

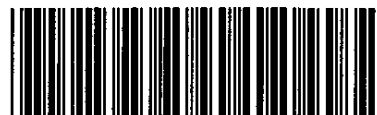
UNITED BISCUITS HOLDCO LIMITED

Annual Report and Financial Statements

For the Year Ended

31 December 2022

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United Biscuits Holdco Limited

Strategic report

The directors present their strategic report and accounts for the year ended 31 December 2022.

The Company is preparing its accounts under FRS 101 "Reduced Disclosure Framework" and has taken advantage of the disclosure exemptions allowed under this standard. The Company's ultimate parent undertaking in the UK, Pladis Foods Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions.

Principal activity, review of the business, future developments and going concern

The principal activity of the Company was to act as an investment holding company for the Pladis Foods Limited Group ("Group"). No change in this activity is intended in the foreseeable future.

The loss after taxation for the year 31 December 2022 amounted to £60.6m (2021 – loss of £75.6m).

At the balance sheet date UB Holdco Limited had net liabilities of £599.9m (2021 – net liabilities of £539.3m).

The Company is reliant upon the provision of financial support by Pladis Foods Limited, a parent undertaking of the Company, to assist the Company in meeting its liabilities as and when they fall due. Pladis Foods Limited has confirmed its intention to provide such financial support as necessary to the company to enable it to meet its liabilities as they fall due for a minimum period of twelve months from the date of these financial statements. Accordingly, the directors, having evaluated the letter of financial support received from Pladis Foods Limited and its ability to provide such support, consider that it is appropriate to adopt the going concern basis in preparing the financial statements.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Full details of the performance of the Pladis Foods Limited Group are set out in the report and financial statements of Pladis Foods Limited, copies of which may be obtained from its registered office: Building 3, Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YA.

Principal risks and uncertainties

The Company's principal risks and uncertainties relate to its subsidiaries which manufacture and sell a range of food products, principally biscuits and savoury snacks. Risks and uncertainties facing the Company's subsidiaries, if not adequately managed, could reduce or eliminate the availability of profits for distribution to the Company, the ability of the Company to repay its creditors could be adversely affected, and amounts due to the Company from subsidiaries may not be recoverable, in full or in part.

The key risks to which the Company is exposed, through its subsidiaries, are summarised as follows:

- The Company's strategy is to increase the cash flow and profitability of subsidiary undertakings by implementing initiatives aimed at achieving cost savings and generating profitable branded growth. If unsuccessful, the Pladis Foods Limited group of which the Company is a part may be unable to comply with the financial covenants under the senior facilities agreement.
- The subsidiary undertakings of the Company operate in highly competitive markets, and their failure to compete effectively might adversely affect the results of their operations. They compete primarily on the strength of their brands, the quality of their products, product innovation and price. Their ability to compete effectively requires continuous efforts in sales and marketing of its existing products, developing new products and cost rationalisation.
- Expenditures increasing without a commensurate increase in revenues of the subsidiary undertakings, and rapid changes in market conditions, could result in poor operating results.

United Biscuits Holdco Limited

Strategic report (continued)

- The average selling prices of United Biscuit products could decrease rapidly, which may negatively impact revenues and gross margins.
- The ability of the subsidiary undertakings to pass increases in raw materials and energy costs on to their customers could adversely affect the results of operations. Many of their raw materials and energy costs are volatile and supplies are affected by government policies, the actions of its suppliers, currency movements, political upheavals and natural disasters. Consequently, unexpected increases in raw material and energy costs or a material or prolonged supply disruption could adversely affect the results of the subsidiary undertakings and therefore the carrying value of investments within UB Holdco Limited and the recoverability of amounts due from group companies.

The risks described above are managed within the wider Pladis Foods Limited group rather than at a legal entity level. Further details of such risk management are set out in the annual report and financial statements of Pladis Foods Limited.

Financial risk management objectives and policies

Financial risk management objectives and policies are established for the Group and not by legal entity. Further details of these objectives and policies are set out in the annual report and financial statements of Pladis Foods Limited.

The Company's primary financial risk management objective is to monitor the operating results of subsidiary undertakings as this may impact the carrying value of the Company's investments in subsidiary undertakings and the recoverability of amounts due from group companies. Other objectives include monitoring its cash flow to ensure it can meet its obligations as they fall due.

Key performance indicators

As the Company is a holding company for certain trading entities of the Group, the Company's directors believe that further key performance indicators from those discussed above are not necessary or appropriate for an understanding of the development or position of the business.

On behalf of the board



Helen McCarthy - Director

9 September 2023

Registered Office: Building 3, Chiswick Park, 566 Chiswick High Road, Chiswick, London W4 5YA

United Biscuits Holdco Limited

Directors' report

The directors present their annual report and the accounts for the year ended 31 December 2022. The Company has chosen, in accordance with section 414C(11) of Companies Act 2006, to include such matters of strategic importance to the Company in the Strategic report which otherwise would be required to be disclosed in the Directors' report, including future developments and financial risk management objectives and policies.

Results and dividends

The loss for the year is shown in the Income Statement on page 6. No dividend was paid or proposed during the current year or prior period.

Directors

The directors who served during the year and subsequently (unless otherwise indicated) were:

Name

Helen McCarthy

Huseyin Avni Metinkale (resigned 8 August 2022)

Baris Oner (appointed 8 August 2022)

Directors' interests

No director had interests in the share capital of either the Company or other UK registered Group companies. No director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business. During the year the Company maintained liability insurance for its directors and officers.

Auditors

For the year ended 31 December 2022 the Company was entitled to exemption from audit under section 479A of Companies House 2006 relating to subsidiary companies.

On behalf of the board



Helen McCarthy - Director

9 September 2023

Registered Office: Building 3, Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YA

Statement of directors' responsibilities in relation to the financial statements

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law including FRS 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;
- prepare the financial statements on the going concern basis unless it is appropriate to presume that the company will not continue in business.

The directors 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.

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.

United Biscuits Holdco Limited

Income Statement

For the year ended 31 December 2022

	Note	2022 £m	2021 £m
Administrative expenses		-	-
Loss on ordinary activities before interest and tax	3	-	-
Interest receivable and other financial income	5	17.2	-
Interest payable and other financial charges	6	(77.8)	(75.6)
Loss on ordinary activities before tax		(60.6)	(75.6)
Tax charge on loss on ordinary activities	7	-	-
Loss for the financial year		(60.6)	(75.6)

All amounts relate to continuing activities.

Statement of Comprehensive Income

For year ended 31 December 2022

	2022 £m	2021 £m
Loss for the financial year	(60.6)	(75.6)
Total comprehensive loss for the year	<u>(60.6)</u>	<u>(75.6)</u>

United Biscuits Holdco Limited

Balance Sheet

As at 31 December 2022

	Note	2022 £m	2021 £m
Fixed asset investments	8	-	-
Current assets			
Amounts owed by Group undertakings		1,438.0	1,431.9
		<u>1,438.0</u>	<u>1,431.9</u>
Current liabilities			
Amounts owed to Group undertakings		(2,037.9)	(1,971.2)
		<u>(2,037.9)</u>	<u>(1,971.2)</u>
Net liabilities		<u>(599.9)</u>	<u>(539.3)</u>
Capital and reserves			
Called up share capital	9	-	-
Retained earnings		<u>(599.9)</u>	<u>(539.3)</u>
Total equity		<u>(599.9)</u>	<u>(539.3)</u>

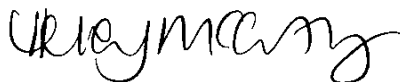
For the year ending 31 December 2022, the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors' acknowledge their responsibility for:

- ensuring the Company keeps accounting records which comply with section 386 of the Companies Act 2006; and
- preparing accounts which give a true and fair view of the state of affairs of the Company at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 394 and 395, and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the Company.

The financial statements of United Biscuits Holdco Limited (registered number 5957557) were approved by the Board and signed on its behalf on 9 September 2023.



Helen McCarthy - Director

Statement of Changes in Equity

	Share Capital £m	Retained Earnings £m	Total Equity £m
At 1 January 2021	-	(463.7)	(463.7)
Loss for the financial year	-	(75.6)	(75.6)
At 31 December 2021	-	<u>(539.3)</u>	<u>(539.3)</u>
Loss for the financial year	-	(60.6)	(60.6)
At 31 December 2022	-	<u>(599.9)</u>	<u>(599.9)</u>

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of United Biscuits Holdco Limited (the "Company") for the year ended 31 December 2022 were authorised for issue by the board of directors on 5 September 2022 and the balance sheet was signed on the board's behalf by Helen McCarthy. The Company is private company limited by shares and is registered, incorporated and domiciled in England and Wales, United Kingdom. Its registered office is stated on page 3.

The Company meets the definition of a qualifying entity under FRS 100 'Application of Financial Reporting Requirements' issued by the Financial Reporting Council. Accordingly, these financial statements were prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework'.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates and are rounded to the nearest £0.1m.

The Company has 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 Pladis Foods Limited.

The results of United Biscuits Holdco Limited are included in the consolidated financial statements of Pladis Foods Limited which are available from Pladis Foods, Building 3, Chiswick Park, 566 Chiswick High Road, Chiswick, London, W4 5YA.

The principal accounting policies adopted by the Company are set out in note 2.

2 Accounting policies

Basis of preparation

The financial statements are prepared on the historical cost basis of accounting, modified to include revaluation to fair value of certain financial instruments as outlined below, and in accordance with applicable accounting standards.

Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis.

The Company is exempt from producing group financial statements, under s400 of the Companies Act 2006 as it is part of the Pladis Foods Limited group of companies and Pladis Foods Limited has produced group financial statements for the year to 31 December 2022. These financial statements solely relate to United Biscuits Holdco Limited and not its group.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- a) the requirement to disclose new accounting standards not yet effective;
- b) the requirement of IFRS 7 Financial Instruments: Disclosures;
- c) the requirements of paragraphs 91 – 99 of IFRS 13 Fair Value Measurement;
- d) the requirements of paragraphs 10(d), 10(f) and 134 -136 of IAS 1 Presentation of Financial Statements;
- e) the requirements of IAS 7 Statement of Cash Flows;
- f) the requirements of paragraph 17 of IAS 24 Related Party Disclosures; and
- g) the requirements of IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transactions is wholly owned by such a member.

Where relevant, equivalent disclosures have been given in the group accounts of Pladis Foods Limited.

2 Accounting policies (continued)

Adoption of new and revised Standards

Amendments to IFRSs and the new Interpretation that are mandatorily effective for the current year

No new amendments to IFRSs issued by the International Accounting Standards Board (IASB) have been applied in the current year as they are not relevant for the Company.

Interest expense

Interest expense is recognised as it accrues on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Taxation

The tax currently receivable/payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's asset/liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the income statement.

Investments

Investments are stated at cost unless, in the opinion of the directors, there has been a permanent diminution in value, in which case an appropriate adjustment is made.

Foreign currency translations

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

2 Accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised in the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial assets

Receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Financial assets are de-recognised only where the contractual rights to the cash flows from the asset expire or are settled; or if the Company transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity; or the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities

Financial liabilities are initially measured at fair value, net of transaction costs.

Financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Critical accounting judgements and key sources of estimation uncertainty

In the Directors opinion, there are no critical accounting judgements or key sources of estimation uncertainty in the financial statements.

3 Operating loss

As the Company is exempt from audit no audit fees were incurred in the current year or in the prior year.

4 Directors' emoluments and staff costs

Directors' emoluments

The directors' of the Company were paid by United Biscuits (UK) Limited by whom they are employed. The directors received no remuneration in respect of qualifying services to the subsidiary company.

The Company, as an investment holding company, has no employees.

5 Interest income and other financial income

	2022 £m	2021 £m
Interest receivable from fellow subsidiary undertaking	4.8	-
Foreign exchange gain	12.4	-
	<u>17.2</u>	<u>-</u>

6 Interest payable and other financial charges

	2022 £m	2021 £m
Foreign exchange loss	-	9.2
Interest payable to fellow subsidiary undertakings	77.8	66.4
	<u>77.8</u>	<u>75.6</u>

7 Tax on loss on ordinary activities

The tax credit on the loss on ordinary activities for the year 2022 is higher than the average rate of corporation tax in the UK of 19.00% (2021 – 19.00%). The differences are reconciled below:

	2022 £m	2021 £m
Loss on ordinary activities before taxation	(65.6)	(75.6)
Tax credit UK statutory rate of 19.00% (2021: 19.00%)	(12.5)	(14.4)
UK transfer pricing adjustment	2.1	2.1
Group relief surrendered for nil consideration	10.4	12.3
Total tax credit	<u>-</u>	<u>-</u>

United Biscuits Holdco Limited

8 Investments

Details of subsidiary undertakings

At 31 December 2022, all the subsidiaries listed below were wholly owned. All of the subsidiaries below are indirectly held, except United Biscuits Holdco 2 Limited.

<i>Subsidiary</i>	<i>Country of incorporation and Operation</i>	<i>Registered address</i>	<i>Activity</i>
United Biscuits Holdco 2 Limited	England	(*)	Holding Company
United Biscuits Bidco Limited	England	(*)	Holding Company
United Biscuits Dutchco BV	Netherlands	Westzijde 103, 1506GA Zaandam	Holding Company
Regentrealm Limited	England	(*)	Holding Company
Finalrealm Limited	England	(*)	Holding Company
United Biscuits (Holdings) Limited	Scotland	(**)	Holding Company
		190 Elgin Avenue, George Town	
United Biscuits (Equity) Limited	Cayman Island	Grand Cayman KY1-9005	Holding Company
United Biscuits Group (Investments) Ltd	England	(*)	Holding Company
Deluxestar Ltd	England	(*)	Holding Company
Solvecorp Ltd	England	(*)	Holding Company
Runecorp Ltd	England	(*)	Holding Company
		190 Elgin Avenue, George Town	
Burlington Biscuits (Cayman) Ltd	Cayman Island	Grand Cayman KY1-9005	Holding Company
United Biscuits Finance Ltd	England	(*)	Holding Company
UB Overseas Limited	England	(*)	Holding Company
McVitie & Price Limited	Scotland	(**)	Holding Company
United Biscuits (UK) Limited	England	(*)	Food manufacturer
UB Humber Limited	England	(*)	Finance Company
UB Foods US Limited	England	(*)	Finance Company
United Biscuits Dutchco BV	Netherlands	Westzijde 103, 1506GA Zaandam	Holding Company
Koninklijke Verkade NV	Netherlands	Westzijde 103, 1506GA Zaandam	Biscuit manufacturer
		Route de Mortier, Vannerie, 44120	
United Biscuits France SAS	France	Vertou	Biscuit manufacturer
		(**)	Pension scheme
United Biscuits (Pensions Trustees) Ltd	Scotland		trustee company
UB Investments Ltd	Scotland	(**)	Holding Company
UB International Sales Ltd	England	(*)	Holding Company
		Molyneux House, Bride Street,	
UB Snackfoods Ireland Ltd	Ireland	Dublin 8	Trading Company
		Viale Andrea Doria 48/A, Cap	
United Biscuits Italy SRL	Italy	20124, Milan	Trading Company
		c/o BDO AG	
United Biscuits Germany GmbH	Germany	Wirtschaftsprüfungsgesellschaft,	Trading Company
UB Group Ltd	Scotland	Landaubogen 10, 81373 Munchen	Holding Company
		(**)	
		No. 70, Adetokunbo Ademola	
United Biscuits Nigeria Ltd	Nigeria	Street, Victoria Island, Lagos	Trading company

United Biscuits Holdco Limited

8 Investments (continued)

<i>Subsidiary</i>	<i>Country of incorporation and Operation</i>	<i>Registered address</i>	<i>Activity</i>
Taiwan United Biscuits Food Company Limited	Taiwan	27F., No.9, Songgao Rd., Xinyi Dist., Taipei City 110, Taiwan (R.O.C)	Trading company
United Biscuits Humber Limited	England	(*)	Holding company
United Biscuits Cyprus Limited	Cyprus	Spyrou Kyprianou 20, Chapo Central, 3rd Floor, PC 1075, Nicosia	Holding company
United Biscuits Private Ltd	India	S-15A, 2nd Floor, Vasant Square Mall, Pocket V, Sector B, Vasant Kunj, New Delhi 110070	Biscuit manufacturer
A&P Foods Limited	Nigeria	No. 7, Henry Carr Street, Ikeja, Lagos	Biscuit manufacturer
United Biscuits Sverige AB	Sweden	PO Box 16285, 10325 Stockholm	Trading company
United Biscuits Trading (Shanghai) Co Limited PR China	China	Room 201, Building No. 7, 1428 Ting Wei Road, Jinshan District, Shanghai	Trading company
The Jacob's Bakery Ltd	England	(*)	Dormant company
UB (Biscuits) Ltd	England	(*)	Dormant company
Young's Chilled Foods Ltd	England	(*)	Dormant company
UB Bridgend Three Ltd	England	(*)	Dormant company
UB Bridgend Four Ltd	England	(*)	Dormant company
Ross Young's Holdings	England	(*)	Dormant company
Glory Alliance Investment Ltd	BVI	OMC Chambers, PO Box 3152, Road Town, Tortola	Dormant company
The Derwent Valley Group Ltd	England	(*)	Dormant company
Titan Properties Ltd	Nigeria	76/94, Abeokuta Expressway, Agege, Dopemu, Lagos	Dormant company
Derwent Valley Foods Ltd	England	(*)	Dormant company
Derwent Valley (Sales) Ltd	England	(*)	Dormant company
The Quality of Life (NE) Ltd	England	(*)	Dormant company
The Quality of Life Ltd	England	(*)	Dormant company
Sisterson Foods Ltd	England	(*)	Dormant company
Anglo-Oriental Foods Ltd	England	(*)	Dormant company
The Ultimate Snack Food Company Ltd	England	(*)	Dormant company
UB Investments (Netherlands) BV	Netherlands	Westzijde 103, 1506GA Zaandam	Dormant company
United Biscuits Group Ltd	Scotland	(**)	Dormant company
UB Holdings Ltd	Scotland	(**)	Dormant company
KP Foods Ltd	England	(*)	Dormant company
United Biscuits (Lands) Ltd	Scotland	(**)	Dormant company
United Biscuits (Leasing) Ltd	Scotland	(**)	Dormant company
Pladis Ltd	England	(*)	Dormant company
Pladis (UK) Ltd	England	(*)	Dormant company

10 Events after the balance sheet date

No significant event has taken place after the balance sheet date.

11 Ultimate parent company

At both 31 December 2022 and 31 December 2021, the company's immediate parent company was United Biscuits VLNco Limited, a company incorporated in the UK. Its ultimate parent company was Yildiz Holding A.S., a company incorporated in Turkey whose registered office is Kısıklı Mahallesi Ferah Caddesi No:1 34692 Büyük Çamlıca, İstanbul, Turkey.

For results for the year ended 31 December 2022 the largest group in which the Company's financial statements are included is Yildiz Holding A.S. and the smallest group is Pladis Foods Limited.