

ABF Overseas Limited

Annual report and financial statements

Registered number

03313345

17 September 2016

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Strategic report

Review of the company's business

During the period the principal activity of ABF Overseas Limited ("the company") was the holding of shares in subsidiary companies. The principal activities of the subsidiaries were the processing and manufacture of food and food ingredients, and textile retailing in the UK, continental Europe and the USA.

During the period the main activities of the company remained unchanged and the directors anticipate that the company will continue to operate on the same basis.

Trading results and transfer to reserves

The company's result for the year is reflected in the statement of total comprehensive income on page 5. The profit on ordinary activities after taxation amounted to £263.3m (2015: £345.7m). Dividends of £807.8m were declared and paid in the period (2015: nil).

Principal risks and uncertainties

The company is exposed to the same risks and uncertainties as those of its parent, the details of which are described in the annual report and accounts of Associated British Foods plc.

Risk management review

The company's risk management process seeks to enable the early identification, evaluation and effective management of the key risks facing the business at operational level and to operate internal controls which adequately mitigate these risks. This process is also undertaken by the subsidiaries in which the company has an interest. Each business is responsible for regularly assessing its risk management activities to ensure good practice in all areas. Compliance with the process is monitored six monthly and these assessments are formally reviewed at least annually. Reports on internal financial control issues raised by management and the external auditor are reported to the board of the company's parent, Associated British Foods plc, at least annually.

By order of the board



PA Russell
Director

7 June 2017

Directors' report

The directors present their annual report and financial statements for the 53 week period ended 17 September 2016. The financial statements are presented in sterling rounded to the nearest thousand.

Directors

The directors who held office during the period were:

JG Bason
PA Russell
RS Schofield

Directors indemnities

The directors have benefited from the ABF group's Directors and Officers Insurance policy. Two directors benefited from indemnity provisions provided by the company's immediate holding company during the financial period and as at the date of this report, subject to the conditions set out in the Companies Act 2006.

Going concern

After making due enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operation for at least 12 months from the date on which these financial statements are approved. Accordingly the financial statements have been prepared on the going concern basis.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

KPMG LLP resigned as auditor of the company with effect from 10 December 2015 and a copy of the notice of resignation was subsequently filed with the Registrar of Companies. In accordance with section 485(3)(c) of the Companies Act 2006, the directors appointed Ernst & Young LLP as auditor of the company for the financial year ending 17 September 2016.

Pursuant to Section 485(4) of the Companies Act 2006, the directors are proposing that the sole member of the company passes a resolution to re-appoint Ernst & Young LLP as auditor of the company for the year commencing 18 September 2016.

Employees

The company is an investment company that does not trade and it has no employees.

By order of the board



PA Russell
Director

Weston Centre
10 Grosvenor Street
London
W1K 4QY

7 June 2017

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, 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 they have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law), including Financial Reporting Standard 101 '*Reduced Disclosure Framework*'.

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 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 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.

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Independent auditor's report to the members of ABF Overseas Limited

We have audited the financial statements of ABF Overseas Limited for the 53 week period ended 17 September 2016 which comprise the statement of total comprehensive income, the balance sheet, the statement of changes in shareholder's equity and the related notes 1 to 16. 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), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the statement of directors' responsibilities 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). 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 and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 17 September 2016 and of its profit for the period then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, including Financial Reporting Standard 101 'Reduced Disclosure Framework'; 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 Strategic report and Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.

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; or

Ernst & Young LLP

Andrew Walton (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
7 June 2017

Statement of total comprehensive income

for the 53 week period ended 17 September 2016

	Notes	53 week period to 17 September 2016 £'000	52 week period to 12 September 2015 £'000
Administration costs		(998)	(214)
Income from fixed asset investments	6	264,560	341,301
Profit on ordinary activities before interest and taxation		263,562	341,087
Net interest payable	7	(3,231)	(1,778)
Profit on ordinary activities before taxation		260,331	339,309
Tax credit on profit on ordinary activities	8	2,997	6,371
Profit on ordinary activities after taxation		263,328	345,680
Other comprehensive income		28,649	112,067
Total comprehensive income		291,977	457,747

There is no material difference between the company's results as reported and on a historical cost basis. Accordingly, no note of historical cost profits and losses has been prepared.

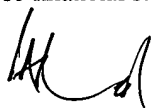
The notes on pages 8 to 18 form part of these financial statements.

Balance sheet

At 17 September 2016

	Notes	2016 £'000	2015 £'000
Fixed assets			
Investments in subsidiaries, joint ventures and partnerships	10	3,992,275	3,859,254
Other investments		3,343	3,343
		<hr/>	<hr/>
		3,995,618	3,862,597
Current assets			
Debtors			
- due within one year	11	315,040	15,616
- due after one year	11	10,511	4,660
Derivative asset		-	32,742
Deferred tax asset		377	231
Cash		1	1
		<hr/>	<hr/>
		325,929	53,250
Current liabilities			
Creditors due within one year	12	(1,476,378)	(570,249)
Derivative liability		(15,815)	-
		<hr/>	<hr/>
Net current liabilities		(1,166,264)	(516,999)
		<hr/>	<hr/>
Total assets less current liabilities		2,829,354	3,345,598
Creditors due after one year	12	(367,323)	(367,784)
		<hr/>	<hr/>
Net assets		2,462,031	2,977,814
		<hr/>	<hr/>
Capital and reserves			
Called-up share capital	13	1,427,180	1,427,180
Share premium		175,554	175,554
Profit and loss account		738,984	1,283,416
Translation reserve		120,313	91,664
		<hr/>	<hr/>
Equity shareholder's funds		2,462,031	2,977,814
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 7 June 2017 and were signed on its behalf by:



PA Russell
Director

The notes on pages 8 to 18 form part of the financial statements.

Statement of changes in shareholder's equity

for the 53 week period ended 17 September 2016

	<i>Note</i>	Called up share capital £'000	Share premium £'000	Profit and loss account £'000	Translation reserve £'000	Total £'000
Balance as at 13 September 2014		1,427,180	175,554	811,664	105,669	2,520,067
Profit for the financial period		-	-	345,680	-	345,680
Net gain on return of capital		-	-	126,072	-	126,072
Effect of movements in foreign exchange		-	-	-	(14,005)	(14,005)
Total comprehensive income for the period		-	-	471,752	(14,005)	457,747
Balance as at 12 September 2015		1,427,180	175,554	1,283,416	91,664	2,977,814
Profit for the financial period		-	-	263,328	-	263,328
Effect of movements in foreign exchange		-	-	-	28,649	28,649
Total comprehensive income for the period		-	-	263,328	28,649	291,977
Dividend paid	9	-	-	(807,760)	-	(807,760)
Balance as at 17 September 2016		1,427,180	175,554	738,984	120,313	2,462,031

Notes to the financial statements

1 Basis of preparation and statement of compliance with FRS 101

The financial statements of ABF Overseas Limited (the “company”) for the 53 week period ended 17 September 2016 were authorised for issue by the board of directors on 7 June 2017.

The company’s financial statements are presented in sterling, rounded to the nearest thousand pounds (£’000), except where otherwise indicated. They are prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101) and the Companies Act 2006. These financial statements are the first the company has prepared in accordance with FRS 101. Details of the impact of transition are given in note 16.

The company has taken advantage of the disclosure exemptions permitted by FRS 101 in relation to financial instruments, capital management, presentation of a cash flow statement, standards not yet effective, impairment of assets and certain related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements of Associated British Foods plc.

The company has also taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Associated British Foods plc and its results are included in the parent company’s consolidated financial statements. These consolidated financial statements are available to the public and may be obtained from Associated British Foods plc, Weston Centre, 10 Grosvenor Street, London, W1K 4QY. They are also available for download on the group’s website at www.abf.co.uk.

The company is incorporated and domiciled in England and Wales.

The principal accounting policies adopted by the company are set out in note 3 below. They have been applied consistently to all years presented.

2 Accounting reference date

These accounts have been prepared for the 53 week period ended 17 September 2016.

3 Significant accounting policies

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

Dividends

Dividends, both payable and receivable, are recognised in the year in which they are paid or received.

Income tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

Investments

The company values its investments in subsidiaries, joint ventures and associates at cost less any provision for impairment, except for those investments hedged in accordance with IAS 39 *Financial Instruments: Recognition and Measurement*. These investments are treated as foreign currency assets from inception of the hedge and revalued at each reporting date at the appropriate forward currency rate. Foreign exchange differences arising on such revaluations are taken to the income statement along with the gains or losses arising on the related foreign currency borrowings and instruments.

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding net current liabilities of £1,166m, which the directors believe to be appropriate for the following reasons:

- the company is dependent upon its parent company and fellow subsidiaries for continuing financial support; and

Notes to the financial statements (*continued*)

- ABF Investments plc (immediate parent company) has provided the company with an undertaking that it will continue to make available such funds as are needed by the company for at least twelve months from the date on which these financial statements are signed. This will enable the company to meet its liabilities as they fall due.

After considering the above, the directors have concluded that they have reasonable expectation that the company has adequate resources to continue as a going concern for the foreseeable future. For this reason they adopt the going concern basis

Financial assets and liabilities

Financial assets and liabilities, except for derivatives, are measured initially at fair value plus directly attributable transaction costs and thereafter at amortised cost.

Derivatives

Derivatives are used to manage the company's economic exposure to financial risks. The principal instruments used are foreign exchange contracts and swaps (the 'hedging instrument'). The company does not use derivatives for speculative purposes. Derivatives are recognised in the balance sheet, at fair value, based on market prices or rates, or calculated using either discounted cash flow or option pricing models.

Changes in the value of derivatives are recognised in the income statement unless they qualify for hedge accounting, when recognition of any change in fair value depends on the nature of the item being hedged.

The purpose of hedge accounting is to mitigate the impact on the company's income statement of changes in foreign exchange rates, by matching the impact of the hedged risk and the hedging instrument in the income statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised, or no longer qualifies for hedge accounting.

Foreign currency translation

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the income statement.

The assets and liabilities of the company's foreign branch are denominated in foreign currencies and are translated into sterling at the rate of exchange at the balance sheet date. Income and expenses are translated into sterling at an average exchange rate. Any difference that arises due to a variance between the rate of exchange at the balance sheet date and the average is recorded in reserves.

4 Auditor's remuneration

The auditor's remuneration was borne by Associated British Foods plc in the current and previous period.

5 Directors' emoluments

Key management, which is limited to the named directors of the company, received no emoluments in respect of their services to this company in either the current or the prior period.

6 Income from fixed asset investments

	2016 £'000	2015 £'000
Income from shares in group undertakings	263,708	340,544
Income from shares in joint ventures	724	673
Income from other investment	128	84
	<hr/>	<hr/>
	264,560	341,301
	<hr/>	<hr/>

Notes to the financial statements *(continued)*

7 Net interest payable

	2016 £'000	2015 £'000
Interest receivable		
Interest income on loans to fellow subsidiary undertakings	31	54
Foreign exchange gains on financing activities	3,330	7,347
	<hr/>	<hr/>
	3,361	7,401
	<hr/>	<hr/>
Interest payable		
Interest expense on borrowings from fellow subsidiary undertakings	(2,516)	(2,543)
Interest expense on borrowings from parent undertaking	(4,076)	(6,636)
	<hr/>	<hr/>
	(6,592)	(9,179)
	<hr/>	<hr/>
Net interest payable	<hr/> (3,231) <hr/>	<hr/> (1,778) <hr/>

Notes to the financial statements (continued)

8 Tax credit on profit on ordinary activities

(a) Analysis of the tax credit for the period

	2016 £'000	2015 £'000
<i>Current tax credit:</i>		
Current tax on the income for the period	1,722	583
Adjustments in respect of prior periods	1,129	5,557
Total current tax	<u>2,851</u>	<u>6,140</u>
<i>Deferred tax:</i>		
Origination/reversal of timing differences	(287)	-
Effect of change in tax rate	34	-
Adjustment in respect of previous years	399	231
Total deferred tax	<u>146</u>	<u>231</u>
Tax credit on profit on ordinary activities	<u>2,997</u>	<u>6,371</u>

(b) Factors affecting tax charge for the period

The tax credit for the period differs from the charge that would have arisen at the standard rate of corporation tax in the UK of 20% (2015: 20.54%). The differences are explained below:

	2016 £'000	2015 £'000
Profit on ordinary activities before tax	260,331	339,309
Current tax at effective rate of 20% (2015 - 20.54%)	52,066	69,718
Prior period adjustment	(1,528)	(5,788)
Non-taxable dividends from overseas companies	(52,912)	(70,127)
Overseas withholding tax not recoverable	(956)	40
Expenses not deductible/(income not taxable)	338	(215)
Effect of rate change	(5)	1
Total tax credit	<u>(2,997)</u>	<u>(6,371)</u>

(c) Factors affecting future tax credits or charges

The UK corporation tax rate was reduced to 20% with effect from 1 April 2015, and further reductions to 19% and 17% have also now been enacted which take effect in April 2017 and April 2020 respectively. Accordingly deferred tax balances have been calculated using these rates as appropriate.

9 Dividends

	2016 £'000	2015 £'000
Equity dividends on ordinary shares declared and paid during the year	807,760	-

No further dividends have been proposed.

Notes to the financial statements *(continued)*

10 Investments in subsidiaries, joint ventures and partnerships

	Shares in subsidiaries £'000	Shares in joint ventures £'000	Shares in partnerships £'000	Total £'000
At 13 September 2014	3,272,468	6,207	417,780	3,696,455
Additions	1,748,801	-	-	1,748,801
Return of capital	(1,144,605)	-	-	(1,144,605)
Disposal	-	-	(355,416)	(355,416)
Amounts written off	(25,839)	-	-	(25,839)
Effect of movements in foreign exchange	2,222	-	(62,364)	(60,142)
At 12 September 2015	3,853,047	6,207	-	3,859,254
Additions	320,961	-	-	320,961
Disposal	(314,060)	-	-	(314,060)
Transfer to subsidiary	1,029	(1,029)	-	-
Effect of movements in foreign exchange	126,120	-	-	126,120
At 17 September 2016	3,987,097	5,178	-	3,992,275

During the year the company was part of a restructuring of entities within the Associated British Foods group. The company disposed of its investment in Sizzles International Limited Unlimited Company of £665.5m, and subsequently increased its investment in Primark Limited for £665.5m, with no resulting gain or loss.

During the year the company increased its investments in AB CALSA S.A. de C.V. by £15.7m, Enzymes Leasing Finland Oy by £7.8m, AB Mauri Middle East FZE by £3.0m, Alternative Swine Nutrition, S.L. by £9.5m and AB Mauri Philippines, Inc. by £1.5m. During the year the company made new investments of £2.7m in Bodit Tachov S.r.o., £5.6m in Agro Korn A/S, £247.5m in AB Sugar Africa Limited, £17.0m in Primark France SAS and £8.5m in ABF Italy Holdings S.r.l., as well as other minor additions.

During the year the company also disposed in full its interest in Beauvallet Investments of £269.9m and Portelet Investments of £0.5m, and reduced its overall investment in ABF HK Finance Limited by £43.6m, along with another minor disposal of an investment.

The company was also part of a restructuring of entities within the Associated British Foods plc group in the prior year. AB Foods Australia Ltd and AB Foods Luxemburg Sarl (which were acquired during the 2015 year for £580.3m), undertook capital reductions and returned capital invested by the company of £574.2m and £570.4m respectively. A gain of £126.1m was realised on the transactions being the difference between the gross consideration received of £1,270.7m, which included a £322.8m investment in ABF US Holdings Limited and loan notes of £947.9m, and the carrying value of the related investments of £1,144.6m.

The company also increased its investments in Abdale Finance Limited by £494.0m, Food Investments Pty Limited by £260.3m, ABF HK Finance Limited by £42.2m and AB Mauri Italia S.p.A. by £20.9m, as well as other minor additions. The company also disposed of its £355.4m partnership share in Wynard Park LP at its book value with no resulting gain or loss.

No provisions for impairment were required in the current or prior financial periods.

A list of the related undertakings of the company is given on page 13. Shares in each undertaking are held by a member of the Associated British Foods plc group of companies, except for shares in those entities marked with an asterisk, which are held directly by the company. The percentages given show the company's ultimate interest and therefore allow for the position where interests in subsidiaries and joint ventures are held by partly-owned intermediate subsidiaries.

Notes to the financial statements (continued)

Investments in subsidiaries, joint ventures and partnerships (continued)

Name	Country	% effective holding if not 100%	Name	Country	% effective holding if not 100%
Subsidiary undertakings			AB Vista Asia Pte. Limited*	Singapore	
AB (Harbin) Food Ingredients company Limited	China		AB Vista Brasil Comércio De Alimentação	Brazil	
AB Agri Animal Nutrition (Jilin) Co., Ltd	China		Animal Ltda*		
AB Agri Animal Nutrition (Nantong) Co., Ltd	China		AB Vista Iberia, S.L.	Spain	
AB Agri Pumeixin Tech (Jiangxi) Co. Ltd.	China		AB Vista, Inc.	United States	96
AB Agri, LLC (in liquidation)*	Russia		AB World Foods Pty Ltd	Australia	
AB Azucarera Iberia, S.L. Sociedad Unipersonal	Spain		Abdale Finance Limited*	Ireland	
AB Brasil Indústria e Comércio de Alimentos Ltda*	Brazil		ABF Colón Park, S.L.U.	Spain	
AB Calsa S.A.	Ecuador		ABF Europe Finance Limited*	UK	
AB CALSA S.A. de C.V.*	Mexico		ABF Green Park Limited	UK	96
AB CALSA SERVICIOS, S. DE R.L. DE C.V.*	Mexico		ABF HK Finance Limited*	UK	
AB Enzymes Oy*	Finland		ABF Italy Holdings S.r.l.*	Italy	
AB Enzymes Trading (Shanghai) Co., Ltd	China		ABF MXN Finance Limited*	UK	
AB Food & Beverages Australia Pty. Limited	Australia		ABF North America Corp.	United States	96
AB Food & Beverages Philippines, Inc.*	Philippines	99	ABF North America Holdings, Inc.	United States	96
AB Food and Beverages Taiwan, Inc.*	Taiwan		ABF Overseas Limited, Sucursal en España*	Spain	
AB Foods Australia Limited*	UK		ABF Twinings Beverages (Shanghai) Limited*	China	
AB Foods Luxembourg S.a.r.l. (in liquidation)*	Luxembourg		ABF US Holdings Limited*	UK	
AB Foods Polska Spółka z ograniczona	Poland		ABF Wynyard Park Limited Partnership	Australia	
odpowiedzialnoscia (AB Foods Polska SP. z o.o.)*			Abitec Corporation	United States	96
AB Mauri (Beijing) Food Sales and Marketing	China		ABNA (Tianjin) Feed Co, Ltd	China	
Company Limited			ABNA Feed (Anhui) Co., Ltd	China	
AB Mauri (Canada) Limited	Canada		ABNA Feed (Liaoning) Co., Ltd.	China	
AB Mauri Camellia Pty Limited	Australia		ABNA Management (Shanghai) Co., Ltd.	China	
AB Mauri Food Inc.	United States	96	ACH Food Companies of Puerto Rico, Inc.	Puerto Rico	96
AB Mauri Food, S.A	Spain		ACH Food Companies, Inc.	United States	96
AB Mauri Foods (Shanghai) company Limited*	China	90	ACH Foods Mexico, S. de R.L. de C.V.*	Mexico	
AB Mauri France SAS*	France		ACH Jupiter LLC	United States	96
AB Mauri Hispanoamerica S.A.	Argentina	90	Agro Korn A/S *	Denmark	
AB Mauri India (Private) Limited	India		Agroteo S.A.	Spain	51
AB Mauri Investments (Asia) Pte Ltd*	Singapore		Allied Foods (NZ) Ltd	New Zealand	
AB Mauri Italy S.p.A.*	Italy		Alternative Swine Nutrition, S.L.	Spain	
AB Mauri Lanka (Private) Limited	Sri Lanka		Anzchem NZ Limited	New Zealand	
AB Mauri Malaysia Sdn. Bhd.	Malaysia	52	ANZCHEM PTY LIMITED	Australia	96
AB Mauri Middle East FZE*	United Arab Emirates		Associated British Foods Asia Pacific Holdings Limited	Hong Kong	
AB Mauri Netherlands European Holdings B.V.*	Netherlands	23	Associated British Foods Holdings (China) Co., Ltd	China	
AB Mauri Overseas Holdings Limited	Australia		B.V. ABF Delaware, Inc	United States	96
AB Mauri Pakistan (PRIVATE) Limited	Pakistan	60	Bar Circle Ranch Limited	Swaziland	60
AB Mauri Pakistan Pty Limited	Australia		Bodit Tachov S.r.o.*	Czech Republic	
AB Mauri Philippines, Inc.*	Philippines		Bonuit Investments Limited*	Jersey	
AB Mauri Portugal, S.A.	Portugal	96	Botian Sugar (Chayou Qianqi) Co., Ltd	China	29
AB Mauri Properties Pty Limited	Australia		Botian Sugar Industry (Zhangbei) Co., Ltd.	China	29
AB Mauri ROW Holdings Pty Limited*	Australia		Botian Sugar Industry Co., Ltd.	China	29
AB Mauri Spain, S.L.U.	Spain				
AB Mauri South America Pty Limited	Australia				
AB Mauri South West Asia Pty Limited	Australia				
AB Mauri Technology & Development Pty Limited	Australia				
AB Mauri Technology Pty Limited	Australia				
AB Mauri Vietnam Limited	Vietnam	66			
AB Sugar Africa Limited	UK				
AB Tip Top (Wuhan) Baking Co Ltd	China				

Notes to the financial statements (continued)

Investments in subsidiaries, joint ventures and partnerships (continued)

Name	Country	% effective holding if not 100%	Name	Country	% effective holding if not 100%
British Sugar Consulting Services (ShangHai) Co Ltd	China		Kilombero Holdings Limited	Mauritius	73
Calsa Chile Inversiones Limitada	Chile		Kilombero Sugar company Limited	Tanzania	55
CALSA de Peru S.A.C.	Peru		Lacsa (Pty) Limited*	South Africa	70
Carabello Trading and Investments 20 Limited	South Africa		Levadura Uruguay S.A.	Uruguay	
CGS Investments (Pty) Limited	South Africa		Lojas Primark Portugal - Exploracao, Gestao e Administracao de Espacos Comerciais S.A.	Portugal	
Compañía Argentina De Levaduras S.A.I.C.	Argentina	91	Malawi Sugar Limited	Malawi	
Compañía de Alimentos Latinoamericana de Venezuela (CALSA) S.A.	Venezuela		Maragra Açucar, S.A.	Mozambique	90
Dwangwa Sugar Corporation Limited	Malawi	76	Mauri Fermentation Argentina Pty Limited	Australia	
East African Supply (Pty) Limited	South Africa		Mauri Fermentation Brazil Pty Limited	Australia	
Enzymes Leasing Finland Oy*	Finland		Mauri Fermentation Chile Pty Limited	Australia	
Fleischmann Foods S.A. *	Colombia		Mauri Fermentation China Pty Limited	Australia	
Food Investments Pty. Limited*	Australia		Mauri Fermentation India Pty Limited	Australia	
George Chapman Proprietary Limited	Australia		Mauri Fermentation Indonesia Pty Limited	Australia	
George Weston Foods (NZ) Limited	New Zealand		Mauri Fermentation Malaysia Pty Limited	Australia	
George Weston Foods Limited	Australia		Mauri Fermentation Philippines Pty Limited	Australia	
Germaines Seed Technology B.V. *	Netherlands		Mauri Fermentation Vietnam Pty Limited	Australia	
Germaines Seed Technology, Inc.	United States	96	Mauri Maya Sanayi A.S.	Turkey	23
Germaines Seed Technology, S.A.	Spain		Mauri Research B.V.*	Netherlands	
Glendale Sugar Limited	South Africa		Mauri Technology B.V.*	Netherlands	
Greensted, S.A.	Uruguay		Mauri Yeast Australia Pty Limited	Australia	
Harbin Mauri Yeast Co., Ltd.	China	85	Meishan Mauri Yeast Co., Ltd. (in liquidation)	China	
Hebei Mauri Food Co., Ltd.	China		Mitra Sugar Limited	UK	
Illovo Distillers (Tanzania) Limited	Tanzania	80	Moyeni Ranch Limited	Swaziland	60
Illovo Distributors (Pty) Limited	South Africa		N&C Enterprises Pty Ltd	Australia	
Illovo Group Financing Services Limited	Mauritius		Nanga Farms PLC	Zambia	66
Illovo Group Holdings Limited	Mauritius		NB Love Industries Pty Ltd	Australia	
Illovo Group Marketing Services Limited	Mauritius		New Zealand Food Industries Limited*	New Zealand	
Illovo Sugar (Malawi) Limited	Malawi	76	Noodsberg Sugar company Limited	South Africa	
Illovo Sugar (South Africa) Limited	South Africa		Nueva Comercial Azucarera, S.A.	Spain	88
Illovo Sugar (Zambia) Limited	Zambia		Panyu Mauri Food Co., Ltd.	China	
Illovo Sugar Espana, S.L.	Spain		PGP International, Inc.	United States	96
Illovo Sugar Proprietary Limited*	South Africa		Premier Nutrition (Nantong) Co., Ltd	China	
Illovo Swaziland Limited	Swaziland	60	Prima	Ireland	
Illovo Tanzania Limited	Tanzania		Primark Austria Limited*	UK	
Illprop (Pty) Limited	South Africa		Primark Austria Ltd & Co KG	Austria	
Indonesian Yeast company Pty Limited	Australia		Primark Fashion B.V.*	Netherlands	
Innovative Baking Technology B.V.*	Netherlands		Primark France SAS*	France	
Jasol Asia Pacific Limited	Thailand		Primark GCM LLC	United States	96
			Primark Holdings	Ireland	
			Primark Italy S.r.l.*	Italy	
			Primark Mode Limited*	UK	
			Primark Limited	Ireland	
			Primark Mode Ltd. & Co. KG	Germany	
			Primark Netherlands B.V.*	Netherlands	

Notes to the financial statements (continued)

Investments in subsidiaries, joint ventures and partnerships (continued)

Name	Country	% effective holding if not 100%	Name	Country	% effective holding if not 100%
Primark Pension Trustees Limited	Ireland		Yantai Mauri Yeast Co., Ltd.	China	92
Primark SA*	Belgium		Yeast Products company	Ireland	46
Primark Senior Executive Pension Trustees Limited	Ireland		Zambia Sugar plc	Zambia	76
Primark Stil B.V.*	Netherlands		Ziggys Ireland Unlimited Company	Ireland	
Primark Tiendas, S.L.U.	Spain				
Primark US Corp.	United States	96	Joint Ventures		
Proofex Products company	Ireland	46	Compañía de Melazas, S.A.	Spain	50
Prospeserv Unipessoal Lda	Portugal	88	Fortnum & Masons Pty Limited	Australia	33
PT AB Food & Beverages Indonesia*	Indonesia	90	Glendale Distilling company	South Africa	50
R. Twining and company Sp. z o. o.*	Poland		Levaduras Collico S.A.	Chile	50
Relax Limited*	Malta	70	Qingdao Xinghua Cereal Oil and Foodstuff Co., Ltd	China	25
Reynolds Brothers Limited	South Africa		Roal Oy*	Finland	50
S.A. Sugar Distributors (Pty) Limited	South Africa		Stratas Foods LLC	United States	48
Serrol Ingredients Pty Limited	Australia		Stratas Receivables I LLC	United States	48
Servicios Alimentos Capullo, S. de R.L. de C.V.*	Mexico		Supreme Oil Company LLC (formerly Acquisition XVI LLC)	United States	48
Shanghai AB Food & Beverages Co., Ltd	China				
Sizzlers	Ireland		Associated Undertakings		
Sizzles International Unlimited Company*	Ireland		Gledhow Sugar company (Pty) Limited	South Africa	30
Smithchem (Pty) Limited	South Africa		Kilombero Sugar Distributors Limited	Tanzania	20
SPI Pharma SAS	France	96	Murray Bridge Bacon Pty Ltd	Australia	20
SPI Pharma, Inc.	United States	96	Big River Pork Pty Ltd	Australia	20
SPI Polyols, LLC	United States	96	New Food Coatings Pty Ltd	Australia	50
SPI Specialties Pharma Private Limited	India		New Food Coatings (New Zealand) Ltd	New Zealand	50
Sucoma Holdings Limited	Mauritius		New Food Coatings (Philippines) Inc	Philippines	50
Surgras S.A.	Argentina	91	New Quality Ingredients PTY Limited	Australia	50
The Jordans and Ryvita company Australia Pty Ltd	Australia		Newly Weds Foods (Thailand) Ltd	Thailand	50
Tukunka Agricultural Limited	Zambia	76	Newly Wed Foods (Trading) Limited	Thailand	25
Twinings North America, Inc	United States	96	Witwood Food Products Pty Limited	Australia	50
Twinings Ovaltine Bangladesh Limited*	Bangladesh		PT Indo Fermex	Indonesia	49
Twinings Ovaltine Nigeria Limited*	Nigeria		P.T. Jaya Fermex	Indonesia	49
Ubombo Sugar Limited	Swaziland	60	PT Sama Indah	Indonesia	49
Umzimkulu Sugar company Limited	South Africa				
Vistavet (Ireland) Limited	Ireland				
Vistavet Limited*	UK				
WA Feeds Pty Ltd	Australia				
Wander AG*	Switzerland				
Xinjiang Mauri Food Co., Ltd.	China	90			

*Directly owned by ABF Overseas Limited

There is no significant loan capital in any of the joint ventures. Each joint venture carries out manufacturing and food processing activities and operates mainly in its country of incorporation. In the opinion of the directors the value of investments in the company's subsidiary undertakings, joint ventures and associated undertakings is not less than the value at which they are stated in the balance sheet.

Notes to the financial statements *(continued)*

11 Debtors

	2016 £'000	2015 £'000
Due within one year		
Group relief receivable	-	805
Amounts owed by fellow subsidiary undertaking	312,928	11,603
Amounts owed by parent undertaking	2,091	3,187
Other debtors	21	21
	<hr/>	<hr/>
	315,040	15,616
	<hr/>	<hr/>
Due after one year		
Amounts owed by fellow subsidiary undertakings	10,511	4,660
	<hr/>	<hr/>

The directors consider the carrying amounts of debtors to be recoverable.

12 Creditors

	2016 £'000	2015 £'000
Due within one year		
Corporation tax	1,994	-
Amounts owed to parent undertaking	1,418,003	565,694
Amounts owed to fellow subsidiary undertakings	51,181	15
Accruals and deferred income	5,200	4,540
	<hr/>	<hr/>
	1,476,378	570,249
	<hr/>	<hr/>
Due after one year		
Amounts owed to parent undertaking	219,678	249,510
Amounts owed to fellow subsidiary undertakings	147,645	118,274
	<hr/>	<hr/>
	367,323	367,784
	<hr/>	<hr/>

The directors consider that the carrying amounts of creditors approximate their fair value.

Notes to the financial statements *(continued)*

13 Share capital

	2016 £'000	2015 £'000
Issued and fully paid		
1,427,180,000 ordinary shares of £1 each	1,427,180	1,427,180
	<u>1,427,180</u>	<u>1,427,180</u>

14 Contingent liabilities

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within the group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee. As at 17 September 2016 the company provided guarantees of £0.3m (2015: £0.2m) in the ordinary course of business.

15 Holding company

The immediate holding company is ABF Investments plc, a company registered in England and Wales. The ultimate holding company is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is headed by Wittington Investments Limited. The smallest group in which they are consolidated is headed by Associated British Foods plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of these groups are available to the public and may be obtained from the registered office of Associated British Foods plc, Weston Centre, 10 Grosvenor Street, London, W1K 4QY. The consolidated accounts of Associated British Foods plc are also available for download on the group's website at www.abf.co.uk.

16 Transition to FRS 101

For all periods up to and including the period ended 12 September 2015, the company prepared its financial statements in accordance with previously extant United Kingdom Generally Accepted Accounting Practice ("UK GAAP"). The financial statements for the 53 weeks ended 17 September 2016 are the first the company has prepared in accordance with FRS 101.

The company's transition date to FRS 101 was 13 September 2014, which is the date from which any changes in accounting policies, restatements or presentational changes required on adoption of FRS 101 have been made. The comparative financial information for the 52 weeks ended 12 September 2015 has been re-presented in line with FRS 101.

The principal differences between previous UK GAAP and FRS 101 are set out below, in addition to which there are minor presentational differences in the format of the balance sheet.

Investments

Under previous UK GAAP certain investments were hedged in accordance with paragraph 51 of SSAP 20. Those investments were treated as foreign currency assets from inception of the hedge and then revalued at each reporting date. Foreign exchange differences arising on such revaluations were taken to reserves along with the gains or losses arising on the related foreign currency borrowings and instruments.

Under FRS 101, certain investments have been designated into fair value hedge relationships and the hedged portion of these investments are treated as foreign currency assets from the date of transition and then revalued at each reporting date. Foreign exchange differences arising on such revaluations are taken to the income statement along with the gains or losses arising on the related foreign currency borrowings and instruments.

Notes to the financial statements (continued)

16. Transition to FRS 101 (continued)

The effect of this change in the income statement, other comprehensive income and the balance sheet is shown in the following table:

Reconciliation of equity as at 12 September 2015

	UK GAAP £'000	Adjustments £'000	FRS 101 £'000
Investments in subsidiaries, joint ventures and partnerships	3,807,006	52,248	3,859,254
Debtors due within one year	48,358	(32,742)	15,616
Derivative asset	-	32,742	32,742
Deferred tax asset	-	231	231
Net assets	2,925,335	52,479	2,977,814
Profit and loss account	1,274,446	8,970	1,283,416
Translation reserve	48,155	43,509	91,664
Equity shareholder's funds	2,925,335	52,479	2,977,814

There are no differences between UK GAAP and FRS 101 for equity reported at the transition date of 13 September 2014.

Reconciliation of total comprehensive income for the 52 week period ending 12 September 2015

	UK GAAP £'000	Adjustments £'000	FRS 101 £'000
Net interest payable	(10,517)	8,739	(1,778)
Profit on ordinary activities before taxation	330,570	8,739	339,309
Tax credit on profit on ordinary activities	6,140	231	6,371
Profit on ordinary activities after taxation	336,710	8,970	345,680
Other comprehensive income	68,558	43,509	112,067
Total comprehensive income	405,268	52,479	457,747