



Momentum Services Limited

Annual report and accounts

Registered number 03874110

31 December 2013



Officers and professional advisers

Directors

Valentino Fabbian
David Cheeseman
Joseph N Zaidan
Fabio Croce Sebastiani
Frank Whittaker

Secretary

Antonio Ghirarduzzi

Registered office

90A Tooley Street
London
SE1 2TH

Bankers

Barclays Bank Plc
54 Lombard Street
London
EC3P 3AH

Barclays Bank Plc
45 Boulevard Haussman
75009
Paris
France

CBC Bank
Succursale Louise
Avenue Louise 525-527
1050 Bruxelles
Belgium

Auditors

Baker Tilly Audit Limited
25 Farringdon Street
London
EC4A 4AB

Lawyers

Stephenson Harwood LLP
1 Finsbury Circus
London
EC2M 7SH

Strategic report

Principal activities

The principal activity of the company is the provision of railway restaurant and related services on board Eurostar trains running between London and Paris, London and Brussels and to other destinations pursuant to a contract entered into with Eurostar International Limited ("Eurostar"). The company also operates the Business Premier Lounges and the on-board equipment management contracts with Eurostar.

Market overview and contracts

During 2013, the business has maintained a satisfactory level of activity with an increase in passenger volume of 1.7% compared to 2012. Volume is expected to stay at the same level in 2014 due to the stability of the market.

The current on-board contract, signed at the beginning of 2007, expires on 31 May 2014. The Business Premier Lounge services contract also expires on 31 May 2014 and relates to the provision of catering, cleaning and other services in the Business Premier lounges in London, Paris and Brussels. The Paris lounge services are subcontracted to Lounge Services SAS, a fellow subsidiary company incorporated in France.

The client, Eurostar, invited the company, via its ultimate parent Cremonini S.p.A., to enter into negotiation for a new contract. As a result the company has entered into an agreement with Eurostar to provide the on-board services and the Business Premier Lounge services and to manage the on-board equipment under the same principles and scopes of the current contract for a new 7 year period starting on 1 June 2014 and ending 31 May 2021. The new agreement was signed on 11 December 2013.

Results for the year

Profit after taxation for the financial year amounted to €926,000 (2012: €1,289,000).

The two main Key Performance Indicators, as outlined in the Eurostar contracts (customers' satisfaction score and cost savings), show that the organisation has performed to expectations in 2013. The management fee score for the on-board contract has been maintained at 95% whilst the lounge contract achieved a score of 87.60%.

Operating profit has maintained a satisfactory level at 2.02% of turnover, primarily as a result of maintaining an excellent level of customer service and cost efficiency mainly from ground cost and lounge contracts with Eurostar.


Principal risks and uncertainties

Going concern risk

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in this report. The company is dependent on one source of income, that is income from contracts operated with Eurostar in relation to the provision of railway restaurant and related services on board Eurostar trains running between London and Paris, London and Brussels and to other destinations. The company also operates the Business Premier Lounges and Equipment contracts with Eurostar. At the balance sheet date all contracts have 7 years and 5 months to completion.

The directors consider that the provision of these contracts will provide sufficient resources for the company to continue to meet its liabilities as they fall due and as such the financial statements have been prepared on a going concern basis. The budget for 2014, approved by the Board of directors in October 2013, indicates that the company is expected to maintain the current profitability for the next financial year. In addition, the directors have reviewed the forecasted cash flows of the company which indicate that cash flows will remain positive for at least twelve months from the date of the approval of the financial statements.

By order of the board,


David Cheeseman
Director

90A, Tooley Street,
London
SE1 2TH
18 March 2014

Directors' report

Directors and their interests

The directors who served during the year and up to the date of this report were as follows

David Cheeseman
Valentino Fabbian
Kim Bircham (resigned 15 January 2014)
Anthony John Keating (resigned 15 January 2014)
Joseph N Zaidan
Fabio Croce-Sebastiani
Ian Mitchell (resigned 15 January 2014)
Frank Whittaker (appointed 15 January 2014)

None of the directors hold any interest in the company. During the year, Joseph N Zaidan and Valentino Fabbian were directors of Chef Express S p A. Valentino Fabbian was also a director of Cremonini S p A, which is the ultimate parent company. Their interests in Chef Express S p A and Cremonini S p A are disclosed in those companies' accounts.

Fabio Croce-Sebastiani's salary was paid by Momentum Services Limited and then re-charged to Chef Express S p A for services related to Chef Express S p A. The outstanding balance owed to the company at 31 December 2013 in respect of these charges is €68,647 (2012 €58,241). The total recharge for the year is €144,767 (2012 €146,796).

Ownership

At the balance sheet date, the company was jointly owned by Chef Express S p A, a company incorporated in Italy, which held 51% of the equity, and Rail Gourmet Group Limited, a company incorporated in England and Wales which held 49% of the equity.

On 25 November 2013 Chef Express S p A agreed to sell its entire holding of 114,750 Ordinary A shares of €1.967 each to Chef Express UK Limited. The transfer of the shares was executed on 15 January 2014.

On 31 December Rail Gourmet Group Limited agreed to sell its entire holding of 110,250 Ordinary B shares of €1.967 each to Chef Express UK Limited. The transfer of the shares was executed on 15 January 2014.

Dividend

Dividends totalling €1,300,000 were paid in 2013, €663,000 to Chef Express S p A and €637,000 to SSP Financing UK Limited (2012 €1,200,000).

A final dividend for the financial year of €700,000 will be proposed at the forthcoming AGM. No provision for this dividend has been made at the Balance Sheet date.

Employees

Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the company continues and the appropriate training is arranged. It is the policy of the company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that employees' views are taken into account when decisions are made that are likely to affect their interests. It ensures that all the employees are aware of the financial and economic performance of their business units and of the company as a whole. Communications with all employees continue through the house newspaper, newsletters and briefing groups.

Directors' report (continued)

Political and charitable donations

No political or charitable donations were made by the company during the year ended 31 December 2013 (2012 € Nil)

Disclosure of information to auditors

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 auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

In accordance with Section 516 of the Companies Act 2006, Ernst & Young resigned as auditors of the company on 7 May 2013. Subsequently on 8 May 2013 a resolution was passed by the Board to appoint Baker Tilly Audit Limited as auditors of the company.

In accordance with Section 487 of the Companies Act 2006, Baker Tilly Audit Limited will be deemed to be re-appointed as auditors of the company.

By order of the board,


David Cheeseman
Director

90A, Tooley Street,
London
SE1 2TH
18 March 2014

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the strategic report, the director's report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 a 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.

Independent auditors' report to the members of Momentum Services Limited

We have audited the financial statements of Momentum Services Limited for the year ended 31 December 2013 on pages 7 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

As explained more fully in the Directors' Responsibilities Statement as set out on page 5, 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 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 Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

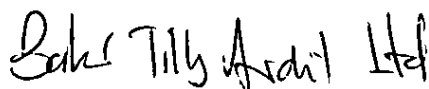
Opinion on other matter prescribed by the Companies Act 2006

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

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.



*Tony Castagnetti, Senior Statutory Auditor, chartered accountant
for and on behalf of Baker Tilly Audit Limited, Statutory Auditor
London*

21 March 2014

Profit and loss account
For the year ended 31 December 2013

| | Note | 2013 €'000 | 2012 €'000 |
|--|------|---------------|---------------|
| Turnover | 2 | 58,388 | 57,475 |
| Operating statement charges | | (48) | (43) |
| Gross profit | | 58,340 | 57,432 |
| Raw material and consumables | | (20,051) | (18,913) |
| Depreciation | | (228) | (172) |
| Other external charges | | (7,487) | (7,092) |
| Staff costs | 4 | (28,852) | (28,865) |
| Other operating charges | | (434) | (547) |
| Exchange differences | | (107) | 28 |
| Operating profit | 5 | 1,181 | 1,871 |
| Interest receivable and similar income | 6 | 10 | 15 |
| Interest payable and similar charges | 7 | (3) | (3) |
| Profit on ordinary activities before taxation | | 1,188 | 1,883 |
| Tax on profit on ordinary activities | 8 | (262) | (594) |
| Profit for the financial year | | 926 | 1,289 |


The results shown above are derived wholly from continuing operations

The company has no recognised gains or losses other than profits for the current year or previous period
Accordingly, no statement of total recognised gains or losses is presented

Balance sheet
At 31 December 2013

| | Note | 2013 | | 2012 | |
|--|------|---------------|--------------|---------------|--------------|
| | | €'000 | €'000 | €'000 | €'000 |
| Fixed assets | | | | | |
| Computer software | 10 | | 2 | | 18 |
| Tangible assets | 10 | | 112 | | 297 |
| | | | <u>114</u> | | <u>315</u> |
| Current assets | | | | | |
| Stock | 11 | 1,019 | | 1,054 | |
| Debtors | 12 | 7,370 | | 7,317 | |
| Shareholders loan | 12 | 1,000 | | 1,000 | |
| Cash at bank and in hand | | 3,620 | | 4,055 | |
| | | <u>13,009</u> | | <u>13,426</u> | |
| Creditors amounts falling due within one year | 13 | (11,892) | | (12,102) | |
| Net current assets | | | <u>1,117</u> | | <u>1,324</u> |
| Net assets | | | <u>1,231</u> | | <u>1,639</u> |
| Capital and reserves | | | | | |
| Called up share capital | 15 | | 269 | | 269 |
| Redenomination reserve | 16 | | 99 | | 99 |
| Exchange reserve | 16 | | (132) | | (135) |
| Profit and loss account | 16 | | 995 | | 1,406 |
| Equity shareholders' funds | 16 | | <u>1,231</u> | | <u>1,639</u> |

These financial statements were approved by the board of directors on 18 March 2014 and were signed on its behalf by.


Nabil Joseph Zaidan
Director

Cash flow statement
For the year ended 31 December 2013

| | <i>Note</i> | 2013 €'000 | 2012 €'000 |
|--|-------------|-----------------------------|-----------------------------|
| Operating profit | | 1,181 | 1,871 |
| Adjustment for depreciation | <i>10</i> | 228 | 172 |
| Operating profit before working capital changes | | 1,409 | 2,043 |
| (Increase) / Decrease in stocks | | 35 | (236) |
| Decrease / (increase) in debtors | | 180 | 110 |
| Increase / (Decrease) in creditors | | 188 | 267 |
| Net cash inflow from operating activities | | 1,812 | 2,184 |
| Servicing of finance | | | |
| Interest paid | <i>7</i> | (2) | (3) |
| Interest received | <i>6</i> | 10 | 15 |
| Taxation | | | |
| Corporation tax paid | | (946) | (686) |
| Capital expenditure and financial investment | | | |
| Purchase of tangible fixed assets | <i>10</i> | (35) | (204) |
| Dividend paid on shares classified in Shareholders' funds | <i>9</i> | (1,300) | (1,200) |
| Cash inflow before management of liquid resources | | (461) | 106 |
| Financing | | | |
| Increase in loan due in less than one year | | - | - |
| Decrease in current investment | | - | 2 |
| (Increase) in deposit | | - | (32) |
| Increase in cash and cash equivalents | <i>18</i> | (461) | 76 |
| Cash and cash equivalents at beginning of period | | 4,055 | 3,997 |
| Foreign exchange differences | <i>18</i> | 26 | (18) |
| Cash and cash equivalents at the end of the period | <i>19</i> | 3,620 | 4,055 |

Notes to the financial statements at 31 December 2013

1 Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Companies Act 2006.

Turnover

Turnover, which excludes value added taxes, represents the revenues for the provision of the catering and related services on board Eurostar trains. These are matched to the cost in the profit and loss account in the period in which they arise.

Stocks

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

Tangible fixed assets and depreciation

Fixed assets are stated at cost net of depreciation. 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:

| | | |
|---------------------|---|--------------|
| Plant and machinery | - | 3 to 5 years |
| Computer software | - | 3 to 5 years |

Investments

Investments are stated at cost less provision for impairment.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements.

Foreign currencies

The company's functional currency is the Euro. Average FX rate is at 1.1776 and FX closing rate is at 1.2004 to convert the sterling data into Euro. The FX rates are provided by the Bank of England.

As prescribed by FRS 23, the results and financial position of foreign operations where the currency is different to the functional currency are translated into the presentation currency using the following procedures:

- Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet.
- Income and expenses for each income statement are translated at exchange rates at the dates of the transactions. Where this is impracticable, an average rate for the year may be used provided that exchange rates do not fluctuate significantly.

All resulting exchange differences are recognised as a separate component of equity and shown within the foreign exchange reserve.

Pension costs

The company contributes to a defined contribution scheme for employees in the UK, France and Belgium. Pension costs are charged to the profit and loss account in the year in which they are accrued.

Notes to the financial statements (continued)
at 31 December 2013

2 Turnover

Momentum Services Limited provides catering and related services on board Eurostar trains running between the United Kingdom, France and Belgium. The directors consider that the company operates in one geographical segment, being Europe.

3 Remuneration of directors

The aggregate remuneration of the individual directors of Momentum Services Limited for the year ended 31 December 2013 was as follows:

| | 2013 €'000 | 2012 €'000 |
|------------|---------------|---------------|
| Emoluments | 7 | 9 |
| Total | 7 | 9 |

The chairman was employed by the company during the financial year and the emoluments disclosed above are for his services as chairman. All other directors served as directors of either the ultimate parent undertaking, other group companies or related parties. The emoluments of these directors have been borne by other group companies or related parties, and were not recharged to the company. Accordingly, the aggregate emoluments figures do not include any emoluments for these directors. None of the directors had any pension contributions made to them by the company.

Fabio Croce-Sebastiani's salary was paid by Momentum Services Limited and then re-charged to Chef Express S p A for services related to Chef Express S p A. The outstanding balance owed to the company at 31 December 2013 in respect of these charges is €68,647 (2012: €58,241). The total recharge for the year is €144,767 (2012: €146,796).

4 Staff number and costs

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows:

| | 2013 No. | 2012 No. |
|--|-------------|-------------|
| Average number of persons employed: | | |
| Managers | 25 | 21 |
| Clerical staff | 55 | 59 |
| Full time crew | 447 | 456 |
| Part time crew | 90 | 74 |
| Lounge | 44 | 44 |
| Temporary staff | 96 | 73 |
| | 757 | 727 |

| | 2013 €'000 | 2012 €'000 |
|------------------------------------|---------------|---------------|
| Staff costs during the year | | |
| Wages and salaries | 22,453 | 22,449 |
| Social security costs | 5,075 | 5,181 |
| Pension costs (see note 18) | 1,324 | 1,235 |
| | 28,852 | 28,865 |

Notes to the financial statements (continued)
at 31 December 2013

5 Operating profit

| | 2013 €'000 | 2012 €'000 |
|--|---------------|---------------|
| Operating profit is stated after charging/(crediting): | | |
| Management charges | 1,348 | 1,300 |
| Operating statement and ground charges/(revenue) | 48 | (645) |
| Operating penalty | 11 | 43 |
| Amounts payable to the auditors in respect of Audit of these financial statements | 25 | 35 |
| Amounts payable to other audit firms in respect of Other services | 36 | - |
| Depreciation | 228 | 172 |

The operating statement and ground revenue is in respect of the operating success/penalty fee levied as part of the on-board service and lounge contracts with Eurostar. The operating penalty is in respect of the penalty levied as part of the on-board service contracts with Eurostar.

6 Interest receivable and similar income

| | 2013 €'000 | 2012 €'000 |
|-------------------------------|---------------|---------------|
| Interest on shareholders loan | 10 | 15 |
| Interest on bank accounts | - | - |
| | <u>10</u> | <u>15</u> |

7 Interest payable and similar charges

| | 2013 €'000 | 2012 €'000 |
|---------------------------|---------------|---------------|
| Interest on bank accounts | 3 | 3 |
| | <u>3</u> | <u>3</u> |

Notes to the financial statements (continued)
at 31 December 2013

8 Taxation

a) Analysis of charge in period

| | 2013 €'000 | 2012 €'000 |
|---|------------------|------------------|
| <i>UK corporation tax</i> | | |
| Current tax on income for the period | 313 | 478 |
| Double taxation relief | (156) | (243) |
| Adjustment in respect of prior years | 1 | 15 |
| | <hr/> 158 | <hr/> 250 |
| <i>Foreign tax</i> | | |
| Current tax on income for the period | 129 | 367 |
| Adjustment in respect of prior periods | - | (9) |
| | <hr/> 129 | <hr/> 358 |
| Total current tax | <hr/> 287 | <hr/> 608 |
| <i>Deferred tax</i> | | |
| UK deferred tax | (36) | (16) |
| Impact of reduction in UK tax rate | 5 | |
| Adjustments in respect of prior years | 6 | 2 |
| | <hr/> (25) | <hr/> (14) |
| Total deferred tax | <hr/> (25) | <hr/> (14) |
| Tax on profit on ordinary activities | <hr/> 262 | <hr/> 594 |

b) Factors affecting the current tax charge for the current year

The tax charge for the current year is lower at 21% (2012 30.5%) than the standard rate of corporation tax in the UK of 23.25%, (2012 24.5%) applied to the profit on ordinary activities before tax. The differences are explained below,

| | 2013 €'000 | 2012 €'000 |
|---|------------------|------------------|
| Profit on ordinary activities before tax | 1,188 | 1,883 |
| UK corporation tax at 23.25% (2012 24.5%) of profit | 276 | 461 |
| <i>Effects of</i> | | |
| Depreciation in excess of/(less than) capital allowances for the period | 36 | 16 |
| Prior year double tax relief utilised | (26) | |
| Higher rates on overseas earnings | - | 125 |
| Adjustments to tax charge in respect of previous periods | 1 | 6 |
| | <hr/> 287 | <hr/> 608 |
| Total current tax charge (see above) | <hr/> 287 | <hr/> 608 |

c) Factors that may affect future tax charges

The company expects the tax rate in the future to be affected by factors similar to those in the current year. The main rate of corporation tax in the UK reduced to 23% in April 2013 and will reduce to 22% in April 2014. It will reduce to 20% in April 2015.

Notes to the financial statements (continued)
at 31 December 2013

9 Dividends

| | 2013 €'000 | 2012 €'000 |
|----------------------|---------------|---------------|
| Total dividends paid | 1,300 | 1,200 |

The dividends paid in 2013 were €1,300,000. Dividends of €700,000 are to be proposed at the AGM but have not been approved at the Balance Sheet date.

10 Fixed assets

| | Tangible Assets €'000 | Computer Software €'000 | Total €'000 |
|----------------------------|-----------------------------|-------------------------------|----------------|
| Cost | | | |
| At 1 January 2013 | 808 | 319 | 1,127 |
| Additions | 35 | - | 35 |
| Effect of exchange rate | (11) | (5) | (16) |
| At 31 December 2013 | 832 | 314 | 1,146 |
| Depreciation | | | |
| At 1 January 2013 | (512) | (300) | (812) |
| Charge for the year | (213) | (15) | (228) |
| Effect of exchange rate | 5 | 3 | 8 |
| At 31 December 2013 | (720) | (312) | (1,032) |
| Net book value | | | |
| At 31 December 2013 | 112 | 2 | 114 |
| At 31 December 2012 | 297 | 18 | 315 |

Notes to the financial statements (continued)
at 31 December 2013

11 Stock

| | 2013 | 2012 |
|------------------------------|--------------|--------------|
| | €'000 | €'000 |
| Raw material and consumables | 352 | 363 |
| Finished goods for resale | 667 | 691 |
| | 1,019 | 1,054 |

12 Debtors

| | 2013 | 2012 |
|--|--------------|--------------|
| | €'000 | €'000 |
| Trade debtors | 149 | 209 |
| Prepayments and accrued income | 6,036 | 6,258 |
| Amounts owed by group undertakings and related party | 251 | 317 |
| Other debtors | 836 | 460 |
| Deposit | 32 | 32 |
| Shareholders loan (note 20) | 1,000 | 1,000 |
| Deferred tax (note 14) | 66 | 41 |
| | 8,370 | 8,317 |

13 Creditors: amounts falling due within one year

| | 2013 | 2012 |
|--|---------------|---------------|
| | €'000 | €'000 |
| Trade creditors | 3,842 | 3,383 |
| Corporation tax | 132 | 321 |
| Amounts owed to group undertakings and related parties (note 20) | 1,082 | 656 |
| Other taxation and social security | 2,283 | 2,122 |
| Other creditors | - | 75 |
| Accruals and deferred income | 4,553 | 5,545 |
| | 11,892 | 12,102 |

Within trade creditors there includes amounts of €807,000 payable to Rail Gourmet UK Holdings Limited and €99,000 payable to SSP Financing UK Limited. Rail Gourmet UK Holdings Limited and SSP Financing UK Limited are related parties.

Notes to the financial statements (continued)
at 31 December 2013

14 Deferred taxation

| | 2013 €'000 | 2012 €'000 |
|--|---------------|---------------|
| Accumulated depreciation in excess of capital allowances | 61 | 36 |
| Other short term timing differences | 5 | 5 |
| | <u>66</u> | <u>41</u> |
| | | €'000 |
| At 1 January 2013 | | 41 |
| Charge to profit and loss account for current year | | 36 |
| Credit to profit and loss account – Impact of reduction in UK tax rate | | (5) |
| Credit to profit and loss account in respect of prior years | | (6) |
| | | <u>66</u> |
| At 31 December 2013 | | 66 |

15 Called up share capital

| | 2013 €'000 | 2012 €'000 |
|---|---------------|---------------|
| Authorised | | |
| 114,750 Ordinary A shares of €1 1967 each | 137 | 137 |
| 110,250 Ordinary B shares of €1 1967 each | 132 | 132 |
| | <u>269</u> | <u>269</u> |
| Allotted, called up and fully paid | | |
| 114,750 Ordinary A shares of €1 1967 each | 137 | 137 |
| 110,250 Ordinary B shares of €1 1967 each | 132 | 132 |
| | <u>269</u> | <u>269</u> |
| 225,000 ordinary shares of €1 1967 each | <u>269</u> | <u>269</u> |

Total shares issued are 225,000 with an aggregate nominal value of €269,257

All shares rank pari passu

At the balance sheet date Ordinary A shares were held by Chef Express SpA (114,750 shares with aggregate nominal value of €137,321) and Ordinary B shares were held by Rail Gourmet Group Limited (110,250 shares with aggregate nominal value of €131,936). Rail Gourmet Group Limited acquired its 110,250 shares from its parent company, SSP Financing UK Limited on 25 July 2013.

On 25 November 2013 Chef Express SpA agreed to sell its entire holding of 114,750 Ordinary A shares of €1 1967 each to Chef Express UK Limited. The transfer of the shares was completed on 15 January 2014.

On 31 December 2013 Rail Gourmet Group Limited agreed to sell its entire holding of 110,250 Ordinary B shares of €1 1967 each to Chef Express UK Limited. The transfer of the shares was completed on 15 January 2014.

Notes to the financial statements (continued)
at 31 December 2013

16 Statement of movement on reserves

| | Share Capital €'000 | Redenomination Reserve €'000 | Exchange Reserves €'000 | Profit and loss account €'000 | Total shareholder Funds €'000 |
|-------------------------|---------------------------|------------------------------------|-------------------------------|--|--|
| At 1 January 2012 | 269 | 99 | (154) | 1,317 | 1,531 |
| Exchange gains / losses | - | - | 19 | - | 19 |
| Dividends paid | - | - | - | (1,200) | (1,200) |
| Profit for the year | - | - | - | 1,289 | 1,289 |
| At 1 January 2013 | 269 | 99 | (135) | 1,406 | 1,639 |
| Exchange gains / losses | - | - | 3 | (37) | (34) |
| Dividends paid | - | - | - | (1,300) | (1,300) |
| Profit for the year | - | - | - | 926 | 926 |
| At 31 December 2013 | 269 | 99 | (132) | 995 | 1,231 |

17 Pension commitments

The company pays into a number of defined contribution schemes in England, France and Belgium, the countries in which the company has employees. The contribution rates vary according to the scheme, with some employees being allowed to choose schemes and select the level of personal and company contributions.

The pension cost charge of €1,324,000 (2012 €1,235,000) represents contributions payable by the company to the fund.

The amount outstanding at the year end in respect of these contributions was €400,000 (2012 €373,000).

18 Reconciliation of net cash flow to movement in net debt

| | 2013 €'000 | 2013 €'000 | 2012 €'000 | 2012 €'000 |
|--|---------------|---------------|---------------|---------------|
| (Decrease)/increase in cash in the year | (435) | | 58 | |
| Movement in loan less than one year | - | | - | |
| Movement in current investments | - | | (2) | |
| Movement in deposit | - | | 32 | |
| Change in net debt resulting from cash flows | (435) | | 88 | |
| Movement in net debts | | (435) | | 88 |
| Net funds at 1 January 2013 | | 5,087 | | 4,999 |
| Net funds at 31 December 2013 | | 4,652 | | 5,087 |

Notes to the financial statements (continued)
at 31 December 2013

19 Analysis of net funds

| | At 1 January 2013 €'000 | Cash Flows €'000 | Exchange differences €'000 | At 31 December 2013 €'000 |
|---------------------------|----------------------------------|------------------------|----------------------------------|------------------------------------|
| Cash at bank and in hand | 4,055 | (461) | 26 | 3,620 |
| Other current investments | - | - | - | - |
| Deposit | 32 | - | - | 32 |
| Loan to the shareholders | 1,000 | - | - | 1,000 |
| | <u>5,087</u> | <u>(461)</u> | <u>26</u> | <u>4,652</u> |

20 Related party disclosures

Chef Express S p A owns 51% of the ordinary shares of the company at the balance sheet date and was the immediate parent undertaking. Rail Gourmet Group Limited, a subsidiary of SSP Group Limited, a company incorporated in England and Wales owned 49% of the ordinary shares of the company at the balance sheet date and, together with its immediate parent company SSP Financing UK Limited, is considered a related party at the balance sheet date.

Chef Express S p A agreed to sell its 51% holding of the shares in the company to its wholly owned subsidiary Chef Express UK Limited on 25 November 2013.

Rail Gourmet Group Limited agreed to sell its 49% holding of the shares in the company to Chef Express UK Limited on 31 December 2013.

The transfer of shares for both transactions was completed on 15 January 2014.

The shareholders (or associated companies of the shareholders) have charged management fees with regard to the provision of financial, legal and general business services in 2013 of €1,348,000 (2012 €1,300,000). For the financial year, €540,000 (2012 €500,000) was charged by Chef Express S p A and €800,000 (2012 €800,000) was charged by Rail Gourmet UK Holdings Limited (a company owned by SSP Financing UK Limited). At 31 December 2013, €400,000 (2012 €800,000) was due to Rail Gourmet UK Holdings Limited in the respect of management fees and €390,000 (2012 €182,000) was due to Chef Express S p A in the respect of management charges. These amounts are included within creditors due within one year (note 13).

At the balance sheet date the company has an outstanding creditor balance of €36,300 with Railrest S A with regards to general business costs and a net creditor balance of €408,500 with Lounge Service S A S in relation to the sub-contract of the Business Premier Lounge in Paris.

At the balance sheet date the company has an outstanding creditor balance of €102,250 with the related party, Cremonini Restauration S A S, for equipment rental and services.

Fabio Croce-Sebastiani's salary was paid by Momentum Services Limited and then re-charged to Chef Express S p A for services related to Chef Express S p A (note 3).

On 19 October 2011 the company entered in to an agreement to provide a loan facility of €1,000,000 to Chef Express S p A (note 12). The facility has been extended for another year and expires on 6 October 2014 and it is repayable on demand by the borrower. At the balance sheet date interest was accrued at EURIBOR plus 0.5% rate.

Notes to the financial statements (continued)
at 31 December 2013

21 Contingent liabilities

The company has no contingent liabilities (2012 *€Nil*)

22 Ultimate parent undertaking

The immediate parent undertaking at the balance sheet date was Chef Express S p A, a company incorporated in Italy

On 15 January 2014 100% of the share capital of the company was purchased by Chef Express UK Limited. Chef Express UK Limited is owned 100% by Chef Express S p A

The smallest and largest group into which the company's results are consolidated are those of the ultimate parent company, Cremonini S p A, whose accounts can be obtained from the Company Secretary, Via Modena 53, 41014 Castelvetro di Modena, Italy