

Company registered no: 5957921

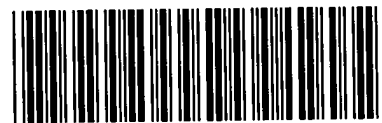
United Biscuits Topco Limited

Report and Financial Statements

For the Year Ended

31 December 2018

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United Biscuits Topco Limited

Strategic Report

The directors present their Strategic report and the financial statements for the year ended 31 December 2018.

During the last year, the company transitioned from previously extant UK GAAP to FRS 102 – The Financial Reporting Standard Applicable to the UK and Republic of Ireland and has taken advantage of transitional exemptions allowed under this standard.

As a dormant company, there is no requirement for it to restate its balance sheet at the date of transition or subsequently. Such Balance Sheets will be restated in the future if the company ceases to be dormant.

The Company's ultimate parent undertaking in the UK, Pladis Foods Limited, was notified of and did not object to the use of disclosure exemptions. There are no material adjustments as a result of the Company's transition to FRS 102.

Principal activity, review of the business and future developments

The company did not trade for the year ended 31 December 2018.

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: Hayes Park, Hayes End Road, Hayes, Middlesex UB4 8EE.

Principal risks and uncertainties

Full details of the principal risks and uncertainties are set out in the report and financial statements of Pladis Foods Limited.

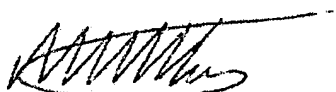
Financial risk management objectives

Full details of the financial risk management objectives are set out in the report and financial statements of Pladis Foods Limited.

Key Performance Indicators

Refer to Pladis Foods Limited for the Key Performance Indicators for the Group.

On behalf of the board,



Murat Ulker – Director

30 September 2019

Registered Office: Hayes Park, Hayes End Road, Hayes, Middlesex UB4 8EE

United Biscuits Topco Limited

Directors' Report

The Directors present their Report for the year ended 31 December 2018.

Directors

The directors who served during the year were:

Murat Ulker
Ali Ulker
Halil Cem Karakas (*Resigned 21 September 2018*)
Jim Nafez Zaza

Mark Oldham served as Company Secretary for the financial year ended 31 December 2018.

During the year the Company maintained liability insurance for its directors and officers.

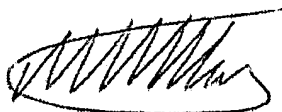
Dividends

The directors do not recommend a dividend for the year (2017: Nil).

Auditors

The board has decided not to have the Financial Statements audited as it continues to qualify as a dormant company.

On behalf of the board



Murat Ulker - Director

30 September 2019

Registered Office: Hayes Park, Hayes End Road, Hayes, Middlesex UB4 8EE

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 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 judgments and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

United Biscuits Topco Limited

Balance Sheet

As at 31 December 2018

	Notes	2018 £'m	2017 £'m
Fixed Assets			
Investments in subsidiary	4	1.8	1.8
Net assets		1.8	1.8
Capital and Reserves			
Called up share capital	5	-	-
Share premium	6	1.8	1.8
Total shareholder's funds		1.8	1.8

The company did not trade throughout the year ended 31 December 2018.

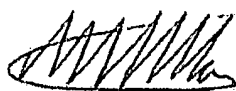
For the year ending 31 December 2018, the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provision applicable to companies subject to small companies' regime.

Approved by the Board and signed on its behalf on 30 September 2019



Murat Ulker - Director

1 Authorisation of Financial Statements and FRS 102

The financial statements of United Biscuits Topco Limited (the "Company") for the year ended 31 December 2018 were authorised for issue by the board of directors on 30 September 2019 and the balance sheet was signed on the board's behalf by Murat Ulker. United Biscuits Topco Limited is incorporated and domiciled in England and Wales.

The board elected to apply FRS102 transitional relief applicable to dormant companies of retaining its accounting policies for the balance sheet – reported assets, liabilities and equity until such a time in the future when it does undertake a new transaction or there is a change in the balances.

2 Accounting Policies

Basis of accounting

The financial statements are prepared on the historical cost basis of accounting and in accordance with applicable UK accounting standards including FRS102 mentioned above. The Company is exempt from producing group financial statements, under s400 of the Companies Act 2006, as its ultimate parent company in the UK, Pladis Foods Limited has produced group financial statements for the year to 31 December 2018. These financial statements solely relate to United Biscuits Topco Limited.

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.

3 Activities and Profit and loss

The directors received no remuneration in respect of qualifying services to the subsidiary company.

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

The company did not trade during the year, nor made any profit or loss nor incurred any liabilities (2017: £nil). There were no recognised gains or losses relating to the year (2017: £nil).

4 Investment in subsidiary

	2018 £'m	2017 £'m
Investment at cost	<u>1.8</u>	<u>1.8</u>

United Biscuits Topco Limited
Notes to the financial statements

5 Share capital

		Number of shares
Authorised		
Ordinary shares of £1 each		100
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	Number of shares	£'m
Ordinary shares issued and fully paid		
At 31 December 2018 and 31 December 2017	20	1.8
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6 Reconciliation of shareholder's funds and movements on reserves

	Share Capital £'m	Share Premium £'m	Total £'m
Balance as at 31 December 2018 and 31 December 2017	-	1.8	1.8
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7 Ultimate parent undertaking

At both 31 December 2018 and 31 December 2017, the company's immediate parent company was United Biscuits LuxCo S.C.A., a company incorporated in the UK. Its ultimate parent company was Yildiz Holdings 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 2018, the largest group in which the Company's financial statements are included is Yildiz Holdings A.S. and the smallest group is Pladis Foods Limited.