REGISTERED NUMBER: 01993374 (England and Wales)

ERMS UK (HOLDINGS) LIMITED STRATEGIC REPORT, REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2017

DIRECTORS:

I M Smith

A F Troost

SECRETARY:

I M Smith

REGISTERED OFFICE:

Building E3 Ronald House Fenton Way Chatteris Cambridgeshire PE16 6UP

REGISTERED NUMBER:

01993374 (England and Wales)

AUDITORS:

Keens Shay Keens Limited Chartered Accountants & Statutory Auditors

2nd Floor Exchange Building

16 St Cuthberts Street

Bedford Bedfordshire MK40 3JG

BANKERS:

National Westminster Bank Plc

7 Comhill

Bury St Edmunds

Suffolk IP33 1BQ

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their strategic report for the year ended 31 December 2017.

REVIEW OF BUSINESS

The principal activity of the company in the year was that of the freehold property owners in Chatteris, Cambridgeshire with the properties being let commercially.

The principal activity of the company's wholly owned subsidiary undertaking is that of the wholesale distribution of salad, citrus and grape produce.

PRINCIPAL RISKS AND UNCERTAINTIES

The directors continually assess the level of risk that they are likely to incur in operating the business and for any major activity or business change which occurs a detailed risk assessment is carried out.

One of the principal risks and uncertainties that existed at the start of the year has been removed as in respect of the lease which was due to expire in October 2017 a new five year rental agreement is now in place with a new tenant which commences in June 2018.

ON BEHALF OF THE BOARD:

I M Smith - Director

Date: 3/10/18

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their report with the financial statements of the company for the year ended 31 December 2017.

DIVIDENDS

The total distribution of dividends for the year ended 31 December 2017 will be £300,000.

FUTURE DEVELOPMENTS

Much of the future developments arose with the expiry of one of the main leases in October 2017. Following a period of restoration arrangements are now in hand to put into place two leases with new tenants. Timing wise the full financial benefit of these new arrangements will not arise until the 2019 trading year so that the 2018 forecast results will be similar to that reported in these accounts.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2017 to the date of this report.

I M Smith A F Troost

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

In view of the financial controls that are in place and the past record of cash management, the directors consider that the financial risk management objectives and policies in place are adequate to enable the assessment of the risks affecting assets, liabilities, financial position and profit or loss of the company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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), 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 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;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each 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 auditors are aware of that information.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2017

AUDITORS

The auditors, Keens Shay Keens Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

I M Smith - Director

Date: ..

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ERMS UK (HOLDINGS) LIMITED

Opinion

We have audited the financial statements of Erms UK (Holdings) Limited (the 'company') for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 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.

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

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

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

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ERMS UK (HOLDINGS) LIMITED

Matters on which we are required to report by exception

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

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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue a Report of the Auditors that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Report of the Auditors.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors 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.

Michael Grange BA (Hons) FCA (Senior Statutory Auditor)

for and on behalf of Keens Shay Keens Limited

Keen Shay Keens

Chartered Accountants &

Statutory Auditors

2nd Floor Exchange Building

16 St Cuthberts Street

Bedford

Bedfordshire

MK40 3JG

Date: 3/10/18

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
TURNOVER		706,708	805,217
Administrative expenses		394,157	366,657
OPERATING PROFIT	4	312,551	438,560
Interest receivable and similar income		85	808
-		312,636	439,368
Interest payable and similar expenses	5	66	70
PROFIT BEFORE TAXATION		312,570	439,298
Tax on profit	6	60,990	87,860
PROFIT FOR THE FINANCIAL YEAR		251,580	351,438
OTHER COMPREHENSIVE INCOME Investment property fair value adjustment Income tax relating to other comprehensive income		1,455,496 -	-
OTHER COMPREHENSIVE INCOME THE YEAR, NET OF INCOME TAX	FOR	1,455,496	
TOTAL COMPREHENSIVE INCOME I THE YEAR	FOR	1,707,076	351,438

ERMS UK (HOLDINGS) LIMITED (REGISTERED NUMBER: 01993374)

BALANCE SHEET 31 DECEMBER 2017

		2017	7	2016	5
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		124,002		227,329
Investments	9		100		100
Investment property	10		7,725,000		6,269,504
			7,849,102		6,496,933
CURRENT ASSETS					
Debtors	11	103,060		14,141	
Cash at bank		480,413		585,296	
		583,473		599,437	
CREDITORS				,	
Amounts falling due within one year	12	135,879		206,750	
NET CURRENT ASSETS			447,594		392,687
TOTAL ASSETS LESS CURRENT					
LIABILITIES			8,296,696		6,889,620
CAPITAL AND RESERVES					
Called up share capital	14		16,324		16,324
Share premium	11		51,636		51,636
Non distributable reserve			1,455,496		51,050
Retained earnings			6,773,240		6,821,660
-					
SHAREHOLDERS' FUNDS			8,296,696		6,889,620

I M Smith - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2017

	Called up share capital £	Retained earnings	Share premium £	Non distributable reserve £	Total equity £
Balance at 1 January 2016	16,324	6,470,222	51,636	-	6,538,182
Changes in equity					
Total comprehensive income	-	351,438	-		351,438
Balance at 31 December 2016	16,324	6,821,660	51,636	<u>-</u> _	6,889,620
Changes in equity					
Dividends	-	(300,000)	-	-	(300,000)
Total comprehensive income		251,580	. .	1,455,496	1,707,076
Balance at 31 December 2017	16,324	6,773,240	51,636	1,455,496	8,296,696

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1. STATUTORY INFORMATION

Erms UK (Holdings) Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention in accordance with the accounting policies set out below. The financial statements are prepared in sterling, which is the functional currency of the entity.

Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemption in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

the requirements of Section 7 Statement of Cash Flows.

Preparation of consolidated financial statements

The financial statements contain information about Erms UK (Holdings) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Holding Familie Troost B.V.,

Further details are given in note 15 of the financial statements.

Going concern

The company has considerable financial resources and as a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the financial statements.

Turnover

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied and services rendered, stated net of discounts and of Value Added Tax.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery - 20% on cost

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost.

Investment property

Investment property for which fair value can be reliably measured without undue cost or effort is measured at fair value at each reporting date with changes in fair value recognised in profit and loss.

Investment property is valued using an open market valuation on a freehold basis, being last conducted externally by Rapleys in October 2017.

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

2. ACCOUNTING POLICIES - continued

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Trade and other debtors

Trade and other debtors are initially recognised at the transaction price and thereafter stated at amortised costs using the effective interest method, less impairment losses for bad or doubtful debts except where the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad or doubtful debts.

Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other short term highly liquid investments with original maturities of three months or less. Bank loans and overdrafts are shown within current borrowings or current liabilities.

Trade and other creditors

Trade and other creditors are initially recognised at the transaction price and are thereafter stated at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

3. EMPLOYEES AND DIRECTORS

	2017	2016
	£	£
Wages and salaries	35,271	49,571
Social security costs	4,867	6,841
	40,138	56,412
The average number of employees during the year was as follows:		
	2017	2016
Director	1	1
		

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

3.	EMPLOYEES AND DIRECTORS - continued		
	Directors' remuneration	2017 £ 35,271	2016 £ 49,571
4.	OPERATING PROFIT		
	The operating profit is stated after charging:		
	Depreciation - owned assets Auditor's remuneration	2017 £ 118,221 5,100	2016 £ 116,655 5,000
5.	INTEREST PAYABLE AND SIMILAR EXPENSES		
	Bank interest	2017 £ 66	2016 £ 70
6.	TAXATION		
	Analysis of the tax charge The tax charge on the profit for the year was as follows:	2017 £	2016 £
	Current tax:		
	UK corporation tax	69,721	98,106
	Deferred tax	(8,731)	(10,246)
	Tax on profit	60,990	87,860

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

6. TAXATION - continued

7.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

		2017	2016
Profit before tax		£ 312,570	£ 439,298
Profit multiplied by the standard rate of corporation tax in the U	ΓK of 19% (2016 -		
20%)		59,388	87,860
Effects of:			
Depreciation in advance of Capital Allowances		8,732	10,246
Deferred tax movement		(8,732)	(10,246)
Adjustment for change of corporation tax rate from 20%		1,602	-
Total tax charge		60,990	87,860
Tax effects relating to effects of other comprehensive incom	e		
	Gross	2017 Tax	Not
	£	1 ax £	Net £
Investment property fair value	.	£	ı.
adjustment	1,455,496	-	1,455,496
	1,455,496	-	1,455,496
DIVIDENDS			
		2017	2016
		£	£
Interim			
		300,000	· -

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

8.	TANGIBLE FIXED ASSETS		
			Plant and
			machinery £
	COST		T.
	At 1 January 2017		601,595
	Additions		14,894
	At 31 December 2017		616,489
	DEPRECIATION		
	At 1 January 2017		374,266
	Charge for year		118,221
	At 31 December 2017		492,487
	NET BOOK VALUE		
	At 31 December 2017		124,002
	At 31 December 2016		227,329
	2010		=======================================
9.	FIXED ASSET INVESTMENTS		
<i>)</i> .	TEACH ASSET IN ESTAINMENTS		Shares in
			group
			undertakings
			£
	COST		
	At 1 January 2017		100
	and 31 December 2017		100
	NET BOOK VALUE		
	At 31 December 2017		100
	At 31 December 2016		100
	The company's investments at the Balance	Sheet date in the share capital of companies include the	e following:
	Erms (UK) Limited Registered office: United Kingdom		
	Nature of business: wholesale distribution of	of salad, citrus and grane.	
	William Control of the Control of th	%	
	Class of shares:	holding	
	Ordinary £1 shares	100.00	
		2	2017 2016
	A		£ £
	Aggregate capital and reserves	1,91	7,717 1,917,124
	Profit for the year		593 69,425

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

. INVESTMENT PROPERTY	Total
FAIR VALUE	£
At 1 January 2017	6,269,504
Fair value adjustment	1,455,496
At 31 December 2017	7,725,000
NET BOOK VALUE	
At 31 December 2017	7,725,000
At 31 December 2016	6,269,504
Fair value at 31 December 2017 is represented by:	
	£
Valuation in 2017	1,455,496
Cost	6,269,504
	7,725,000

A valuation of investment properties was carried out on an open market basis on 27 October 2017 by Rapleys, registered Chartered Surveyors. Having considered the valuation and the market conditions since, the directors' have concluded that the carrying value at the balance sheet date is consistent with the fair value stated above.

The investment property is secured by way of a mortgage debenture, a legal charge and two legal mortgages over the assets and undertakings of the company. In addition an intercompany guarantee between the company and its subsidiary, Erms (UK) Limited is secured over the assets and undertakings of the company. As at 31 December 2017 liability in respect of this intercompany guarantee amounts to £Nil (2016; £Nil).

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017	2016
and the control of the	£	£
Trade debtors	36,574	-
Deferred tax asset	22,872	14,141
Prepayments and accrued income	43,614	-
	103,060	14,141

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

12.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2017	2016
		£	£
	Amounts owed to group undertakings	20,963	41,918
	Corporation tax	69,721	98,106
	VAT	5,223	17,758
	Accruals and deferred income	39,972	48,968
		135,879	206,750
13.	DEFERRED TAX		
			£
	Balance at 1 January 2017		(14,141)
	Reversal of excess taxation		
	allowances over depreciation		(8,731)
	Balance at 31 December 2017		(22,872)

No deferred tax has been provided on the eventuality of a future sale of the investment property owned by the company as no taxable gain will arise.

14. CALLED UP SHARE CAPITAL

Allotted, issue	ed and fully paid:			
Number:	Class:	Nominal	2017	2016
		value:	£	£
16,324	Ordinary	£1	16,324	16,324

15. ULTIMATE PARENT COMPANY

The company's immediate parent company is Holding Familie Troost B.V., a company incorporated in The Netherlands.

The smallest and largest group in which the company is consolidated is Holding Familie Troost B.V., a company incorporated in The Netherlands.

The financial statements of Holding Familie Troost B.V. are publicly available from the registered office at Transportweg 33, 2742 RH Waddinxveen, Netherlands.

Holding Familie Troost B.V. is jointly owned by Holding Petra Troost B.V. and Holding Bram Troost B.V., companies registered in The Netherlands, which are the ultimate joint parent companies of Erms UK (Holdings) Limited.

16. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned group undertakings.

Dividends paid to the directors during the year totalled £24,333(2016: £Nil).

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continued...

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2017

17. ULTIMATE CONTROLLING PARTY

No one entity has control or ultimate control of the company.