811
		<del></del>	
6	Directors' remuneration		
		2004 £000	2003 £000
	Remuneration	1,925	1,392
	Company contributions to money purchase pension scheme	52	47
	Total	1,977	1,439
	Less: amounts recharged to fellow subsidiary undertakings of Bidvest (UK) Limited	(276)	(360)
		1,701	1,079
	Remuneration includes:		
	Highest paid director	415	319
			<del></del>

Company pension contributions of £18,000 (2003: £12,000) were made to a money purchase scheme on behalf of the highest paid director.

At the end of the year, 7 directors (2003: 7) were accruing retirement benefits under a money purchase scheme.

# 7 Employees

The average number of persons employed by the company during the period, analysed by category, was as follows:

	Number of employees	
	2004	2003
Management	945	825
Distribution	2,771	2,309
Sales	821	774
	4,537	3,908
The aggregate employment costs during the year were as follows:		
	2004	2003
	0003	£000
Wages and salaries	99,253	79,125
Social security costs	9,627	7,258
Other pension costs (Note 21)	1,719	1,461
	110,599	87,844
	<del></del>	****

### 8 Taxation

a) Analysis of charge in the year	•			2002
	£000	004 £000	£000	2003 £000
UK corporation tax at 30% (2003: 30%) on profits for the year Adjustments in respect of prior years	12,798 228		9,750 921	
Total current tax		13,026		10,671
Deferred tax (see note 17): Origination and reversal of timing differences Adjustments in respect of prior years	693 (317)		170 (479)	
		376		(309)
Tax on profit on ordinary activities		13,402		10,362

## b) Factors affecting the tax charge for the current period

The effective rate of tax for the year is greater than the standard rate of corporation tax in the UK of 30%. The differences are explained below.

The differences are explained only in	2004 £000	2003 £000
Profit on ordinary activities before taxation	40,282	30,918
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2003: 30%)	12,085	9,275
Effects of:		
Expenses not deductible for tax purposes	657	167
Depreciation for the year in excess of capital allowances	(515)	(60)
Other timing differences	21	(110)
Ineligible depreciation & amortisation	550	478
Adjustments to tax charge in respect of previous years	228	921
Total current tax charge (see note 8a above)	13,026	10,671

# c) Factors that may affect future tax charges

The company expects its effective tax rate in future years to exceed the standard rate of corporation tax in the UK due principally to depreciation charged on assets not eligible for capital allowances and permanently disallowable expenditure.

# 9 Dividends

Net book value At 30 June 2004

At 30 June 2003

10

	2004 £000	2003 £000
Interim – paid at 5.00p per share (2003: 5.00p per share)	15,000	15,000
Intangible fixed assets		
		Goodwill £000
Cost At beginning of year Additions		23,030
At end of year		23,030
Amortisation		
At beginning of year Charge for year		974
At end of year		974

22,056

## 10 Intangible fixed assets (continued)

Goodwill relates to the acquisition of the trade and assets and liabilities of the fellow subsidiaries, HM Group Limited and Swithenbank Foods Limited on 26 January 2004. The businesses were acquired at market value. Goodwill, which is being amortised over 10 years, is calculated as follows:

	Book value and fair value £000
Fixed assets Tangible	14,557
Current assets Stock Debtors Cash	8,108 14,541 15,245
Total assets	52,451
Liabilities Creditors (including bank overdrafts)	(60,381)
Total liabilities	(60,381)
Net assets/(liabilities)	(7,930)
Goodwill	23,030
Purchase consideration and costs of acquisition	15,100
Satisfied by: Shares allotted Intercompany loan	15,100

HM Group Limited made a profit after tax, before transfer of £780,000 from the beginning of its financial year to the date of acquisition. In its previous financial year the profit was £1,228,000.

Swithenbank Foods Limited made a loss after tax, before transfer of £2,617,134 from the beginning of its financial period (1 March 2003) to the date of acquisition. In its previous financial year the loss was £172,512.

# 11 Tangible fixed assets

	Land and Freehold Properties	Long leasehold Properties	Short leasehold properties	Plant machinery and vehicles	Assets in the Course of Construction	Total
	£000	£000	£000	£000	£000	£000
Cost						
At beginning of year	8,721	2,659	5,946	82,705	2,554	102,585
Additions	2,752	275	-	7,867	8,646	19,540
Reclassification	38	2,868	-	5,806	(8,712)	-
Inter group transfers	5,224	=	<i>5</i> 3	24,678	-	29,955
Disposals	(2)	(325)	(254)	(3,268)	=	(3,849)
At end of year	16,733	5,477	5,745	117,788	2,488	148,231
Depreciation	<b>-</b> ·	<del></del>	<del></del>		,	
At beginning of year	2,106	957	4,438	53,577	-	61,078
Charge for year	187	290	119	8,906	-	9,502
Reclassifications	(10)	10	-	-	-	_
Inter group transfers	992	=	53	14,353	-	15,398
Disposals	(2)	(325)	(254)	(3,181)	-	(3,762)
At end of year	3,273	932	4,356	73,655	<del>-</del>	82,216
Net book value At 30 June 2004	13,460	4,545	1,389	44,133	2,488	66,015
At 30 June 2003	6,615	1,702	1,508	29,128	2,554	41,507
					-	

The amount on which depreciation of freehold properties and long leasehold properties is based is £20,207,000 (2003: £9,171,000).

Shares in

# Notes (continued)

13

14

Amounts owed by immediate parent company

Amounts owed by fellow subsidiary undertakings

## 12 Fixed asset investments

		τ	subsidiary indertakings £000
At start of year Additions			112
At end of year			112
Shares in group undertakings comprise entir	rely of shares held in subsidiary u	ndertakings.	<u> </u>
The company holds 51% of the share capita and operate in England and Wales.	al and voting rights of the follow	ving companies, all of which	are registered
Subsidiary undertakings	Class of shares held	Principal activi	
The Barton Meat Company Ltd	£1 Ordinary	Sale and distribution nationally of food products to the catering trade	
Stocks			
		2004 £000	2003 £000
Raw materials and consumables Goods for resale		554 41,665	446 30,021
		42,219	30,467
Debtors			
		2004 £000	2003 £000
Trade debtors Prepayments and accrued income		94,897 4,941	69,651 2,470
Other debtors		493	714

Amounts owed by the immediate parent company fall due after more than one year. £1,193,000 (2003: £Nil) of the amounts owed by fellow subsidiaries also fall due after more than one year

13,406

3,270

89,511

13,607

5,453

119,391

# 15 Creditors: amounts falling due within one year

		2004	2003
		€000	£000
	Trade creditors	126,746	76,456
	Corporation tax	9,281	6,954
	Other taxation and social security	2,946	2,229
	Accruals and deferred income	31,280	26,087
	Amounts owed to immediate parent company	170	152
		170,423	111,878
		170,423	111,070
16	Creditors: amounts falling due after more than one year		
		2004	2003
		£000	£000
	Amounts owed to fellow subsidiaries	15,100	-
	Amounts owed to immediate parent company	30,853	30,228
		45,953	30,228

### 17 Provisions for liabilities and charges

	Self insurance	Redundant properties	Deferred Taxation	Total
	£000	000£	£000	£000
At beginning of year	1,469	1,913	868	4,250
Provided during the year	2,564	100	376	3,040
Transferred in on the hive across of subsidiaries		-	895	895
Utilised during the year	-	(453)	-	(453)
Unwinding of discount	-	144	-	144
At end of year	4,033	1,704	2,139	7,876

The provision for Self Insurance relates to the programmes the company operates for certain classes of insurance, whereby the company bears the cost of all claims up to an agreed aggregate limit. There is a degree of uncertainty as to when the claims will be settled and the provision is therefore calculated using management's expertise and experience, together with its best estimates of liabilities arising.

The provision for redundant properties relates to rental shortfalls and dilapidation provisions on certain leased properties that are no longer used by the company in its main trading activity. It is envisaged that the provision will be utilised in full by 2016, with the bulk being utilised by December 2006. The major area of uncertainty in the calculation of the provision relates to the dilapidation liabilities at the conclusion of the leases.

Deferred taxation is provided for in full, the elements are as follows:

	Describe taxactor is provided for in run, the elements are as follows:		
		2004	2003
		£000	£000
	Accelerated capital allowances	2,738	1,381
	Other timing differences	(599)	(513)
	Other tilling differences	(377)	(313)
		2,139	868
		,	
18	Share capital		
		2004	2003
		£000	£000
	Authorised		2000
	1,000,000,000 ordinary shares of 10p each	100,000	100,000
	1,000,000,000 Claims of Top Cao.	_00,000	
		=	=====
	Allotted, called up and fully paid		
	300,000,000 ordinary shares of 10p each	30,000	30,000
	500,000,000 ordinary made or rop out	30,000	50,000

#### 19 Reserves

	Share capital	Share premium	Profit and loss Account	Total
	£000	£000	£000	£000
At beginning of year Retained profit for the year	30,000	11,843	22,979 11,880	64,822 11,880
At end of year	30,000	11,843	34,859	76,702
·	<del></del>			·

#### 20 Reconciliation of movement in shareholders' funds

	2004 £000	2003 £000
Opening shareholders' funds Profit for the period	64,822 11,880	59,266 5,556
Closing shareholders' funds	76,702	64,822

#### 21 Pension scheme

Bidvest (UK) Limited operates a defined contribution scheme, for which BFS Group Limited is a participating employer. The pension cost for the year represents contributions payable by the company to the scheme and amounted to £1,719,000 (2003: £1,461,000).

Contributions amounting to £6,000 (2003: £Nil) were payable to the scheme at the year end.

## 22 Capital commitments

Capital commitments authorised as at 30 June 2004, but not provided for in these financial statements amounted to £27,586,000 (2003:£4,938,000), in respect of which contracts for £7,201,000 (2003:£1,544,000) have been placed.

## 23 Operating lease commitments

The Company has annual rental commitments in respect of operating leases expiring as follows:

1 7	20	104	2	2003
	Land and buildings	Other	Land and buildings	Other
	£000	£000	£000	£000
Expiring - within one year	379	817	858	453
Expiring - over one year and under five years	2,781	2,527	2,044	2,388
Expiring - over five years	3,077	-	1,428	-
		2 244	4 220	2.941
	6,237	3,344	4,330	2,841
			=	

## 24 Ultimate holding company

The ultimate holding company of BFS Group Limited is The Bidvest Group Limited, a Company incorporated in South Africa. The largest group in which the results of the company are consolidated is that headed by that company. The smallest group in which they are consolidated is that headed by Bidvest (UK) Limited, incorporated in England. Copies of the accounts of The Bidvest Group Limited are available upon application to the Company Secretary at the following address: PO Box 87274, Houghton 2041, Johannesburg, South Africa. Copies of the accounts of Bidvest (UK) Limited are available from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.