

Corndrive Limited

Directors' Report and Financial Statements

Financial Year Ended 31 December 2015

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DIRECTORS AND OTHER INFORMATION

Board of Directors

RG Turner
D Roxburgh

Secretary and Registered Office

RJ Crilly
28 Hobbs Industrial Estate
Newchapel
Lingfiend
Surrey
RH7

Registered number: 02739844

Auditors

PricewaterhouseCoopers
Chartered Accountants and Statutory Auditors
One Spencer Dock
North Wall Quay
Dublin 1
Ireland

DIRECTORS' REPORT

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

Statement of directors' responsibilities

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 prepared 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 (FRS 102).

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 United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

Disclosure of information to auditors

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

- As far as the director is aware, there is no relevant audit information 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.

Independent auditors

The auditors, PricewaterhouseCoopers have indicated their willingness to continue in office and a resolution concerning their appointment will be proposed at the Annual General Meeting.

Result for the year

The company did not trade during the year.

Review of the development of the business

The principal activity of the company is to hold an investment in the shares of its parent undertaking, Erne Holdings Limited, upon trust for the former employees of Erne Holdings Limited and any subsidiaries of that company. The company was dormant throughout the year.

Directors

The directors at 31 December 2015 are listed on page 2.

DIRECTORS' REPORT - continued

Directors' and secretary's shareholding

None of the directors or the company secretary in office at 31 December 2015 held an interest in the company or any group company at either the beginning or end of the year.

By order of the board



David Roxburgh

Director

29 September 2016



Independent auditors' report to the members of Corndrive Limited

Report on the financial statements

Our opinion

In our opinion, Corndrive Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015;
 - 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.
-

What we have audited

The financial statements comprise:

- the balance sheet as at 31 December 2015;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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 auditors' report to the members of Corndrive Limited - continued

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Independent auditors' report to the members of Corndrive Limited - continued

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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.

A handwritten signature in black ink, appearing to read 'ACraig'.

**Andrew Craig (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers
Chartered Accountants and Statutory Auditors
Dublin**

29 September 2016


STATEMENT OF COMPREHENSIVE INCOME
Financial Year Ended 31 December 2015

The company did not trade in the year or in the comparative year. Consequently no statement of comprehensive income has been presented.

BALANCE SHEET
31 December 2015

	Notes	2015 £	2014 £
Fixed assets			
Investments	6	<u>50,000</u>	<u>50,000</u>
Current assets			
Debtors	7	2	2
Creditors: amounts falling due within one year	8	<u>(50,000)</u>	<u>(50,000)</u>
Net current liabilities		<u>(49,998)</u>	<u>(49,998)</u>
Total assets less current liabilities		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	9	<u>2</u>	<u>2</u>
Total equity		<u>2</u>	<u>2</u>

The financial statements on pages 8 to 13 were approved by the board of directors on 29 September 2016 and were signed on its behalf by


David Roxburgh
Director

Corndrive Limited
Registered Number: 2739844

STATEMENT OF CHANGES IN EQUITY
Financial Year Ended 31 December 2015

	Called-up share capital presented as equity £	Total £
Balance at 1 January 2014	<u>2</u>	<u>2</u>
Profit for the financial year	-	-
Other comprehensive income for the financial year	-	-
Total comprehensive income for the financial year	<u>-</u>	<u>-</u>
Balance at 31 December 2014	<u>2</u>	<u>2</u>
Balance at 1 January 2015	<u>2</u>	<u>2</u>
Profit for the financial year	-	-
Other comprehensive income for the financial year	-	-
Total comprehensive income for the financial year	<u>-</u>	<u>-</u>
Balance at 31 December 2015	<u>2</u>	<u>2</u>

The notes on pages 11 to 13 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 General information

Corndrive Ltd is an investment holding company incorporated by shares in the UK. The address of its registered office is 28 Hobbs Industrial Estate, Newchapel, Lingfield, Surrey, RH7

The principal activity of the group is outlined in the Directors Report on page 3.

Fitzwilton Limited, a company incorporated in the Republic of Ireland, is the parent undertaking of the largest group which consolidated these financial statements.

The company's ultimate holding company is Gilhome Limited, a company incorporated in the British Virgin Islands and controlled by Sir Anthony O'Reilly and PJ Goulandris. Copies of the financial statements of Fitzwilton Limited may be obtained from the Company Secretary, Beech House, Beech Hill Office Campus, Clonskeagh, Dublin 4, Ireland.

2 Statement of compliance

The individual financial statements of Corndrive Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements. There were no transition adjustments.

(a) Basis of preparation

The entity financial statements have been prepared under the historical cost convention, modified by the revaluation of certain land and buildings and in accordance with applicable accounting standards.

(b) Reporting currency

The financial statements are expressed in Pounds Sterling (£).

(c) Exemptions for qualifying entities under FRS 102

The company has taken advantage of the following exemptions:

- (i) From preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows.

(d) Consolidated financial statements

The company is a wholly owned subsidiary of Fitzwilton Limited and of its ultimate parent, Gilhome Limited. It is included in the consolidated financial statements of Fitzwilton Limited which are publicly available. Therefore the company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are the company's separate financial statements.

NOTES TO THE FINANCIAL STATEMENTS - continued

4 Critical accounting judgements and estimation uncertainty

Estimates and judgements made in the process of preparing the entity financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical judgement in applying the entity's accounting policies

There were no critical judgements made by the directors that had a significant effect on the amounts recognised in the financial statements.

5 Operating expenses

The company did not trade during the year and accordingly there were no profits or losses earned or incurred during the year.

Directors' remuneration for the year was £Nil.

6 Investments

Shares in
parent
company
£

Cost:

At 31 December 2015 and 2014

50,000

Investments consist of 500 ordinary shares of £1 each and 49,500 management redeemable preference shares of £1 each in Erne Holdings Limited, the company's parent undertaking.

7 Debtors

2015
£

2014
£

Amount owed by group undertakings

2

2

All amounts due from the group undertakings are due on demand and interest free.

8 Creditors: amounts falling due within one year

2015
£

2014
£

Loan from parent undertaking

50,000

50,000

All amounts due to parent undertakings are due on demand and interest free.

The parent undertaking was confirmed that it will not seek repayment of the amounts owed for a minimum of twelve months from the date of the signing of these accounts.

NOTES TO THE FINANCIAL STATEMENTS - continued

9 Share capital

	Authorised	
	2015 £	2014 £
Ordinary shares of £1 each	<u>100</u>	<u>100</u>

	Allotted, called up and fully paid	
	No. 2015 £	No. 2014 £
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

10 Related party transactions

Corndrive Limited is wholly owned within the Fitzwilton Limited Group. Transactions with Fitzwilton Limited and with other wholly owned subsidiary undertakings of Fitzwilton Limited are not disclosed as the company has taken advantage of the exemption available under FRS 102. There were no other related party transactions during the year.

11 First time adoption of FRS 102

This is the first year the company has presented its results under FRS 102. The last financial statements under Irish GAAP were for the year ended 31 December 2014. The date of transition to FRS 102 was 1 January 2014. There were no measurement adjustments arising from the company's transition to FRS 102 at 1 January 2014 or at the comparative date 31 December 2014. Therefore, the result for the financial year ended 31 December 2014 and the total equity as at 1 January 2014 and 31 December 2014 remains constant under FRS 102 with that previously reported under Irish GAAP.

12 Approval of the financial statements

The financial statements were approved by the directors on 29 September 2016.