

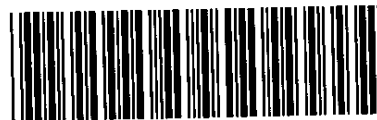
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# UMV GLOBAL FOODS HOLDING COMPANY LTD

## Annual Report

For the year ended 31 December 2019

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**Strategic report**

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UMV Global Foods Holding Company Ltd together with its subsidiaries ('the Group') is a leading international branded snacks and confectionary business, which manufactures and markets some of the world's best known and loved sweet and savoury brands. The Group's brands have been satisfying consumers for generations and include: McVitie's Digestives, Verkade, Carr's, BN, McVitie's Jaffa Cakes, McVitie's Penguin, Jacob's Mini Cheddars, go ahead!, Jacob's Twiglets and Sultana.

The Group is the leading manufacturer and marketer of biscuits in the UK and also manufactures and markets biscuits under popular local brands in France, the Netherlands, Nigeria, India and, until 31 March 2018, the Kingdom of Saudi Arabia. The Group's brands are sold in over 130 countries, with strong consumer bases across Europe, North America, Africa, Middle East, India, Asia and Australia.

The ultimate parent of the Group is Yıldız Holding A.S. (Yıldız Holding). It is the owner of the iconic brands Ülker, McVitie's and Godiva and also operates in several other food categories including edible fats and oils and frozen and canned food. Yıldız Holding is also active in non-food categories including retail, personal care and packaging. Yıldız Holding has operations in 14 countries and exports to over 100 countries.

During 2016 Yıldız Holding brought together its core biscuit and confectionery businesses (in Food, Drug and Mass retail channel) under the umbrella of 'pladis'. pladis' purpose is to promise happiness to the world with every bite through its iconic brands and market expertise.

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**Strategic report (continued)**

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**Market and Industry Overview**

2019 was a tough trading year in Europe as we lapped the long hot summer of 2018. In the UK, online and Euro Discounters were the only channels to see material growth at an FMCG level, gaining share from the supermarket channel who have seen their share of trade eclipse by almost 10 percentage points in the last 10 years. In Netherlands, the producing companies as well as retailers, had to address implications coming from the V.A.T. increase from 6% to 9%, impacting price points. In France, retailers and manufacturers were impacted by the promo limiting law EGALIM, resulting in market decline, both in value and volume.

In the UK, we have driven physical and mental availability of our brands with consumer relevant campaigns such as partnering with mental health charity, "Mind". The aim of this partnership was to get the nation talking to support positive mental health, this was supported with strong and effective Off Shelf Feature in store and on-pack designs. 2019 saw the rollout of the Godiva brand across the main grocers in the UK after a period of exclusivity with a single retailer, moving pladis into premium chocolate. In France, the Government introduced a law (EGALIM) limiting the extent of promotions which impacted manufacturers and retailers.

Geographically, the Group is well positioned in large, established markets, which it believes will continue to grow in the medium to long term, as well as growing its market positions in higher-growth emerging markets.

**Our Strategic Framework**

The Group's strategic objectives are aligned with those of pladis, of which the Group is part, pladis promises happiness to the world with every bite and the Group is fully committed to supporting this central idea and the new strategy launched in 2020.

The four strategic pillars of our new strategy to unlock the potential of our people and our brands are:

**1. Consumer**

Leveraging its wide portfolio of brands and consumer insights, pladis seeks to deliver products to meet key consumption moments with industry-leading cross-category innovations.

The Group continues to make brand investment, including in respect of new product development, brand innovation and packaging innovation, while building brand and product platforms that are aligned and provide scale.

**2. Customer**

pladis is focussed on making its brands the first choice for consumers. It is committed to exceptional sales and distribution service levels and being the supplier of choice to the trade with the right product range at the right price.

The Group has long-standing relationships with key customers and its priority is to deliver impeccable in-store execution by building on shopper insights.

**3. Cost and Cash**

pladis is committed to growing gross and operating margins by streamlining supply chain costs to generate cash to invest in its business, brands and people.

The Group is committed to maintaining its focus on efficiency improvements, waste reduction, cost reduction and capital efficiency to enable investment in its brands and people.

**4. Culture**

pladis is a unique, differentiated and vibrant organisation with a culture that energises and motivates its people.

The Group is focussed on building the capabilities of its people to ensure it can Compete to Win.

## Strategic report (continued)

### Performance Summary

#### Business overview

The Group experienced challenging market conditions during the year. Rises in commodity prices and foreign exchange fluctuations affected the performance of the Group.

During 2019, the Group continued to invest in its brands, asset base and modernisation of its manufacturing facilities.

The Group measures its progress against both financial and corporate responsibility measures and progress in these areas is detailed below.

The Group's key financial performance indicators are summarised in the table below:

	2019	2018
	£m	£m
Revenue	1,025.1	1,060.5
EBITDA <sup>1</sup>	124.2	106.0
Adjusted EBITDA <sup>2</sup>	145.6	135.8
Net Debt <sup>3</sup>	467.0	472.5
Capital Expenditure <sup>4</sup>	15.2	32.9

<sup>1</sup> EBITDA is calculated as operating profit of £69.7m (2018: loss of £61.7m) plus depreciation of £54.5m (2018: £42.7m) plus impairment (2018: £125.0m).

<sup>2</sup> Adjusted EBITDA as calculated in the consolidated income statement on page 19.

<sup>3</sup> Net debt as calculated as gross borrowings of £631.0m (2018: £632.7m) less cash of £164.0m (2018: £160.2m).

<sup>4</sup> As per consolidated cashflow statement

### Revenue

The Group's revenue is predominantly derived from branded sales of sweet and savoury biscuits and baked snacks, with branded sales accounting for approximately 86% of total revenue.

The Group's revenue for 2019 was £1,025.1 million (2018: £1,060.5 million). Adjusting for revenue relating to IBC which was sold during 2018, 2019 underlying revenue was 1.9% lower than 2018 primarily due to the end of a sales and distribution agreement associated with the sale of Delacre.

The Group's operations continued to comprise three regions: UK, Northern Europe and International.

The Group is a long-standing market leader in the UK, where it manufactures and markets a wide portfolio of sweet biscuits, savoury biscuits, savoury baked snacks and packaged cake. The Group's leading brands in the UK include: McVitie's, Jacob's, Carr's, McVitie's Jaffa Cakes, Penguin and go ahead!. The Group's branded biscuit sales accounted for approximately 23.2% of the overall UK biscuit market.

The UK grocery market was characterised in 2019 by a changing retail landscape and competition between established grocery retailers and discounters. McVities and Jacobs brands are the Company's most strategic and popular brands which receive priority marketing and innovation support.

In Northern Europe (France and the Netherlands), the Group holds strong challenger positions in its markets and manufactures and markets the BN, Sultana and Verkade brands. During early 2018, the Group's sales and distribution contract with Delacre in France came to an end. In Northern Europe, underlying revenue (excluding the sales and distribution contract mentioned above) decreased by 13.4% year-on-year in 2019. This was primarily due to a delisting by a major retailer in France (the Group's products have been relisted in 2020) and intense competition in the Netherlands which adversely affected pricing and margins.

## Strategic report (continued)

Over recent years, the Group has increased its presence in international markets particularly in India, Africa and China.

### Adjusted EBITDA and operating profit/(loss)

Adjusted EBITDA is the primary measure by which management measures business performance and is used by management for the purpose of business decision-making and resource allocation. Adjusted EBITDA represents the operating profit or loss from operations before taxes, financing, restructuring items (such as redundancy costs), pension administration costs, depreciation and amortisation expense, acquisition and disposal related costs and other significant items which the directors assess not to relate to the underlying performance of the business due to their nature or frequency of occurrence. Adjusted EBITDA is an alternative performance measure which is not defined or specified under the requirements of IFRS. Adjusted EBITDA is not a substitute for or superior to IFRS, but management believes it does provide stakeholders with additional helpful information on the performance of the business.

In 2019 adjusted EBITDA was £145.6 million (2018: £135.8 million), a £9.8 million or 7.2% increase principally due to improved gross profit margin and tighter cost control on overheads and savings initiatives.

2019 operating profit of £69.7 million was £131.4 million higher than 2018, largely due to a goodwill impairment charge of £125.0 million in 2018.

### Capital expenditure

Cash investment in plant, equipment and intangibles during 2019 was £15.2 million (2018: £32.9 million), which is reflected in the consolidated cashflow, and represents 1% of revenue (2018: 3%). This reflects a conscious strategy to maximise the efficiencies of existing fixed assets. The Group continued to make investments to support efficiency and growth and to maintain infrastructure, health, safety and environment across its manufacturing portfolio.

### Pension

The Group incurs ongoing service costs in connection with its defined benefit pension schemes and makes regular contributions to its defined contribution scheme. In addition to these, the Group makes additional regular contributions designed to eliminate the funding deficit in the UK defined benefit plans (as agreed following the schemes triennial valuations). In 2019, these additional contributions amounted to £29.7 million (2018: £29.2 million) (Note 21).

### Cash available for debt servicing

Cash available for debt servicing for 2019 was £88.4 million (2018: £68.8 million). This represents the adjusted EBITDA less capital expenditure, restructuring costs and non-underlying operating costs, ongoing pension contributions in excess of amounts charged to business profit and tax paid, and after adjusting for changes in working capital. The component parts of the cash available for debt servicing are presented in the consolidated cashflow on page 24, and is explained as follows:

	2019 £m	2018 £m
Adjusted EBITDA	145.6	135.8
Capital expenditure	(15.2)	(32.9)
Cash flows relating to non-underlying and restructuring operating expenses	(15.0)	(12.6)
Difference between pension contributions paid and amounts recognised in operating profit	(26.9)	(25.1)
(Decrease)/Increase in working capital	(0.1)	3.6
<b>Cash available for debt servicing</b>	<b>88.4</b>	<b>68.8</b>

## Strategic report (continued)

### Net debt

As part of the financing Arrangements for the acquisition of the Group by Yildiz Holding, the Group entered into a Senior Facilities Agreement on 20 November 2014.

On 31 August 2017, the Group refinanced and entered into a new Senior Facilities Agreement. The facilities are unsecured and comprise Facility A1 of £575 million, Facility A2 of £75 million and a Revolving Facility of £75 million. Repayment is due five years from the date of the Agreement. In January 2018, proceeds from the UK receivables financing arrangement were applied to prepay the Facility A2 in full.

Net debt comprises senior bank loans, finance lease obligations and other loans less cash and cash equivalents. At the end of 2019 the net debt outstanding was £467.0 million (2018: £472.5 million).

### Other movements on financial position

The Group's financial position has decreased by £20.9 million compared to 2018, which is primarily driven by a further year's interest charge on parent company debt (c.£20 million).

### Corporate Responsibility

The Group has manufacturing operations in five countries and its brands, as the Group is part of the wider Yildiz Group, are now sold in over 130 countries worldwide. It is therefore important that the Group operates to high ethical and professional standards regardless of location. Our approach to corporate responsibility is broad and reflects a conviction that these elements should be central to how we run the business.

The Group promises happiness to the world with every bite. Inherent to that promise is building a sustainable business, which impacts every element of our corporate strategy. The Group's priorities for corporate responsibility are as follows:

- looking after employee and consumers' health and wellbeing;
- ensuring our people are safe, secure and happy;
- working with the communities we operate in to give back to them as they give to us; and
- delivering performance that protects the environment.

### Ethics & Compliance

The Group believes its success is based upon every employee adhering to the Group's 'Code of Conduct'. The Ethics and Compliance function covers people and product, safety and quality and is a key focus for our business.

To support our people in this, there is a comprehensive Code of Conduct which clearly identifies how we are all expected to behave and what action should be taken when employees are confronted by difficult or sensitive situations.

One of the subsidiary companies of the Group is a member of the World Cocoa Foundation, a leading non-profit organization that promotes sustainability in the cocoa sector by providing cocoa farmers with the support they need to grow more quality cocoa and strengthen their communities. We fully support the approach and commitment made by the group which has led to increased productivity and profits for cocoa farmers, helping to ensure a sustainable supply of cocoa for generations to come. In addition, a number of our chocolate products are UTZ certified. The UTZ standard provides cocoa farmers with guidelines for better farming methods and working conditions.

Most of our sites, including all our manufacturing sites in the UK, are registered in SEDEX, the Supplier Ethical Database Exchange. SEDEX is an organisation dedicated to driving improvements in responsible and ethical business practices in global supply chains. Suppliers to our SEDEX registered sites are also required to be SEDEX members and to report their performance with regard to labour practices. In accordance with the UK Modern Slavery Act, 2015, pladis UK and Ireland publishes a yearly statement, which outlines the steps it has taken as well as its future plans, towards ensuring the prevention of forced labour and human trafficking within its organisation and supply chain.

## Strategic report (continued)

Our Safety and Quality teams work across all areas of the business to support this philosophy. In FY19 we continued to pursue many initiatives to support the good progress across recent years:

- Health & Safety - this is a high priority for the Group with a close focus on the drive to reduce Accident Frequency Rates.
- Consumers – the continual focus on product quality resulted in an ongoing reduction in complaints through the year.

### People

The Group has a comprehensive framework of employment policies and upholds the rights and opportunities of all people to seek, obtain and hold employment with dignity and without any form of discrimination. It is the Group's policy that employees at all levels shall not in their dealings harass or discriminate against other individuals on grounds of gender, race nationality, religion, marital status, sexual orientation, disability, age or for any other reason whatsoever. This policy applies in respect of all conditions of employment.

As a business, we recognise that there is an ongoing need to increase our gender splits across the business. Currently, 34% of the pladis Group's workforce is female and there is a broad split of ethnicity across the employee population. Over the next 12 months there will continue to be focus on ensuring all members of our diverse workforce are encouraged and supported to develop their career aspirations.

The Group operates various graduate and apprenticeship schemes and has provided summer work placements and work experience opportunities to school and university students to encourage them to consider a career in the industry. In 2019, 7 (FY2018: 60) apprentices entered the UK business and it supported 5 (2018: 3) internships. In FY19, 4 individuals employed in the UK started on an NVQ program, 60 NVQs (2018: 60) were progressed and 41 (2018: 21) completed as part of our ongoing programme of training and development across the workforce.

Human rights have rapidly increased in prevalence and are emerging as a new ethical risk priority. The Group views human rights primarily as an extension of its determination not only to treat employees with respect but also to obtain assurance about ethics in the supply chain. Across all its countries of operation, the Group's goal is not to exploit anyone and the business refuses to work with any individual or organisation that fails to uphold these standards. As part of a global business we operate according to the pladis Code of Conduct which captures the most important personal responsibilities expected of our employees as they go about their work, and provides guidance on how to deal with certain situations. The Code of Conduct expects all suppliers to adhere to this code, and also states that we will not work with suppliers who violate human rights.

### Environmental Highlights

Our corporate responsibility highlights include:

- pladis is a member of the Earthworm Foundation (previously known as TFT – The Forest Trust) a non-profit organisation collaborating with us to deliver a roadmap for our palm oil supply chain.
- As part of our commitment to the Round Table Sustainable Palm Oil, we are using 100% sustainable certified palm oil in the UK.
- We (through our UK operating company) are a member of the World Cocoa Foundation, which promotes sustainable futures for cocoa farmers.
- We have extended our Back to Farm agreements in the UK which deliver sustainable long-term supplies of wheat for the UK.
- We are building on our relationship with TerraCycle – an organization which recycles hard-to-recycle items. Since the partnership started in July 2012, TerraCycle has recycled over 8 million McVitie's wrappers.
- We are now using 100% renewable electricity in all seven of our UK manufacturing sites and office-based sites.

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**Strategic report (continued)**

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**Health and Nutrition**

The Health and Nutrition team has active work streams which look at product reformulations of some of our iconic and best-selling biscuits and snacks, as well as setting strict nutrition guidelines for all new product development. Health and nutrition education is a key focus for the Group and we want to help consumers achieve a balanced, healthy lifestyle and ensuring that employees and consumers understand what a healthy balanced diet looks like and how to incorporate snacks into their diet responsibly is a key part of this. We are committed to supporting consumers to do this by providing nutrition information

on front of pack as well as information on healthy eating on our 123 Healthy Balance website. Also to support our employees make informed diet choices, in 2019 we launched 'pladis nutrisentials' a series of e-learning modules around diet and health (currently only available in the UK)

The Group is fully engaged in Public Health England's sugar reduction programme and we're committed to offering products that meet consumers' changing needs.

In 2019, we reduced the sugar content in nine of our best selling McVitie's biscuits (UK), which account for over 50% of McVities value sales in the UK, without impacting on taste. We also launched products with sugar levels below PHE's sugar target, providing consumers with choice. We also reduced the portion size of our McVitie's Minis range so that each pack contained less than 100kcal.

We want to be leaders in health and wellbeing. And nothing is sacred – except the delicious taste of our products.

Our goal is to support consumers in improving their health and nutrition. We will achieve this with:

- Calorie caps per portion – to help consumers moderate calorie consumption;
- Redefinition of our future portfolio – to enhance nutrition credentials; and
- Greater nutritional understanding – to support consumers make appropriate choices.

**Community Engagement**

The Group's "Good to Give" programme has been running since 2009. The Group and its employees donated a significant amount through local fundraising in communities and charities in 2019. Our employees raise money throughout the year for a number of local charities alongside our official charity partner Starlight, which aims to brighten the lives of seriously ill children. We also celebrated our annual Make Happy, Be Happy Day where our employees raise funds through baking and games across all sites.

In addition, we continue to donate any surplus product via a partner organisation, In Kind Direct. We have partnered with the mental health charity, Mind through on-pack activations and have established a relationship within our Customer function supporting Grocery Aid.

The methods of fundraising were varied, and included raffles, car boot sales, long distance walks and bike rides. Employees all across the business raised money for national fundraising events, through cake sales and dress down days. In addition to raising money, employees also take time out to help in their local community through a one day Volunteering Day, such as painting school classrooms. Many of our sites also support their local schools and colleges by offering factory visits and careers advice through schemes such as Career Ready and Girls Out Loud.



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**Strategic report (continued)**

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**Principal risks and uncertainties**

The Board assume overall accountability for the evaluation and management of risks to the Group.

The Group is exposed to strategic, operational and financial risk. Its financial risks are summarised, together with the actions taken by the Group to mitigate any significant exposures, in Note 18 to the Financial Statements. In addition, the Group is subject to a number of significant business risks, which it takes all possible actions to mitigate.

These risks include the following:

**Substantial leverage and ability to service debt**

The Group's high level of debt requires it to dedicate a substantial portion of its cash flow from operations to its debt service obligations. Its leveraged status could increase its vulnerability to adverse general economic and industry conditions or to a significant business continuity issue, limit its ability to obtain additional financing for working capital, capital expenditures, acquisitions or other purposes, place it at a disadvantage relative to its competitors that have less debt and limit its flexibility in planning for or reacting to changes in its business or industry. The Group closely monitors market performance and country information in the markets it operates in and carries out extensive due diligence prior to entering a new market. The Group's largest business unit is in the UK where it has a long-established business presence. The Company is a guarantor to bank borrowings that are subject to a financial covenant; should the financial covenant not be complied with, the borrowings may become due for immediate repayment, calling into question the Company's ability to continue as a going concern, unless cured by parental support, the Company securing alternative funding or otherwise waived or reset by the current lenders.

**Business strategy implementation**

The Group's strategy is to increase its cash flow and profitability by implementing initiatives aimed at achieving cost savings and generating profitable branded growth. If it is unsuccessful at implementing its strategy it may be unable to comply with the financial covenants under its senior facilities agreement. The Group manages and monitors, by reference to key performance indicators, resources allocated to the development of new products and to the research, development and technology process functions of its business.

**Significant competition**

The Group operates in highly competitive markets, and its failure to compete effectively might adversely affect the results of its operations. It competes primarily on the strength of its brands, the quality of its products, product innovation and price. The Group's ability to compete effectively requires continuous efforts in sales and marketing of its existing products, developing new products and cost rationalisation. The Group's marketing teams focus on its brands through investment in new product development, brand re-launches and frequently refreshes its consumer marketing campaigns and promotions to maintain consumer engagement.

**Dependence on raw materials**

The Group's ability to pass increases in raw materials and energy costs on to its customers could adversely affect the results of its operations. Many of its raw materials and energy costs are volatile and supplies are affected by government policies, the actions of its suppliers, currency movements, political upheavals and acts of God. Consequently, unexpected increases in raw material and energy costs or a material or prolonged supply disruption could adversely affect the results of its operations. The Group operates a commodity risk management framework to seek to manage supply and cost in a specified time-frame through forward purchases and the use of derivative instruments for certain key raw materials.

**Continual evolution of retailers**

The ongoing evolution of the retail food industry in the UK and Northern Europe could adversely affect the Group's operating results. Such evolution involves the consolidation of sales channels, strong bargaining power of the major grocery retailers, intensified price competition among these retailers and the rapid growth of the discount retail channel. The Group's top customers are primarily major grocery retailers, discounters, independent grocers and convenience stores in the UK and Northern Europe. It has long

## Strategic report (continued)

standing arrangements with many of its customers and agrees annual joint business plans with its top customers to support its position.

### Supply and manufacturing processes

Product quality and safety issues may result in damage to the reputation of the Group's brands and the termination of agreements or licences to operate one or more of its brands and may affect its relationship with the company's customers. Additionally, the failure of any aspect of the Group's operational infrastructure could cause significant disruption to the Group's ability to supply products to its customers. The Group has product quality and safety control measures and processes in place to maintain the high quality of our products supplied. In addition, it runs a programme of investment in its production and distribution facilities to develop its infrastructure and support its growth and operational flexibility. The Group also carries general insurance cover and cover in relation to product liability.

### Challenges to brands and intellectual property rights

Some of the Group's intellectual property rights could be challenged or lapse. As approximately 86% of its sales are from branded products this could adversely affect the Group's results. The Group protects its intellectual property rights by taking advantage of a combination of patent, trademark, copyright and trade secret laws in various countries, as well as licensing agreements, third party nondisclosure and assignment agreements and policing of third party misuses of its intellectual property.

### Restrictions on operations

The Group's debt agreements contain significant restrictions limiting its flexibility in operating its business including, among other things, to: borrow money; pay dividends or make other distributions and make asset dispositions. These covenants could materially and adversely affect the Group's ability to finance its future operations or capital needs or to engage in other business activities that may be in the Group's best interest. Such restrictions will reduce as the Group's leverage falls.

### Funding defined benefit pension schemes

The Group operates defined benefit pension arrangements in the UK that have significant liabilities to current, previous and retired employees. In order to take advantage of the higher returns that equities and certain other investments have historically generated, a proportion of the pension plan funds are invested in such assets. This investment strategy carries the risk that a decline in values could increase the Group's funding deficit, which may require it to increase its contributions. The Group works with Trustees of the pension fund to agree future investment and funding strategies.

### Changes to taxation or other government regulation

Changes in fiscal legislation and regulation in the various jurisdictions in which the Group operates may affect the taxes that it pays. In addition, Government bodies in the company's markets have been pursuing various initiatives aimed at increasing health and reducing the incidence of diseases that are seen to be linked to diet. The actions that government bodies may take could have an adverse effect on consumer demand for the Group's products.

### Brexit

The UK's decision to leave the European Union ("Brexit") could cause disruption and create uncertainty in the Group's business. The uncertainty includes the future legal and regulatory environment, terms of cross-border trade with supplier and customers in the EU and the impact on foreign currency markets. These disruptions could have an adverse effect on business, financial results and operations.

The Group also face significant risks and uncertainties that are common to many companies operating in global markets – including financial and treasury risks, information security and cyber risks, reputational and business continuity risks.

The Group's regulatory and legal teams monitor and ensure compliance with all relevant legislation and regulations and where appropriate work closely with external advisors and the regulators, government bodies and relevant trade associations regarding current and future legislation which would impact upon the business.

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## Strategic report (continued)

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Additional risks not presently known to the Group, or that management currently deem immaterial, may also impair future business operations.

### Covid-19

The Covid-19 pandemic has emerged as a new risk. Since the end of 2019, there has been significant economic and social disruption on a global basis arising from the pandemic and there is uncertainty as to how long this could continue.

The Group's business has experienced an initial uplift in demand from its customers in several geographies. In order to service this, and to manage risk arising from the pandemic, the Group have purchased some additional supplies of ingredients and packaging, used overtime and agency staff to backfill employees required to self-isolate and implemented additional hygiene and social distancing practices across our sites in line with local guidance. All of our manufacturing and distribution sites are operational and working to meet customer orders in line with normal service levels.

In the immediate-term, the Group has invoked its business continuity plans, as it seeks to serve and support its customers and protect liquidity while maintaining the safety and well-being of its employees. The Group is engaging with suppliers to ensure that supply can be maintained and has undertaken a review to ensure it is able to operate through a plausible range of near-term economic outcomes.

In the longer-term, the outlook is uncertain. A potential impact of the pandemic is economic recession in some parts of the global economy. While this could have negative implications for overall economic growth and consumer spend, previous experiences indicate that consumer goods companies with strong brands, efficient and agile supply chain, and engaged human capital, can minimise the negative impact, and emerge stronger.

### Section 172(1) statement

Section 172 of the Companies Act 2006 requires a director of a company to act in the way he or she considers, in good faith, would most likely promote the success of the company for the benefit of its members as a whole but having regard to a range of different matters.

In doing this section 172 requires directors to have regard to, amongst other matters, the:

- likely consequences of any decisions in the long-term;
- interests of the company's employees;
- need to foster the company's business relationships with suppliers, customers and others;
- impact of the company's operations on the community and environment;
- desirability of the company maintaining a reputation for high standards of business conduct; and
- need to act fairly as between members of the company.

As a holding company, board meetings are held as necessary where the directors consider the Company's activities and make decisions. As a part of those meetings the directors receive information on section 172 matters when making relevant decisions. In making our decisions we considered a range of factors, including our section 172 duties as set out above.

### Employee engagement

As the principal activity of the Company is to act as a holding company, the Company had no employees during the period and as such the breadth of employee and other considerations that would often apply in operating or commercial trading companies have generally not applied to the decisions made by the directors. The employees of the Group are employed by the Group's operating entities. For UK employees, the relevant employee engagement statement is included in the directors' report of United Biscuits (UK) Limited.

### Fostering business relationships

As the principal activity of the Company is to act as a holding company for the other entities in the pladis group, the Company has had no commercial business, and no employees, customers or suppliers other than other pladis group companies during the period and as such the breadth of stakeholder and other considerations that would often apply in operating or commercial trading companies have generally not applied to the decisions made by the directors. Our stakeholder engagement best takes place at an

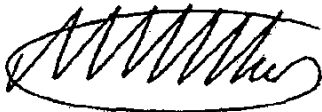
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**Strategic report (continued)**

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operational level. We find that as well as being a more efficient and effective approach, this also helps us achieve a greater positive impact on environmental, social and other issues. For details on some of the engagement that takes place operational level in the UK please refer to the section 172(1) statement contained in the directors' report of our operating company, United Biscuits (UK) Limited.

This report was approved by the board of directors on 7 May 2020 and signed on its behalf by:



**Murat Ulker**  
Director

7 May 2020

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## Directors' Report

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The directors present their annual report and the audited financial statements of UMV Global Foods Holding Company Ltd (the 'Company') together with its subsidiaries (the 'Group') for the year ended 31 December 2019.

The directors have chosen, in accordance with section 414C(11) of Companies Act 2006, to include such matters of strategic importance to the Group in the Strategic Report which otherwise would be required to be disclosed in the Directors' Report.

### Dividends

No dividends have been paid or proposed in the current year or prior year.

### Principal activity, going concern and future developments

The Group's business activities and performance against its key performance indicators and likely future developments are set out in the Strategic Framework section of the Strategic Report.

The financial position of the Group, its cash flows, liquidity position and borrowing facilities are described on pages 21 and 24 and notes 17 and 18 to the financial statements. In addition, Note 18 to the financial statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk, commodity risk and liquidity risk.

The Group intends to continue manufacturing and selling its biscuit and savoury snacks with a principal focus on its key financial performance indicators and delivering its strategic objectives as detailed in the Strategic Report.

The Group's parent company, Yildiz Holding, has agreed to provide financial support to ensure that it is well placed to manage its business risks successfully despite the current uncertain economic outlook. The Directors, therefore, have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

Please refer to the Brexit and Covid-19 sections within the Principal Risks and Uncertainties section of the Strategic Report. Also refer to Note 24, Events after the balance sheet date.

The financial statements have been prepared on a going concern basis as the directors are satisfied that its parental company financial support will mean that the Group has adequate financial resources to continue its operations for the foreseeable future. In making this statement, the Group's directors have reviewed the Group budget and available finance facilities and have made such other enquiries, as they considered appropriate.

### Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

Murat Ulker  
Richard Handscombe  
Simon Edward Munir

### Qualifying third party indemnity provision

During the year and till the time of signing of this report, the company continues to maintain Directors and Officers Liability Insurance to indemnify the company's directors against any liability incurred in the course of their office to the extent permitted by law.

### Employment Policies

*The Group has a comprehensive framework of employment policies. The Group upholds the rights and opportunities of all people to seek, obtain and hold employment with dignity and without any form of discrimination. It is the Group's policy that employees at all levels shall not in their dealings harass or discriminate against other individuals on grounds of gender, race nationality, religion, marital status, sexual orientation, disability, age or for any other reason whatsoever. This policy applies in respect of all conditions of employment. We regularly communicate and consult with employees or their representatives on a regular*

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**Directors' Report (continued)**

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basis so that the views of employees can be taken into account in making decisions, which are likely to affect their interests

Equal opportunity is offered to disabled persons, whether registered or not, applying for vacancies having regard to their aptitudes and abilities. Arrangements are made to continue the employment, wherever possible, of those employees who have become disabled. Consideration is also given to arranging appropriate training facilities or providing special aids where necessary. Disabled persons are provided with the same opportunities for training, career development and promotion that are available to all employees within the limitations of their aptitudes and abilities.

**Research & Development**

The goal is for the technical teams to support our branded growth goals by driving value creation through optimised product delivery aligned to and supporting the Group's strategic objectives.

**Stakeholder Reporting**

For information on stakeholder reporting please refer to the Section 172(1) statement in the Strategic Report

**Governance Reporting**

For information on governance reporting please refer to page 7 in the financial statements of United Biscuits (UK) Limited.

**Directors' Statement as to Disclosure of Information to the Auditors**

The Directors who were members of the board at the time of approving the directors' report are listed on page 13.

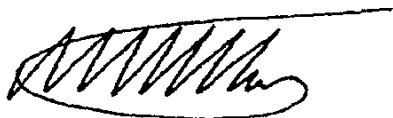
The directors confirm that, in the case of each person who is a director at the time when the directors' report is approved, as far as each director is aware, there is no relevant audit information of which the auditor is unaware and that directors have taken all steps that ought to have been taken to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

**Independent auditor**

A resolution to re-appoint PricewaterhouseCoopers LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

This report was approved by the board of directors on 7 May 2020 and signed on its behalf by:



**Murat Ulker**

Director

7 May 2020

Registered office: United Biscuits Hayes Park, Hayes End Road, Hayes, Middlesex, UB4 8EE.

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## **Statement of Directors' Responsibilities in respect of the financial statements**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 group and company and of the profit or loss of the group and company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable IFRSs as adopted by the European Union have been followed for the group financial statements and United Kingdom Accounting Standards, comprising FRS 101, have been followed for the company financial statements, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and company will continue in business.

The directors are also responsible for safeguarding the assets of the group and 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 group and company's transactions and disclose with reasonable accuracy at any time the financial position of the group and company and enable them to ensure that the financial statements comply with the Companies Act 2006.

# ***Independent auditors' report to the members of UMV Global Foods Holding Company Ltd***

## **Report on the audit of the financial statements**

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### **Opinion**

In our opinion:

- UMV Global Foods Holding Company Ltd's consolidated financial statements and company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the company's affairs as at 31 December 2019 and of the group's profit, the company's loss and the consolidated cash flows for the year then ended;
- the consolidated financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the consolidated and parent company balance sheets as at 31 December 2019; the consolidated and parent company income statements, the consolidated statement of comprehensive income, the consolidated statement of cash flows, and the consolidated and parent company statements of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We remained independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's and company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's and company's ability to continue as a going concern.

### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.



# ***Independent auditors' report to the members of UMV Global Foods Holding Company Ltd (Continued)***

## **Report on the audit of the financial statements (Continued)**

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### **Reporting on other information (Continued)**

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### ***Strategic Report and Directors' Report***

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the group and company and their environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

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### **Responsibilities for the financial statements and the audit**

#### ***Responsibilities of the directors for the financial statements***

As explained more fully in the Statement Directors' Responsibilities in Respect of the Financial Statements set out on page 15, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the company or to cease operations, or have no realistic alternative but to do so.

#### ***Auditors' responsibilities for the audit of the financial statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### ***Use of this report***

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

# ***Independent auditors' report to the members of UMV Global Foods Holding Company Ltd (Continued)***

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## **Other required reporting**

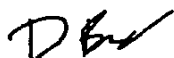
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### **Companies Act 2006 exception reporting**

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the company financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



David Beer (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Watford

7 May 2020

## Consolidated income statement

For year ended 31 December 2019

	Note	2019 £m	2018 £m
Revenue	3	1,025.1	1,060.5
Cost of goods sold		(698.8)	(734.8)
Gross profit		326.3	325.7
Distribution, selling and marketing expenses		(160.8)	(170.0)
General and administrative expenses		(79.9)	(69.4)
<b>Operating profit before non-underlying and restructuring operating items</b>		<b>85.6</b>	<b>86.3</b>
Operating profit before non-underlying and restructuring operating items is comprised as follows:			
Adjusted EBITDA		145.6	135.8
Pension administration expense	21	(5.5)	(6.8)
Depreciation and amortisation expense	6	(54.5)	(42.7)
Non-underlying and restructuring operating items	5	(15.9)	(23.0)
Impairment of goodwill	10	-	(125.0)
<b>Operating profit/(loss)</b>	6	<b>69.7</b>	<b>(61.7)</b>
(Loss)/Profit from the disposal of businesses and subsidiaries	4	(0.6)	16.5
Profit from disposal of fixed assets		0.4	-
Interest receivable and other financial income	7	0.9	0.6
Interest payable and other financial charges	8	(56.7)	(40.0)
Other finance expense – pensions	21	(3.6)	(4.1)
<b>Profit/(Loss) before tax</b>		<b>10.1</b>	<b>(88.7)</b>
Tax	9	(7.5)	(3.2)
<b>Profit/(Loss) for the year</b>		<b>2.6</b>	<b>(91.9)</b>

All amounts relate to continuing activities.

The notes on pages 25 – 79 form an integral part of these financial statements.

## Consolidated statement of comprehensive income

For the year ended 31 December 2019

	Note	2019 £m	2018 £m
<b>Profit/(Loss) for the year</b>		2.6	(91.9)
<b>Items not to be reclassified subsequently to profit or loss</b>			
Remeasurement of net defined benefit pension plan liability	21	(13.5)	32.2
Deferred tax on items not to be reclassified subsequently to loss or profit	9	2.3	(5.5)
<b>Total items not to be reclassified subsequently to profit or loss</b>		(11.2)	26.7
<b>Items that may be reclassified subsequently to profit or loss</b>			
(Loss)/Gain on cash flow hedges arising during the year		(0.7)	9.6
Gain on cash flow hedges transferred to income statement		(0.7)	(3.5)
Exchange differences on translation of foreign operations		(12.8)	(5.4)
Deferred tax on items that may be reclassified subsequently to profit or loss	9	1.9	1.4
<b>Total items that may be reclassified subsequently to profit or loss</b>		(12.3)	2.1
<b>Other comprehensive (loss)/income for the year after tax</b>		(23.5)	28.8
<b>Total comprehensive loss for the year after tax</b>		(20.9)	(63.1)

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The notes on pages 25 – 79 form an integral part of these financial statements.

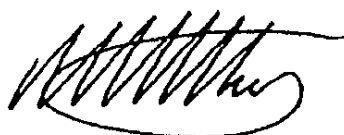
## Consolidated balance sheet

As at 31 December 2019

	Note	2019 £m	2018 £m
<b>ASSETS</b>			
<b>Non-current assets</b>			
Intangible assets	10	1,789.9	1,799.2
Property, plant and equipment	11	370.2	369.1
<b>Total non-current assets</b>		<b>2,160.1</b>	<b>2,168.3</b>
<b>Current assets</b>			
Inventories	13	59.9	66.0
Trade and other receivables	14	131.8	135.2
Derivative financial instruments	18	0.3	0.1
Cash and cash equivalents	15	164.0	160.2
<b>Total current assets</b>		<b>356.0</b>	<b>361.5</b>
<b>TOTAL ASSETS</b>		<b>2,516.1</b>	<b>2,529.8</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's equity</b>			
Share capital	20	1,200.0	1,200.0
Other reserves	20	(18.8)	(6.5)
Accumulated loss		(158.8)	(150.2)
<b>Total equity</b>		<b>1,022.4</b>	<b>1,043.3</b>
<b>Non-current liabilities</b>			
Borrowings	17	607.7	591.1
Amount due to parent company	23	205.8	185.2
Retirement benefit liability	21	139.4	148.4
Derivative financial instruments	18	9.6	8.0
Provisions	19	2.3	1.0
Deferred tax	9	168.0	164.4
<b>Total non-current liabilities</b>		<b>1,132.8</b>	<b>1,098.1</b>
<b>Current liabilities</b>			
Borrowings	17	23.3	41.6
Trade and other payables	16	329.9	339.4
Derivative financial instruments	18	1.6	0.9
Provisions	19	6.1	6.5
<b>Total current liabilities</b>		<b>360.9</b>	<b>388.4</b>
<b>Total liabilities</b>		<b>1,493.7</b>	<b>1,486.5</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,516.1</b>	<b>2,529.8</b>

The notes on pages 25 – 79 form an integral part of these financial statements.

The consolidated financial statements of UMV Global Foods Holding Company Ltd (registered number: 9289015) on pages 19 to 79 were approved by the Board and signed on its behalf on 7 May 2020.



**Murat Ulker**  
Director

## Consolidated statement of changes in equity

For the year ended 31 December 2019

	Share Capital £m	Currency Translation Reserve £m	Properties Revaluation Reserve £m	Hedging Reserves £m	Accumulated loss £m	Total Equity £m
At 1 January 2019	1,200.0	(20.3)	12.4	1.4	(150.2)	1,043.3
<b>Comprehensive loss in the year, net of tax effects:</b>						
Profit for the year	-	-	-	-	2.6	2.6
Re-measurement loss on defined benefit pension plans net of tax	-	-	-	-	(11.2)	(11.2)
Exchange difference on translation of foreign operations (Note 18)	-	(10.9)	-	-	-	(10.9)
Net loss on cash flow hedges (Note 18)	-	-	-	(1.4)	-	(1.4)
Total comprehensive loss for the year	-	(10.9)	-	(1.4)	(8.6)	(20.9)
<b>At 31 December 2019</b>	<b>1,200.0</b>	<b>(31.2)</b>	<b>12.4</b>	<b>-</b>	<b>(158.8)</b>	<b>1,022.4</b>

The notes on pages 25 – 79 form an integral part of these financial statements.

## Consolidated statement of changes in equity

For the year ended 31 December 2018

	Share Capital £m	Currency Translation Reserve £m	Properties Revaluation Reserve £m	Hedging Reserves £m	Accumulated loss £m	Total Equity £m
At 1 January 2018	1,200.0	(16.3)	12.4	(4.7)	(85.0)	1,106.4
<b>Comprehensive (loss)/ income in the year, net of tax effects:</b>						
Loss for the year	-	-	-	-	(91.9)	(91.9)
Re-measurement gain on defined benefit pension plans net of tax	-	-	-	-	26.7	26.7
Exchange difference on translation of foreign operations (Note 18)	-	(4.0)	-	-	-	(4.0)
Net gain on cash flow hedges (Note 18)	-	-	-	6.1	-	6.1
Total comprehensive (loss)/income for the year	-	(4.0)	-	6.1	(65.2)	(63.1)
<b>At 31 December 2018</b>	<b>1,200.0</b>	<b>(20.3)</b>	<b>12.4</b>	<b>1.4</b>	<b>(150.2)</b>	<b>1,043.3</b>

The notes on pages 25 – 79 form an integral part of these financial statements.

## Consolidated cash flow statement

For the year ended 31 December 2019

	Note(s)	2019 £m	2018 £m
<b>Operating activities</b>			
Operating profit/(loss)		69.7	(61.7)
Adjustments for:			
Depreciation and amortisation	6,10, 11	54.5	42.7
Impairment of goodwill	10	-	125.0
Non-underlying and restructuring operating expenses	5	15.9	23.0
Cash flows related to commodity-related financial derivatives		(0.8)	(0.3)
Cash flows relating to non-underlying and restructuring operating expenses		(15.0)	(12.6)
Difference between pension contributions paid and amounts recognised in operating profit		(26.9)	(25.1)
		97.4	91.0
Decrease in inventories		6.1	1.5
Decrease in receivables		3.4	24.9
Decrease in payables		(9.6)	(22.8)
<b>Cash generated from operations</b>		97.3	94.6
Interest paid		(35.0)	(28.1)
Interest received		-	-
Income taxes paid		(0.6)	(1.1)
<b>Net cash inflow from operating activities</b>		61.7	65.4
<b>Investing activities</b>			
Capital expenditure and purchases of intangible assets	10, 11	(15.2)	(32.9)
Net cash inflow on disposal of businesses and subsidiaries, net of cash disposed	4	-	29.0
Net cash inflow on disposal of fixed assets		0.4	-
<b>Net cash outflow from investing activities</b>		(14.8)	(3.9)
<b>Financing activities</b>			
Amounts loaned to group companies		(3.5)	-
Cash proceeds from borrowings		-	19.4
Repayment of borrowings		(41.7)	(105.1)
<b>Net cash outflow from financing activities</b>		(45.2)	(85.7)
<b>Increase/Decrease in cash and cash equivalents in the year</b>		1.7	(24.2)
Currency translation differences		2.1	0.4
Cash and cash equivalents at beginning of year		160.2	184.0
<b>Cash and cash equivalents at end of year</b>	15	164.0	160.2

The notes on pages 25 – 79 form an integral part of these financial statements.



## **1 Authorisation of financial statements**

The financial statements of UMV Global Foods Holding Company Ltd and its subsidiaries (the "Group") on pages 19 to 79 for the year ended 31 December 2019 were authorised for issue by the board of directors on 7 May 2020 and the balance sheet was signed on the Board's behalf by Murat Ulker. UMV Global Foods Holding Company Ltd is a private company limited by shares, incorporated and domiciled in England and Wales. Its registered office is stated on page 14.

## **2 Accounting policies**

### **Basis of preparation**

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) and in accordance with the Companies Act 2006.

The basis of accounting policy should disclose that the accounting policies have been applied consistently, other than where new policies have been adopted.

The financial statements have been prepared on a going concern basis.

The consolidated financial statements have been prepared on a historical cost basis, except for derivative financial instruments which have been measured at fair value and certain properties that are measured at revalued amounts. 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 except for leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36. In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Unless the context indicates otherwise, "2019" means year ended 31 December 2019.

The consolidated financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Company operates and all references to "sterling" or "£" are to the lawful currency of the United Kingdom. All values are rounded to the nearest one hundred thousand pounds, except where otherwise indicated.

The principal accounting policies adopted are set out below.

### **Statement of compliance**

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union as they apply to the financial statements of the Group for the year ended 31 December 2019 as permitted by the Companies Act 2006.

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## 2 Accounting policies (continued)

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### Basis of consolidation

The consolidated financial statements comprise the financial statements of UMV Global Foods Holding Company Ltd and its subsidiaries made up to the same accounting reference date each year. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Group obtains control, and will continue to be consolidated until the date that such control ceases. Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affect its returns.

Intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated on consolidation. The Company's subsidiaries are listed in Note 12 to the financial statements.

### Significant accounting judgements, estimates, and assumptions

The preparation of the Group's financial statements in conformity with IFRS requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, ultimately actual results may differ from those estimates.

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year arise in connection with the possible impairment of goodwill and intangible assets, the measurement of defined benefit pension obligations, and promotional accruals.

### Judgements

*Goodwill and intangible assets impairment review* – The Group determines whether goodwill and indefinite life intangible assets are impaired on at least an annual basis and this requires an estimation of the value in use of the cash generating units to which the intangible assets are allocated. Considerable management judgement is necessary to identify cash generating units, estimate discounted future cash flows and apply a suitable discount rate. Further details are given in Note 10.

*Defined benefit pension obligations* – The cost of pension benefit plans and post-retirement healthcare benefits is determined using actuarial valuations. This involves making assumptions about future changes in salaries, future pension increases, mortality rates and discount rates. Due to the long term nature of these plans, considerable management judgement is necessary and estimates are subject to significant uncertainty. In addition, the minimum funding requirement under IFRIC 14 which results in an additional liability of £87.3 million is a further judgement applied by the Group which stems from the interpretation of the terms and conditions of the UB Plan. Further details about the assumptions used are given in Note 21.

### Estimates

*Promotional accruals* – The Group accrues for trade discounts and other allowances against agreed promotional activity. Such accruals are subject to a number of variables, e.g. redemption rates and anticipated volumes, and are sensitive to small changes in these variables. These costs are accrued using best estimates using cumulative experience to estimate the provision for discounts, using the most likely amount method; revenue is only recognised to the extent that it is highly probable a significant reversal will not occur. The actual costs may not be known until subsequent years when negotiations with customers are concluded and actual data is available. Changes in accrual estimates are recorded through the income statement. Management considers this estimation uncertainty to be an area of judgement that is significant due to the volume of such transactions. A promotional accrual of £41.1m (2018: £38.3 m) is included within trade payables.

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**2 Accounting policies (continued)**

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**Revenue**

The Group's only significant revenue stream is the sale of products to third parties at amounts invoiced net of trade discounts and rebates, excluding sales related taxes. Trade discounts include sales incentives, up-front payments and other non-discretionary payments. Display and feature costs are deducted from revenue in the financial statements. Revenue is recognised when control of the products being sold has transferred to our customer and when there are no longer any unfulfilled obligations to the customer. This is generally on delivery to the customer but depending on individual customer terms, this can be at the time of dispatch, delivery or upon formal customer acceptance. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer has control over the inventories. Typically, once the Group issues an invoice to the customer, cash is collected within a period of 30 days. At each balance sheet date any expenditure incurred, but not yet invoiced in relation to trade discounts and other allowances, is estimated and accrued and deducted from revenue. Revenue also includes royalty income from licences associated with the Group's brands.

Royalties are earned from the use of the Company's brands by third parties. Royalty revenue is recognised on an accruals basis in accordance with the substance of the relevant agreement. Royalties determined on a non-usage basis are recognised on a straight-line basis over the period of the agreement as the revenue is contracted at a fixed price on an annual basis and the Group is giving access over the use of the brand rather than granting control of it. Royalty arrangements that are usage based such as on production, sales and other measures are recognised on the later of:

- a) the subsequent sale or usage occurs; and
- b) the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied)

Revenue also includes income from a distribution contract. Such revenue is recognised on a monthly accruals basis and is based on the volume of deliveries.

**Interest income**

Interest income is accrued on a time proportionate basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**Adjusted EBITDA**

Adjusted EBITDA is the primary measure by which management measures business performance and is used by management for the purpose of business decision-making and resource allocation. Adjusted EBITDA represents the operating profit or loss from operations before taxes, financing, restructuring items (such as redundancy costs), pension administration costs, depreciation and amortisation expense, acquisition and disposal related costs and other significant items which the directors assess not to relate to the underlying performance of the business due to their nature or frequency of occurrence. Adjusted EBITDA is an alternative performance measure which is not defined or specified under the requirements of IFRS. Adjusted EBITDA is not a substitute for or superior to IFRS measures, but management believes it does provide stakeholders with additional helpful information on the performance of the business.

**Non-underlying and restructuring operating items**

The Group presents as non-underlying and restructuring operating items those items of income and expense which, in the opinion of the Directors, because of their nature merit separate presentation to enable users of the financial statements to better understand the elements of financial performance in the period, to facilitate comparison with prior periods and to assess trends in financial performance more easily.

Non-underlying expenses include charges/credits arising from curtailment events and other projects affecting the Group's pension schemes, uninsured costs arising from natural disasters, charges for impairment of plant, equipment, intangible assets, profits and losses on the disposal of property, plant and equipment, costs associated with acquisitions and disposals (both completed and aborted) and costs associated with major ERP upgrades which do not qualify for capitalisation.

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**2 Accounting policies (continued)**

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Restructuring costs are costs that are incremental to costs the Group would otherwise incur in relation to its normal operations. Principally, they are costs associated with projects implemented to improve efficiency of the Group's operations, integrate acquisitions, restructure departments or reduce the cost base of the business. For example, redundancy costs resulting from the closure or integration of a business or part of a business; costs directly associated with implementing improved ways of working and costs of product recalls.

Costs associated with an activity that meets the definition of restructuring and other non-underlying expenses are charged to the income statement at the point the Group is committed to incurring those costs.

**Foreign currencies**

The individual financial statements of each group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each group company are expressed in sterling, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions and are not retranslated.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date. Exchange differences are recognised in other comprehensive income.

On consolidation, assets and liabilities of foreign operations are translated into sterling at the exchange rate prevailing at the balance sheet date. Income and expense items are translated into sterling at the average rates for the period.

Exchange differences arising on the translation of opening net assets of Group companies, together with differences arising from the translation of the net results at average or actual rates to the exchange rate prevailing at the balance sheet date, are taken to other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate). On disposal of a foreign entity, the deferred accumulated amount recognised in other comprehensive income relating to that particular foreign operation is reclassified to the income statement.

**Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value, and the amount of any non-controlling interest in the acquiree. The choice of measurement of non-controlling interest, either at fair value or at the proportionate share of the acquiree's identifiable net assets is determined on a transaction by transaction basis. Acquisition costs are expensed when incurred. Goodwill is initially measured at cost being the excess of the aggregate of the acquisition date fair value of the consideration transferred and the amount recognised for the non-controlling interest over the identifiable amounts of the assets acquired and liabilities assumed in exchange of the business combination. Goodwill represents consideration paid by the Group in anticipation of future economic benefits from assets that are not capable of being individually identified and separately recognised.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are

## 2 Accounting policies (continued)

recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is subject to an annual impairment review or more frequently when events or changes in circumstances indicate any impairment may exist.

On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### Other intangible assets

On acquisition, the Group recognises any separately identifiable intangible assets separately from goodwill, initially measuring the intangible assets at fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

The useful lives of intangible assets are assessed to be either indefinite or finite. Intangible assets with indefinite useful lives, as determined by the Group's Board of Directors, are not amortised but are subject to an impairment review on an annual basis or more frequently when events or changes in circumstances indicate any impairment may exist. Purchased brands are deemed to have indefinite lives when there is proven longevity of the brand and continued marketing support is envisaged.

Intangible assets with finite useful lives are amortised over their useful lives. The carrying value of intangible assets with a finite life is reviewed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Any impairment is charged to the income statement in the period it arises.

The Group capitalises computer software at cost and also capitalises internally generated software based on costs incurred where certain specific criteria are met. Computer software is amortised on a straight-line basis over its estimated useful life, up to 5 years.

### Advertising and promotional costs

Advertising and promotional costs are charged to the income statement in the period in which the Group either received the service or had the right to access the related goods.

### Property, plant and equipment

Property, plant and equipment excluding freehold land and buildings is stated at cost less depreciation and provision for impairment where appropriate.

Freehold land and buildings are stated in the balance sheet at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date.

Any revaluation increase arising on the revaluation of such land and buildings is credited to the properties revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously expensed. A decrease in carrying amount arising on the revaluation of such land and buildings is charged as an expense to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings is charged to income. On the subsequent sale or scrappage of a revalued property, the attributable revaluation surplus remaining in the properties' revaluation reserve is transferred directly to accumulated loss.

Freehold land is not depreciated.

Depreciation is provided on a straight-line basis based on the cost or valuation less residual value of assets over their expected useful lives. Rates of depreciation applied are as follows:

Freehold land and buildings	1.5 - 2% p.a.
Leasehold improvements	1.5 - 2% p.a or over the life of the lease
Plant, machinery and vehicles	3 - 20% p.a.
Fixtures and fittings	10 - 33% p.a.

## 2 Accounting policies (continued)

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Assets under construction are capitalised but are not depreciated until such time as they are available for use.

Technical stores consist of spare parts and other items for the repair and maintenance of plant and equipment. Major spare parts (costing more than £1,000) are recorded as assets under construction until such time as they are brought into use. All other purchases are expensed.

Property, plant and equipment is reviewed for impairment when events or changes in circumstances indicate the carrying value may be impaired. Any impairment is charged to the income statement in the period in which it arises. Useful lives and residual values of assets are reviewed annually.

### Impairment of non-financial assets

Goodwill arising on business combinations is allocated to the groups of cash-generating units (equivalent to the Group's business units as described in Note 10). The recoverable amount of the cash-generating units to which goodwill has been allocated is tested for impairment annually or more frequently when events or changes in circumstances indicate that it might be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit.

Previous impairments of goodwill are not reversed at a later date.

The carrying values of property, plant and equipment and intangible assets with finite lives are reviewed for impairment when events or changes in circumstances indicate the carrying value may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss.

Where purchased intangible assets are considered by the Board of Directors to have an indefinite useful life, they are not amortised but are subject to an impairment review on an annual basis or more frequently if necessary. Intangible assets not yet available for use, for example, computer software under development, are tested for impairment annually.

An impairment review is performed by comparing the carrying value of the property, plant and equipment or intangible asset or goodwill with its recoverable amount, the recoverable amount being the higher of the fair value of the asset less costs to sell and the asset's value in use. An asset's fair value less costs to sell is the amount that could be obtained on disposal of the asset. The value in use is determined by discounting, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset, the expected future cash flows resulting from its continued use, including those on final disposal. Impairment losses are recognised in the income statement immediately.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which it belongs. Considerable management judgement is necessary to estimate discounted future cash flows. Accordingly, actual cash flows could vary considerably from forecast cash flows.

Impairment reversals are permitted to property, plant and equipment or intangible assets (but not to goodwill) only to the extent that the new carrying value does not exceed the amount it would have been had no impairment loss been previously recognised.

### Leases

As explained further below, the Company has applied IFRS 16 using the modified retrospective approach and therefore comparative information has not been restated. This means comparative information is still reported under IAS 17.

#### Accounting policy applicable from 1 January 2019

For any new contracts entered into on or after 1 January 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

## 2 Accounting policies (continued)

To apply this definition the Company assesses whether the contract meets three key evaluations which are whether:

- the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company
- the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract
- the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.

*Initial measurement of the right-of-use asset:*

The cost of the right-of-use asset shall comprise:

- the amount of the initial measurement of the lease liability
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Company as lessee (considering the materiality level); and
- an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Company incurs the obligation for those costs either at the commencement date or because of having used the underlying asset during a particular period.
- Cash in advance payments shall account in right-of-use asset.

*Initial measurement of lease liability:*

At the commencement date, the lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- fixed payments less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date (for example, payments linked to a consumer price index, payments linked to a benchmark interest rate (such as LIBOR) or payments that vary to reflect changes in market rental rates),
- amounts expected to be payable by the Company under residual value guarantees;
- the exercise price of a purchase option if the Group as lessee is reasonably certain to exercise that option and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising an option to terminate the lease.

*Subsequent measurement of the right-of-use asset:*

The Company as a lessee shall measure the right-of-use asset at cost by subtracting any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability.

If the lease transfers ownership of the underlying asset to the Company by the end of the lease term or if the cost of the right-of-use asset reflects that the Company will exercise a purchase option, the Company shall depreciate the right-of-use asset from the commencement date to the end of the useful life of the underlying asset. Otherwise, the Company shall depreciate the right-of-use asset from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term.

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**2 Accounting policies (continued)**

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*Subsequent measurement and reassessment of the lease liability:*

After the commencement date, the Company shall remeasure the lease liability to reflect changes to the lease payments. The Company shall recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. However, if the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company shall recognize any remaining amount of the remeasurement in profit or loss. The Company shall remeasure the lease liability by discounting the revised lease payments using a revised discount rate, if either:

- interest on the lease liability; and
- variable lease payments not included in the measurement of the lease liability in the period in which the event or condition that triggers those payments occurs.
- any material amendment within the scope of lease contract.

The Company shall remeasure the lease liability by discounting the revised lease payments, if either:

- there is a change in the amounts expected to be payable under a residual value guarantee. The Company shall determine the revised lease payments to reflect the change in amounts expected to be payable under the residual value guarantee.
- there is a change in future lease payments resulting from a change in an index or a rate used to determine those payments, including for example a change to reflect changes in market rental rates following a market rent review. The Company shall remeasure the lease liability to reflect those revised lease payments only when there is a change in the cash flows (i.e. when the adjustment to the lease payments takes effect). The Company shall determine the revised lease payments for the remainder of the lease term based on the revised contractual payments.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment. Finance lease liabilities have been disclosed separately.

*Accounting policy applicable before 1 January 2019*

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the Group. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group and capitalised at their fair value at the date of commencement of the lease or, if lower, at the present value of the minimum lease payments within property, plant and equipment and depreciated over the shorter of the lease term and estimated useful life. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and a reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the income statement.

Lease payments relating to operating leases are charged to the income statement on a straight-line basis over the term of the relevant lease.

**Inventories**

Inventories are valued at the lower of cost and estimated net realisable value. The cost of products manufactured by the Group comprises direct material and labour costs together with appropriate factory overheads. The cost of raw materials and goods for resale is determined on a first-in, first-out basis. Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and costs to be incurred in marketing, selling and distribution.

Inventories held as consignment stock is recognised as an asset in the balance sheet at cost, as the risks and rewards of ownership have been transferred to the Group. A corresponding liability is also recognised in the balance sheet.



## 2 Accounting policies (continued)

### Financial assets - initial recognition and measurement

The Group classifies its financial assets into the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and
- those to be measured at amortised cost.

This classification depends on our business model for managing the financial asset and the contractual terms of the cash flows. At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. All of the Group's financial assets (except cash) are debt instruments that provide the Group with a contractual right to receive cash or another asset.

### Financial assets - subsequent measurement

The subsequent measurement of the Group's financial assets (except cash) depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories that debt instruments are classified as:

- amortised cost;
  - financial assets at fair value through other comprehensive income; or
  - financial assets at fair value through profit or loss.
- i. Amortised cost - assets measured at amortised cost are those which are held to collect cash flows on the repayment of principal or interest. A gain or loss on a financial asset recognised at amortised cost on de-recognition or impairment is recognised in profit or loss. Any interest income is recognised within finance income using the effective interest rate method.
  - ii. Fair value through other comprehensive income - assets that are held at fair value through other comprehensive income are those that are held to collect cash flows on the repayment of principal and interest or which are held to recognise a capital gain through the sale of the asset. Movements in the carrying amount are recognised in other comprehensive income except for the recognition of impairment, interest income and foreign exchange gains or losses which are recognised in profit or loss. On de-recognition, the cumulative gain or loss recognised in other comprehensive income is reclassified from equity to profit or loss. Interest income is included in finance income using the effective interest rate method.
  - iii. Fair value through profit or loss - assets that do not meet the criteria for either amortised cost or fair value through other comprehensive income are measured as fair value through profit or loss. Related transaction costs are expensed as incurred. Unless they form part of a hedging relationship, these assets are held at fair value, with changes being recognised in the income statement. Interest income from these assets is included within finance income.

### Financial assets - impairment

The Group recognises a loss allowance for expected credit losses ("ECL") on trade and other debtors. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade and other debtors. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

## **2 Accounting policies (continued)**

Lifetime ECL represents the ECLs that will result from all possible default events over the expected life of a financial instrument.

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### **Cash and cash equivalents**

Cash includes cash in hand and deposits repayable on demand with any qualifying financial institutions, less overdrafts from any qualifying institution repayable on demand. Cash equivalents are bank deposits which mature in three months or less at the date of acquisition.

### **Borrowings**

Borrowings are initially recognised at fair value, which is represented by the amount of net proceeds received including any premium on issue and after deduction of issue costs. Borrowings are subsequently stated at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. Any difference between proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the net carrying amount of the financial liability.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### **Equity**

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 Group are recognised at the proceeds received, net of direct issue costs.

### **Taxes**

Current tax is based on the results for the period as adjusted for non-assessable or disallowed items. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for in respect of temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit or loss.

Deferred tax liabilities are recognised for all taxable temporary differences except in respect of investments in subsidiaries where the Group is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Additionally, where the temporary difference arises from the initial recognition of goodwill or initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit (or loss), deferred tax is not recognised.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. Their carrying amount is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Where deferred tax assets and liabilities arise in the same jurisdiction and are expected to reverse in a similar period they are presented on a net basis.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which the asset or liability is realised based on tax rates and laws enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged

## 2 Accounting policies (continued)

or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Pensions and other post-retirement benefits

The Group's main post-retirement arrangements are in the United Kingdom and are of the defined benefit type, for which contributions are paid into separately administered funds. The Group's U.K. defined benefit plans are closed to new members and membership of defined contribution plans is available for new employees. The Group also provides additional post-retirement benefits to certain senior managers in the United Kingdom and post-retirement healthcare benefits in the Netherlands, both of which are unfunded. The cost of providing benefits under the defined benefit plans is determined separately for each plan using the projected unit credit method, which attributes entitlement to benefits to the current period (to determine the current service cost) and to the current and prior periods (to determine the present value of the defined benefit obligation) and is based on actuarial advice. The net interest cost on scheme assets and liabilities is recognised within the Consolidated Income Statement. When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss is recognised in the Consolidated Income Statement during the period in which the settlement or curtailment occurs. Re-measurement gains and losses are recognised in full in the consolidated statement of other comprehensive income in the period in which they occur.

The Group recognises a surplus in schemes only through a reduction in future contributions or where a right to a refund exists. Where the payment in relation to a minimum funding requirement creates a surplus (on an IAS 19R basis) which will be recognised on the basis of a potential refund, the tax on this refund is deemed to be an income tax and consequently no provision is recognised.

Contributions to defined contribution plans are recognised in the consolidated statement of profit or loss in the period in which they are payable.

### Provisions

In the normal course of business the Group is involved in certain disputes. Provision for contingent liabilities is made when the Group has a present obligation (legal or constructive) as a result of a past event, it is deemed probable that an adverse outcome will occur and the amount of the loss can be reasonably estimated. If the effect is material, expected future cash flows are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where the Group is the plaintiff in pursuing claims against third parties, legal and associated expenses are charged to the income statement as incurred.

The recognition of provisions for disputes is subject to a degree of estimation. In making its estimates management takes into account the advice of internal and external legal counsel. Provisions are reviewed regularly and amounts updated where necessary to reflect developments in the disputes. The ultimate liability may differ from the amount provided depending on the outcome of court proceedings and settlement negotiations or if investigations bring to light new facts.

### Derivative financial instruments and hedging

The Group uses certain derivative financial instruments for the purpose of hedging foreign exchange and commodity price risks. Hedges of foreign exchange risk or firm commitments are accounted for as cash flow hedges. The Group also holds interest rate swap derivative financial instruments that no longer qualify for hedge accounting.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

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**2 Accounting policies (continued)**

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- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The carrying values of recognised assets and liabilities that are designated as hedged items in fair value hedges that would otherwise be carried at amortised cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationships.

Hedge accounting is applied where derivative financial instruments are measured to have been highly effective in offsetting the changes in fair value or cash flows of the hedged items. Derivatives outside a hedging relationship are recorded at fair value at the balance sheet date with any gains or losses being recognised in the income statement.

**(a) Cash flow hedges**

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and is included in the 'other gains and losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, the gains and losses previously recognised in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in other comprehensive income will not be recovered in the future, that amount is immediately reclassified to profit or loss.

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

**(b) Fair value hedges**

The fair value change on qualifying hedging instruments is recognised in profit or loss except when the hedging instrument hedges an equity instrument designated at FVTOCI in which case it is recognised in other comprehensive income.

The carrying amount of a hedged item not already measured at fair value is adjusted for the fair value change attributable to the hedged risk with a corresponding entry in profit or loss. For debt instruments measured at FVTOCI, the carrying amount is not adjusted as it is already at fair value, but the hedging gain or loss is recognised in profit or loss instead of other comprehensive income.

Where hedging gains or losses are recognised in profit or loss, they are recognised in the same line as the hedged item.

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. The fair value

## 2 Accounting policies (continued)

adjustment to the carrying amount of the hedged item arising from the hedged risk is amortised to profit or loss from that date.

### Non-current assets held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs of disposal.

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

### Adoption of new and revised Standards

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

In the current year, the Group has applied a number of new IFRSs issued by the International Accounting Standards Board (IASB) and amendments to IFRSs that are mandatorily effective for an accounting period that begins on or after 1 January 2019, including:

- IFRS 16 Leases

The Group's adoption of the Annual Improvements to IFRSs 2015-2017 Cycle, and IFRIC 23 Uncertainty over Income Tax Treatments and IAS 19 Employee Benefits - amendments regarding plan amendments, curtailments or settlements did not have a material impact on the Group.

#### a) Impact of initial application of IFRS 16 Leases

In the current year, the Company has applied IFRS 16 Leases (as issued by the IASB in January 2016) which replaces IAS 17 Leases.

The adoption of this new Standard has resulted in the Group recognising a right-of-use asset and related lease liability in connection with all former operating leases except for those identified as low-value or having a remaining lease term of less than 12 months from the date of initial application.

The new Standard has been applied using the modified retrospective approach in accordance with specific transition provisions contained in IFRS 16, paragraph C7-C13, with the cumulative effect of adopting IFRS 16 being recognised in equity as an adjustment to the opening balance of accumulated loss for the current period. Prior periods have not been restated.

A sale and leaseback transaction took place in 2018 and, in accordance with IFRS 16, paragraph C17, the Group has determined under that it should be recorded as a finance lease from the commencement.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the company relied on its assessment made applying IAS 17 and IFRIC 4 Determining whether an Arrangement contains a Lease

The Group has elected not to include initial direct costs in the measurement of the right-of-use asset for operating leases in existence at the date of initial application of IFRS 16, being 1 January 2019. At this date, the Group has also elected to measure the right-of-use assets at an amount equal to the lease liability adjusted for any prepaid or accrued lease payments that existed at the date of transition.

Instead of performing an impairment review on the right-of-use assets at the date of initial application, the Group has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16.

**2 Accounting policies (continued)**

On transition, for leases previously accounted for as operating leases with a remaining lease term of less than 12 months and for leases of low-value assets the Group has applied the optional exemptions to not recognise right-of-use assets but to account for the lease expense on a straight-line basis over the remaining lease term.

For those leases previously classified as finance leases, the right-of-use asset and lease liability are measured at the date of initial application at the same amounts as under IAS 17 immediately before the date of initial application.

On transition to IFRS 16 the weighted average incremental borrowing rate applied to lease liabilities recognised under IFRS 16 was 3.9%.

The Group has benefited from the use of hindsight for determining the lease term when considering options to extend and terminate leases.

The following is a reconciliation of the financial statement line items from IAS 17 to IFRS 16 at 1 January 2019:

	Carrying amount at 31 December 2018	Reclassification	Remeasurement	IFRS 16 carrying amount at 1 January 2019
	£m	£m	£m	£m
Property, plant and equipment	369.1	-	34.3	403.4
Lease liabilities	(18.2)	-	(34.3)	(52.5)
Deferred tax asset	63.4	-	(5.3)	58.1
<b>Total</b>	<b>414.3</b>	<b>-</b>	<b>(5.3)</b>	<b>409.0</b>

The following is a reconciliation of total operating lease commitments at 31 December 2018 (as disclosed in the financial statements to 31 December 2018) to the lease liabilities recognised at 1 January 2019:

	£m	£m
Total operating lease commitments disclosed at 31 December 2018		39.4
Recognition exemptions:		
- Leases of low value assets	-	
- Leases with remaining lease term of less than 12 months	(0.9)	
Variable lease payments not recognised	-	
Other minor adjustments relating to commitment disclosures	0.1	
		(0.8)
Operating lease liabilities before discounting		38.6
Discounted using incremental borrowing rate		(5.2)
Operating lease liabilities		33.4
Reasonably certain extension options		0.9
Finance lease obligations		18.2
<b>Total lease liabilities recognised under IFRS 16 at 1 January 2019</b>		<b>52.5</b>

**New standards and interpretations and Standards issued but not yet effective**

There are no new pronouncements or amendments to standards which were issued as at 31 December 2019 but are not yet effective and which are relevant to the Group.

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**3 Revenue**


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The Group has one significant revenue stream, being the sale of sweet and savoury biscuits and baked snacks, all of which arises under customer contracts.

Revenue from customer contracts by geographical area

	<b>2019</b>	<b>2018</b>
	<b>£m</b>	<b>£m</b>
United Kingdom	763.7	735.7
Rest of World	261.4	324.8
	<u>1,025.1</u>	<u>1,060.5</u>

Timing of revenue recognition

	<b>2019</b>	<b>2018</b>
	<b>£m</b>	<b>£m</b>
Point in time (primarily sale of goods)	994.3	1,037.3
Over time (primarily distribution income)	30.8	23.2
	<u>1,025.1</u>	<u>1,060.5</u>

The aggregate amount of the transaction price allocated to performance obligations that are (partially) unsatisfied at the balance sheet date is nil.

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**4 Business Combinations and Divestments**


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**Disposal of International Biscuits Company Limited**

On 31 March 2018, the Group sold its Saudi Arabian trading company, IBC, to Ulker Biskuvi Sanayi A.S., another subsidiary of Yildiz Holding. IBC was presented in the prior year's financial statements as an asset held for sale.

	<b>2018</b>
	<b>£m</b>
<b>Cash proceeds</b>	<b>29.5</b>
Less: costs of disposal	<u>(0.5)</u>
<b>Net proceeds</b>	<b>29.0</b>
Less: assets disposed of	<u>(12.5)</u>
<b>Gain on disposal</b>	<u><b>16.5</b></u>

**5 Non-underlying and restructuring operating items**

	<b>Total £m</b>
<b>2019</b>	
Restructuring costs <sup>(1)</sup>	8.8
Other non-underlying costs <sup>(2)</sup>	7.1
<b>Non-underlying and restructuring operating items</b>	<b>15.9</b>

**Total**

	<b>£m</b>
<b>2018</b>	
Restructuring costs <sup>(1)</sup>	7.2
Other non-underlying costs <sup>(3)</sup>	15.8
<b>Non-underlying and restructuring operating items</b>	<b>23.0</b>

- (1) Represents amounts due to or paid to employees for severance costs and other expenses in connection with restructuring operations. The Group expects to utilise the provisions associated with these expenses within the next 12 months.
- (2) Other non-underlying costs for 2019 comprise costs related to aborted sale of a business, consultancy fees associated with cost reduction and dilapidations provision.
- (3) Other non-underlying costs for 2018 comprise guaranteed minimum pension ("GMP") equalisation expense in connection with the Group's defined benefits pension scheme of £8.7m (2017: nil). Other non-underlying costs in 2018 include costs related to trade disputes (£3.0m), professional fees on potential business restructuring (£2.2m) and other non-underlying professional costs (£1.9m).



**6 Operating profit/(loss)**

	2019 £m	2018 £m
Operating profit/(loss) is stated after charging:		
Depreciation and amortisation expense:		
Depreciation of property, plant and equipment	50.3	42.5
Amortisation of computer software	4.2	0.2
	<u>54.5</u>	<u>42.7</u>
The depreciation and amortisation expense by function was as follows:		
Cost of goods sold	38.8	35.6
Distribution, selling and marketing expenses	6.9	1.8
General and administrative expenses	8.8	5.3
	<u>54.5</u>	<u>42.7</u>
Operating lease rentals <sup>(1)</sup> :		
Property	-	5.9
Plant and equipment	1.2	4.4
	<u>1.2</u>	<u>10.3</u>
Shareholder fees	2.0	2.0
Product research and development	18.7	5.4
Advertising expenditure	11.9	16.6
<b>Staff costs and directors' emoluments</b>		
Gross wages and salaries, holiday pay and sick pay	176.2	176.7
Social security costs	18.3	18.4
Pension costs	18.6	30.4
	<u>213.0</u>	<u>225.5</u>

 Directors' emoluments<sup>(2)</sup>

- (1) 2019 operating lease rentals include only those leases which are exempt under IFRS 16 as they are short term leases (see Note 2) and therefore the comparative information is not comparable to the current year information.
- (2) All of the directors are remunerated by the Yildiz Group for their advisory services, which includes their directorships of the Company but which is not separately determinable from other services provided to the Yildiz Group. For the year ended 31 December 2019 amounts totalling £2.0m (2018: £2.0m) were payable by UMV Global Foods Holding Company Ltd to Yildiz Holding A.S. in respect of the provision of corporate governance services, including associated directors' fees. It is not practical to separately identify the directors' remuneration element of this charge.

The average monthly number of employees during the year was as follows:

	2019 No.	2018 No.
Manufacturing and production	4,767	5,263
Logistics and site service	754	650
Sales, marketing and administration	777	971
	<u>6,298</u>	<u>6,884</u>

**6 Operating profit/(loss) (continued)**

The Group paid the following amounts to its auditors in respect of their audit of the Group's financial statements and for other services provided to the Group:

	2019 £m	2018 £m
Fees payable to the company's auditors for the audit of the company's and its subsidiaries' annual financial statements	0.6	0.4
Audit related assurance services	-	-
Tax compliance services	-	-
Tax advisory services	-	-
Corporate finance services	-	-
	<u>0.5</u>	<u>0.4</u>

**7 Interest receivable and other financial income**

	2019 £m	2018 £m
Interest income on bank deposits	0.4	0.3
Interest receivable from fellow group companies	0.5	-
Foreign exchange gain	-	0.3
	<u>0.9</u>	<u>0.6</u>

**8 Interest payable and other financial charges**

	2019 £m	2018 £m
Bank credit facility	36.9	24.3
Interest payable to fellow group company	14.7	13.7
Foreign exchange loss on borrowings	1.2	-
Finance lease costs	1.9	0.6
Other financial charges	2.0	1.4
	<u>56.7</u>	<u>40.0</u>

**9 Tax**

Tax is charged/(credited) in the income statement as follows:

	2019 £m	2018 £m
<b>Current income tax</b>		
UK corporation tax	-	-
Foreign tax	0.4	1.1
Adjustments relating to prior years	-	(0.5)
Total current income tax	<u>0.4</u>	<u>0.6</u>
<b>Deferred tax</b>		
Origination and reversal of temporary differences	5.4	5.7
Changes in the corporation tax rate	-	(2.7)
Adjustments relating to prior years	1.7	(0.4)
Total deferred tax	<u>7.1</u>	<u>2.6</u>
<b>Tax charge in the income statement</b>	<u>7.5</u>	<u>3.2</u>

Tax relating to items charged or credited to other comprehensive income is as follows:

	2019 £m	2018 £m
<b>Deferred tax</b>		
Items that will not be reclassified subsequently to profit or loss:		
Tax on defined benefit pension plan remeasurements	(2.3)	5.5
Tax on foreign exchange movements on brands	(1.9)	(1.4)
Tax (credit)/debit in the statement of comprehensive income	<u>(4.2)</u>	<u>4.1</u>

**Reconciliation of the total tax charge**

The tax charge in the income statement is reconciled below:

	2019 £m	2018 £m
Profit/(Loss) before taxation	<u>10.1</u>	<u>(88.7)</u>
Tax charge at the statutory rate of 19.00% (2018: 19.00%)	1.9	(16.9)
Expenses not deductible for tax purposes	5.5	29.6
Deductions and exemptions	-	(3.1)
Adjustments relating to prior years	1.7	(0.9)
Effect of overseas tax rates	(0.6)	1.8
Loss carried forward for which no deferred tax asset was recognised	1.2	1.5
Taxes losses utilised for which no deferred tax asset was recognised	(2.2)	(5.4)
Changes in the tax rate	-	(3.4)
Tax charge in the income statement	<u>7.5</u>	<u>3.2</u>

**9 Tax (continued)**

The Finance (No.2) Act 2016, which received Royal Assent on 15 September 2016, had stated that UK corporation tax rate will be further reduced to 17% effective from 1 April 2020. The reduction to the tax rate included in the Finance (No. 2) Act 2016 was enacted at the balance sheet date and the effect thereof is therefore reflected in these financial statements. Accordingly, a rate of 17% has been applied in the measurement of the Group's deferred tax assets and liabilities as at 31 December 2019. It was announced in Budget 2020 that the corporation tax rate would no longer be reduced to 17% but would instead remain at 19%. This was not enacted at the Balance sheet date. If the rate would have been enacted the deferred tax liability would be £187.8m.

In the Dutch Government Gazette published on 28 December 2018, it was announced that the corporate income tax rate in the Netherlands will decrease from 25% to 22.55% in 2020 and 20.5% in 2021. Accordingly, a rate of 20.5% has been applied to deferred tax assets and liabilities in the Netherlands.

Pursuant to the action plan released by the French Prime Minister in September 2017, the French CIT rate cuts will decrease from 28% to 26.5% in 2021 and 25% in 2022. Accordingly, a rate of 25% has been applied to deferred tax assets and liabilities in France.

**Unrecognised tax losses**

A deferred tax asset of approximately £141.8 million (2018: £135.5 million) has not been recognised on tax losses arising in India and capital losses in United Kingdom at 31 December 2019, as it is not anticipated that any of these losses will be able to be offset against profits arising in the foreseeable future and before they expire.

**Temporary differences associated with group investments**

At 31 December 2019, there was no recognised deferred tax liability for taxes that would be payable on the unremitted earnings of the Group's subsidiaries as the Group has determined that these undistributed profits will not be distributed in the near future. Overseas dividends received are exempt from UK corporation tax but may be subject to withholding tax. There are no temporary differences associated with investments in subsidiaries for which a deferred tax liability has not been recognised but for which a tax liability may arise.

	2019 £m	2018 £m
<b>Deferred tax</b>		
<b>Deferred tax assets</b>		
Decelerated capital allowances	32.0	36.0
Pensions and retirement healthcare benefits	24.7	26.2
Losses carried forward	11.0	10.4
Deferred tax asset	<u>67.7</u>	<u>72.6</u>
<b>Deferred tax liability</b>		
Intangible assets	232.7	233.6
Other short-term temporary differences	3.0	3.4
Deferred tax liability	<u>235.7</u>	<u>237.0</u>
<b>Net deferred tax liability</b>	<u>168.0</u>	<u>164.4</u>
Reflected in the balance sheet as follows:		
Deferred tax asset	-	-
Deferred tax liability	<u>168.0</u>	<u>164.4</u>
	<u>168.0</u>	<u>164.4</u>
<b>Deferred tax in the income statement</b>		
Accelerated capital allowances	2.4	4.7
Net reversal of deferred tax asset	(0.8)	(1.1)
Pensions and retirement healthcare benefits	3.8	2.2
Prior year adjustment	1.7	(0.4)
Changes in the corporation tax rate	<u>-</u>	<u>(2.8)</u>
	<u>7.1</u>	<u>2.6</u>

**10 Intangible assets**

	<b>Goodwill</b>	<b>Purchased</b>	<b>Computer</b>	<b>Total</b>
	<b>£m</b>	<b>Brands</b>	<b>Software</b>	<b>£m</b>
		<b>£m</b>	<b>£m</b>	
<b>Cost</b>				
At 1 January 2019	571.8	1,330.0	23.3	1,925.1
Additions	-	-	2.6	2.6
Transfers	-	-	(3.0)	(3.0)
Disposals	-	-	(1.1)	(1.1)
Foreign exchange	(1.0)	(3.7)	(0.2)	(4.9)
<b>At 31 December 2019</b>	<b>570.8</b>	<b>1,326.3</b>	<b>21.6</b>	<b>1,918.7</b>
<b>Accumulated amortisation and impairment</b>				
At 1 January 2019	(125.0)	-	(0.9)	(125.9)
Amortisation charge for the year	-	-	(4.2)	(4.2)
Disposals	-	-	1.1	1.1
Foreign exchange	-	-	0.2	0.2
<b>At 31 December 2019</b>	<b>(125.0)</b>	<b>-</b>	<b>(3.8)</b>	<b>(128.8)</b>
<b>Carrying amount</b>				
<b>At 31 December 2019</b>	<b>445.8</b>	<b>1,326.3</b>	<b>17.8</b>	<b>1,789.9</b>

	<b>Goodwill</b>	<b>Purchased</b>	<b>Computer</b>	<b>Total</b>
	<b>£m</b>	<b>Brands</b>	<b>Software</b>	<b>£m</b>
		<b>£m</b>	<b>£m</b>	
<b>Cost</b>				
At 1 January 2018	572.5	1,332.4	10.2	1,915.1
Additions	-	-	4.7	4.7
Transfers	-	-	8.4	8.4
Foreign exchange	(0.7)	(2.4)	-	(3.1)
<b>At 31 December 2018</b>	<b>571.8</b>	<b>1,330.0</b>	<b>23.3</b>	<b>1,925.1</b>
<b>Accumulated amortisation and impairment</b>				
At 1 January 2018	-	-	(0.7)	(0.7)
Impairment	(125.0)	-	-	(125.0)
Amortisation charge for the year	-	-	(0.2)	(0.2)
<b>At 31 December 2018</b>	<b>(125.0)</b>	<b>-</b>	<b>(0.9)</b>	<b>(125.9)</b>
<b>Carrying amount</b>				
<b>At 31 December 2018</b>	<b>446.8</b>	<b>1,330.0</b>	<b>22.4</b>	<b>1,799.2</b>

The amortisation charge for computer software is reflected in the general and administrative expenses line of the income statement.

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**10 Intangible assets (continued)**

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The Group manufactures and markets a wide range of products in Northern Europe under well-recognised brands including *McVitie's*, *Penguin*, *go Ahead!*, *McVitie's Jaffa Cakes*, *Jacob's*, *Jacob's Cream Crackers*, *Carr's*, *Twiglets*, *BN*, *Verkade*, *Sultana* and *Mini Cheddars*.

All purchased brands have been deemed to have indefinite useful lives as the Group believes that the value of these brands is maintained indefinitely. The factors that result in the indefinite useful lives of brands capitalised are:

- The Group expects to hold and support these brands for an indefinite period.
- The Group supports these brands through spending on consumer marketing and makes significant investment in promotional support.
- The brands operate in stable, large and profitable market sectors in which they have established market shares.

There are also no material legal, regulatory, contractual, competitive, economic or other factors that limit the useful life of these intangibles.

Purchased brands are therefore not subject to amortisation but are tested at least annually for impairment.

**Impairment of goodwill and intangible assets with indefinite lives**

Goodwill and brands acquired through business combinations have been allocated for impairment purposes to the following three business units:

- U.K.
- International Sales
- Northern Europe

These operating segments represent the lowest level within the Group at which goodwill and other intangible assets are monitored for internal management purposes.

**UK**

The recoverable amount of the U.K. business unit has been determined based on a value in use calculation using cash flow projections based on financial budgets and forecasts approved by management covering a five-year period. The post-tax discount rate applied to the cash flow projections was 5.9% (2018: 7.5%), which is equivalent to a pre-tax WACC of 6.6% (2018: 8.2%). A short-term EBITDA growth rate of 3.2% (2018: 1.7%) was applied for each year modelled. A long-term EBITDA growth rate assumption of 1.7% (2018: 1.7%) was applied in perpetuity.

**International Sales**

The recoverable amount of the Group's International Sales business unit has been determined based on a value in use calculation using cash flow projections based on financial budgets and forecasts approved by management covering a five-year period. The post-tax discount rate applied to the cash flow projections was 10.0% (2018: 14.0%), which is equivalent to a pre-tax WACC of 11.6% (2018: 16.2%). Short-term EBITDA growth rate applied was 6.9% (2018: 17.8% to 51.4%) for each year modelled. A long-term EBITDA growth rate assumption of 3.0% (2018: 3.0%) was applied in perpetuity.

**Northern Europe**

The recoverable amount of the Group's Northern Europe business unit has been determined based on a value in use calculation using cash flow projections based on financial budgets and forecasts approved by management covering a five-year period. The post-tax discount rate applied to the cash flow projections was 5.5% (2018: 6.8%), which is equivalent to a pre-tax WACC of 6.3% (2018: 7.7%). Short-term EBITDA growth rates applied ranged from (2.3)% to 4.2% (2018: 5.0% to 17.6% for each year modelled. A long-term EBITDA growth rate assumption of 2.0% (2018: 2.0%) was applied in perpetuity.

**10 Intangible assets (continued)**

The carrying amounts of goodwill and brands allocated to the Group's cash-generating units were as follows:

	2019 £m	2018 £m
<b>Goodwill</b>		
UK	337.6	337.6
Northern Europe	15.1	15.8
International Sales	93.1	93.4
<b>Total</b>	<b>445.8</b>	<b>446.8</b>
<b>Brands</b>		
UK	1,241.0	1,241.0
Northern Europe	58.9	62.0
International Sales	26.4	27.0
<b>Total</b>	<b>1,326.3</b>	<b>1,330.0</b>

**Key assumptions applied to value in use calculations**

Assumptions regarding future cash flows are based upon actual results in prior periods, adjusted to reflect management's view of expected developments based upon market conditions. In particular, the 2019 budgeted cash flows, which form the basis for future year forecasts, were developed assuming growth in Northern Europe, U.K. and International Sales. The cash flows used are post-tax cash flows and include all income and costs as well as an estimate of maintenance capital expenditure required to support these cash flows.

The calculation of value in use for the U.K., Northern Europe and International Sales business units is most sensitive to the following assumptions:

- *Discount rates* – these reflect management's assessment of the time value of money and the risks specific to the unit's assets, based on an appropriate Weighted Average Cost of Capital (WACC) anticipated for a market participant investing in the Group and determined using the Capital Asset Pricing Model, reflecting management's estimate of the specific risk profile associated with the cash flow projections.
- *EBITDA growth rates* – estimates are based on management's expectations of growth in the market where each cash-generating unit is located. The business units operate predominantly in stable, large and profitable market sectors where the Group's brands have proven longevity. Short-term forecasts are adjusted to reflect the Group's performance in the relevant market, be it growing or reducing.

**Sensitivity to changes in assumptions**

Management believes that no reasonably possible change in any of the above key assumptions would cause the recoverable amount to be less than the carrying value for any of its cash generating unit.

**11 Property, plant and equipment**

	Freehold Land & Buildings £m	Leasehold Improvement £m	Plant, Machinery & Vehicles £m	Leased Plant & Machinery £'m	Fixtures & Fittings £m	Assets Under Construction £m	Total £m
<b>Cost or valuation</b>							
At 1 January 2019	119.3	7.6	284.1	18.6	8.4	32.8	470.8
Adjustment on transition to IFRS 16	23.4	-	10.9	-	-	-	34.3
Additions	1.8	0.4	15.0	-	0.6	(0.7)	17.1
Transfers	0.2	-	8.5	-	(0.4)	(5.3)	3.0
Disposals	(0.3)	-	(7.4)	-	(0.2)	-	(7.9)
Exchange adjustments	(2.2)	(0.1)	(8.2)	-	(0.3)	(0.1)	(10.9)
<b>At 31 December 2019</b>	<b>142.2</b>	<b>7.9</b>	<b>302.9</b>	<b>18.6</b>	<b>8.1</b>	<b>26.7</b>	<b>506.4</b>
<b>Accumulated depreciation</b>							
At 1 January 2019	(10.6)	(1.9)	(86.1)	(1.5)	(1.6)	-	(101.7)
Charge for the year	(8.5)	(0.6)	(38.9)	(2.0)	(0.3)	-	(50.3)
Disposals	0.4	-	7.2	-	0.2	-	7.8
Exchange adjustments	1.4	-	6.4	-	0.2	-	8.0
<b>At 31 December 2019</b>	<b>(17.3)</b>	<b>(2.5)</b>	<b>(111.4)</b>	<b>(3.5)</b>	<b>(1.5)</b>	<b>-</b>	<b>(136.2)</b>
<b>Net book value</b>							
<b>At 31 December 2019</b>	<b>124.9</b>	<b>5.4</b>	<b>191.5</b>	<b>15.1</b>	<b>6.6</b>	<b>26.7</b>	<b>370.2</b>

	Freehold Land & Buildings £m	Leasehold Improvement £m	Plant, Machinery & Vehicles £m	Leased Plant & Machinery £'m	Fixtures & Fittings £m	Assets Under Construction £m	Total £m
<b>Cost or valuation</b>							
At 1 January 2018	110.4	5.7	249.2	-	6.6	80.7	452.6
Exchange adjustments	0.1	(0.2)	(0.6)	-	0.5	(1.4)	(1.6)
Additions	2.2	2.1	21.7	-	1.1	1.1	28.2
Sale and leaseback	-	-	(18.6)	18.6	-	-	-
Transfers	6.6	-	32.4	-	0.2	(47.6)	(8.4)
<b>At 31 December 2018</b>	<b>119.3</b>	<b>7.6</b>	<b>284.1</b>	<b>18.6</b>	<b>8.4</b>	<b>32.8</b>	<b>470.8</b>
<b>Accumulated depreciation</b>							
At 1 January 2018	(6.6)	(1.2)	(50.2)	-	(1.2)	-	(59.2)
Charge for the year	(4.0)	(0.7)	(35.9)	(1.5)	(0.4)	-	(42.5)
<b>At 31 December 2018</b>	<b>(10.6)</b>	<b>(1.9)</b>	<b>(86.1)</b>	<b>(1.5)</b>	<b>(1.6)</b>	<b>-</b>	<b>(101.7)</b>
<b>Net book value</b>							
<b>At 31 December 2018</b>	<b>108.7</b>	<b>5.6</b>	<b>198.6</b>	<b>17.1</b>	<b>6.3</b>	<b>32.8</b>	<b>369.1</b>

The net book value of leasehold improvements of £5.4 million (2018 £5.6 million) is in respect of properties held under operating leases with remaining lease terms of under 50 years as at 31 December 2019.



**11 Property, plant and equipment (continued)**

With effect from 1 January 2017, the Group's freehold land and buildings are stated at their revalued amounts, being their fair value at the date of revaluation, less any subsequent depreciation and subsequent accumulated impairment losses. The fair value measurement of the Group's freehold land and buildings as at 31 December 2017 was performed by an independent valuer, not related to the Group. The directors have assessed that there has been no material change in fair value since this date.

At 31 December 2019, had the freehold land and buildings been carried at historical cost less accumulated depreciation and accumulated impairment losses, their carrying amount would have been £110.0 million (2018: £93.8 million). The revaluation surplus as at 31 December 2019 is £14.9 million (2018: £14.9 million).

Included in the additions of above are additions relating to right-of-use assets as follows:

	<b>2019</b>
	<b>£m</b>
Leasehold improvements	-
Plant, machinery and vehicles	4.5
	<u>4.5</u>

Included in the depreciation charge above are charges relating to right-of-use assets as follows:

	<b>2019</b>
	<b>£m</b>
Leasehold improvements	4.5
Plant, machinery and vehicles	3.7
	<u>8.2</u>

Included in the net carrying value above are right-of-use assets as follows:

	<b>2019</b>
	<b>£m</b>
Leasehold improvements	18.9
Plant, machinery and vehicles	11.8
	<u>30.7</u>

Cashflows relating to leases, including the sale and leaseback are as follows:

	<b>2019</b>
	<b>£m</b>
Cash outflow relating to interest payments	1.4
Cash outflow pertaining to principal repayments	10.2
Total cash outflow	<u>11.6</u>

**12 Investments**
**Details of Group undertakings**

At 31 December 2019 all the subsidiaries were indirectly wholly owned, via ordinary shares, except where indicated.

Subsidiary	Country of incorporation and Operation	Registered address	Activity
UMV Global Foods Company Ltd <sup>(1)</sup>	England	(**)	Holding Company
United Biscuits Topco Ltd	England	(**)	Holding Company
United Biscuits Bondco Ltd	England	(**)	Holding Company
United Biscuits VLNCo Ltd	England	(**)	Holding Company
United Biscuits Holdco Limited	England	(**)	Holding Company
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, Grand Cayman KY1-9005, Cayman Islands	
United Biscuits (Equity) Limited	Cayman Islands		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, Grand Cayman KY1-9005, Cayman Islands	
Burlington Biscuits (Cayman) Ltd	Cayman Islands		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 <sup>(2)</sup>	England	(**)	Food manufacturer
		RSM Australia, Level 13, 60 Castlereagh Street, Sydney, NSW 2000	
Pladis Australia Pty Ltd	Australia		Trading Company
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 Vertou	
United Biscuits France SAS	France	(***)	Biscuit manufacturer
United Biscuits (Pensions Trustees) Ltd	Scotland		Pension scheme trustee company
UB Foods US Ltd	England	(**)	Holding Company
UB Investments Ltd	Scotland	(***)	Holding Company
UB International Sales Ltd	England	(**)	Holding Company
UB Overseas Ltd	England	(**)	Holding Company
		Exchange Place International Financial Services Centre, Dublin 1, D01 X8H2	
UB Snackfoods Ireland Ltd	Ireland		Trading Company
		Viale Andrea Doria 48/A, Cap 20124, Milan	
United Biscuits Italy SRL	Italy		Trading Company

**12 Investments (continued)**

<b>Subsidiary</b>	<b>Country of incorporation and Operation</b>	<b>Registered address</b>	<b>Activity</b>
United Biscuits Germany GmbH	Germany	c/o BDO AG Wirtschaftsprüfungsgesellschaft, Landaubogen 10, 81373 München	Trading Company
UB Group Ltd	Scotland	(***)	Holding Company
Ross Young's Holdings Ltd	England	(**)	Holding Company
United Biscuits Nigeria Ltd	Nigeria	No. 70, Adetokunbo Ademola Street, Victoria Island, Lagos	Trading company
Taiwan United Biscuits Food Company Limited	Taiwan	27F., No.9, Songgao Rd., Xinyi Dist., Taipei City 110, Taiwan (R.O.C)	Trading company
Irish Biscuits (NI) Ltd	Northern Ireland	Culcavey, Hillsborough, County Down BT26 6JU	Holding Company
W&R Jacob & Co (Northern Ireland) Limited	Northern Ireland	Culcavey, Hillsborough, County Down BT26 6JU	Dormant 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	England	(**)	Dormant company
Pladis (UK) Limited (formerly UB Snacks 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 Ltd	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	(**)	Trading 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
UB Snackfoods Ltd	England	(**)	Dormant company

**12 Investments (continued)**

Subsidiary	Country of incorporation and Operation	Registered address	Activity
Watts Countrymade Foods Ltd	England	(**)	Dormant company
King Harry Foods Ltd	England	(**)	Dormant company
UB Securities (UK) Ltd	England	(**)	Dormant company
Cookie Kitchen Ltd	England	(**)	Dormant company
Moo-Cow Bakeries Ltd	England	(**)	Dormant company
UB Frozen Foods Ltd	Scotland	(***)	Dormant company
B Fox Ltd	England	(**)	Dormant company
United Biscuits (Agriculture) Ltd	England	(**)	Dormant company
United Biscuits (Properties) Ltd	Scotland	(***)	Dormant company
McFarlane Lang & Co Ltd	Scotland	(***)	Dormant company
William Crawford & Sons Ltd	Scotland	(***)	Dormant company
Kenyon Son & Craven Ltd	England	(**)	Dormant company
Peek, Frean & Co Ltd	England	(**)	Dormant company
Carr's of Carlisle Ltd	England	(**)	Dormant company
UB Snack Foods Ltd	England	(**)	Dormant company
UB Ltd	England	(**)	Dormant company
MBT Frozen Foods Ltd	England	(**)	Dormant company
King Frost Ltd	England	(**)	Dormant company
Ross Young's International Ltd	England	(**)	Dormant company
Phileas Fogg Ltd	England	(**)	Dormant company
The Monico in Piccadilly Ltd	England	(**)	Dormant company
UB Kitchens Ltd	England	(**)	Dormant company
The Jacob's Biscuit Company	England	(**)	Dormant company
Humber Bridge Motors Ltd	England	(**)	Dormant company
Moray Freezing & Cold Storage Company Ltd	Scotland	(***)	Dormant company
Chiltonian Ltd	England	(**)	Dormant company
Hills Road 5 Ltd	England	(**)	Dormant company
Forbes Simmers Ltd	Scotland	(***)	Dormant company

<sup>1</sup> UMV Global Foods Company Limited is directly owned by the company.

(\*) Companies which are obligors under the Senior Facilities Agreement.

(\*\*) The registered address of all companies incorporated in England and Wales is Hayes Park, Hayes End Road, Hayes, Middlesex, UB4 8EE.

(\*\*\*) The registered address of all companies incorporated in Scotland is 50 Lothian Road, Festival Square, Edinburgh EH4 9BY.

**13 Inventories**

	2019 £m	2018 £m
Raw materials and consumables	16.2	21.9
Work in progress	2.6	3.5
Finished goods	41.1	40.6
	<u>59.9</u>	<u>66.0</u>

There is no material difference between the replacement cost and historical cost of inventories.

Raw materials and consumables at 31 December 2019 included £nil (2018: £nil) in respect of consignment stock.

The amount of inventories written down and recognised as an expense within operating profit during the year was £5.5 million (2018: £3.8 million).

**14 Trade and other receivables**

	2019 £m	2018 £m
Trade receivables	82.4	84.8
Other receivables	23.8	15.4
Prepayments and accrued income	15.5	15.1
Due from related parties	8.6	19.9
Other taxes and social security receivable	1.5	-
	<u>131.8</u>	<u>135.2</u>

Trade receivables are stated net of allowances for bad and doubtful debts of £1.3 million (2018: £1.0 million).

Trade and other receivables are all expected to be settled within one year. Trade receivables are non-interest bearing and represent an average of 24 days sales (2018: 23 days). The directors consider that the carrying amount of trade and other receivables approximates to their fair value.

Details of the Group's credit risk are set out in Note 18 (c).

**Transfer of financial assets**

During 2017, the Group entered into a facility with a third party bank in which the Group may sell qualifying trade debtors to the bank. At year-end, the total trade debtors sold amounted to £82.8 million (2018: £86.6 million) for immediate cash proceeds of £74.4 million (2018: £75.9 million), received on a non-recourse basis, with a further £8.4 million (2018: £10.7 million) to be received on collection from the customer. The Group has retained credit risk on 5% of the balance transferred. Accordingly, the Group continues to recognise the full carrying amount of the debtors on which credit risk has been retained and has recognised a corresponding liability to the third party bank for amounts that would be payable in the event of non-collection together with the fair value of the guarantee provided.

At the end of the reporting period, the carrying amount of the trade debtors that have been transferred but have not been derecognised amounted to £4.1 million (2018: £4.3 million), and the carrying amount of the associated liabilities is £4.1 million (2018: £4.3 million).

£8.4 million (2018: £9.5 million) of qualifying trade debtors remains on the balance sheet as only 90% (2018: 89%) is eligible for de-recognition.

**15 Cash and cash equivalents**

	2019 £m	2018 £m
Cash in hand	0.1	1.7
Cash in bank	163.9	158.5
	<u>164.0</u>	<u>160.2</u>

Cash at bank earns interest at floating rates based on daily bank deposit rates. The fair value of cash at 31 December 2019 was £164.0 million (2018: £160.2 million).

**16 Trade and other payables**

	2019 £m	2018 £m
Trade payables	258.5	251.5
Other taxes and social security costs	32.2	37.1
Accruals	39.2	50.8
	<u>329.9</u>	<u>339.4</u>

Trade and other payables are non-interest bearing and are settled in accordance with contractual payment terms. The directors consider that the carrying amount of trade payables approximates to their fair value.

**17 Borrowings**

	2019 £m	2018 £m
<b>Current</b>		
Senior facilities	7.4	7.3
Lease liabilities	10.4	2.8
Revolving facilities	-	31.5
Other borrowings	5.5	-
	<u>23.3</u>	<u>41.6</u>
<b>Non-current</b>		
Senior facilities	571.4	570.0
Lease liabilities	36.3	15.4
Other borrowings	-	5.7
	<u>607.7</u>	<u>591.1</u>

## 17 Borrowings (continued)

### Senior Facilities

To finance its acquisition by Yildiz Holding, the Group entered into a Senior Facilities Agreement on 20 November 2014.

On 31 August 2017, the Group refinanced and entered into a new Senior Facilities Agreement. The facilities are unsecured and comprise Facility A1 of £575.0 million, Facility A2 of £75.0 million and a Revolving Facility of £75.0 million. Repayment is due five years from the date of the Agreement. In January 2018, proceeds from the UK receivables financing arrangement were applied to prepay the Facility A2 in full.

Net debt comprises senior bank loans, finance lease obligations and other loans less cash and cash equivalents. At the end of 2019 the net debt outstanding was £467.0 million (2018: £472.5 million).

Details of the senior facilities amounts outstanding as at 31 December 2019 are set out below:

2019	Amortised Debt £m	Principal £m	Margin %	Type	Maturity
<b>Current</b>					
Interest accrual	7.4	7.4			
<b>Non-current</b>					
Term Loan A1	571.4	575.0	LIBOR + 3.15	Bullet	30 August 2022
Total Term Loans	578.8	582.4			
<b>2018</b>	<b>Amortised Debt £m</b>	<b>Principal £m</b>	<b>Margin %</b>	<b>Type</b>	<b>Maturity</b>
<b>Current</b>					
Revolving Facilities	31.5	31.5	LIBOR + 2.90	Bullet	24 January 2019
Interest accrual	7.3	7.3			
<b>Non-current</b>					
Term Loan A1	570.0	575.0	LIBOR + 2.90	Bullet	30 August 2022
Total Term Loans	608.8	613.8			

### Lease liabilities

The Company has leases for the offices, factories, warehouses and various vehicles forklifts and trailers. With the exception of short-term leases and leases of low-value underlying assets, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability. Variable lease payments which do not depend on an index or a rate (such as lease payments based on a percentage of Group sales) are excluded from the initial measurement of the lease liability and asset. The Group classifies its right-of-use assets in a consistent manner to its property, plant and equipment (see Note 11).

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right-of-use asset can only be used by the Company. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to purchase the underlying leased asset outright at the end of the lease, or to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security. For leases over premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company must insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

## 17 Borrowings (continued)

The lease liabilities are secured by the related underlying assets. Future minimum lease payments at 31 December 2019 were as follows:

	Minimum lease payments due						Total £m
	Within 1 year £m	1-2 years £m	2-3 years £m	3-4 years £m	4-5 years £m	After 5 years £m	
<b>31 December 2019</b>							
Lease payments	8.8	6.7	4.8	3.9	3.4	7.7	35.3
Finance charges	(1.2)	(0.9)	(0.7)	(0.5)	(0.4)	(0.3)	(4.0)
<b>Net present values</b>	<b>7.6</b>	<b>5.8</b>	<b>4.1</b>	<b>3.4</b>	<b>3.0</b>	<b>7.4</b>	<b>31.3</b>

### *Lease payments not recognised as a liability*

The company has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. In addition, certain variable lease payments are not permitted to be recognised as lease liabilities and are expensed as incurred.

The expense relating to payments not included in the measurement of the lease liability is as follows:

	2019 £m
Short-term leases	1.2
Leases of low value assets	-
	<u>1.2</u>

Variable lease payments expensed on the basis that they are not recognised as a lease liability include rentals based on revenue from the use of the underlying asset and excess use charges on office equipment. Variable payment terms are used for a variety of reasons, including minimising costs for IT equipment with infrequent use. Variable lease payments are expensed in the period they are incurred.

During 2018 the Group entered into a sale and leaseback transaction for certain plant and machinery at its Harlesden factory. The resulting finance lease creditor of £15.4 million (2018: £18.2 million), is included within the balance stated above.

### **Revolving Credit Facility of £75 million (2018: £75 million)**

The Group has access to a £75.0 million (2018: £75.0 million) revolving credit facility under the Senior Facilities Agreement entered into on 31 August 2017, which is held by UMV Global Foods Company Limited. This facility may be used for general corporate purposes to finance working capital requirements, to refinance indebtedness of the Group and to pay associated fees, costs and expenses. The facility allows for revolving advances, the provision of ancillary facilities to cover the day to day banking requirements of subsidiary companies, and the issuance of letters of credit and bank guarantees up to an aggregate amount of £75.0 million (2018: £75.0 million) outstanding at any time. Each advance made under the revolving facility must be repaid on the last day of the interest period relating to it, although amounts are available to be re-borrowed immediately, subject to the maximum limit available under the facility.

At 31 December 2019 an amount of £13.0 million (2018: £13.0 million) of the Revolving Credit Facility had been arranged as ancillary facilities under the revolving facility to cover day to day requirements of the UK business, £6.5 million (2018: £6.5 million) of this being for the provision of overdraft facilities. As at 31 December 2019, drawings of £nil (2018: £nil) of the ancillary facilities.

In addition to the amounts outlined above, there were bank guarantees outstanding of £1.0 million at 31 December 2019 (2018: £1.0 million).



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**17 Borrowings (continued)**

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The Senior Facilities Agreement requires the Group to comply with certain financial covenants on a semi-annual basis. The financial covenant requires the adherence to a maximum leverage ratio (defined as Net Debt to EBITDA). The Group has complied with financial covenants tests during the year ended 31 December 2019.

**Capital management**

The Group's objectives when managing capital are to maximise shareholder value while safeguarding the Group's ability to continue as a going concern. The Group intends to continue proactively managing its capital structure whilst maintaining flexibility to take advantage of opportunities, which arise, to grow its business.

Total capital is calculated as total equity, as shown in the consolidated balance sheet, plus net debt. Net debt is calculated as total borrowings, as shown in the consolidated balance sheet, less cash and cash equivalents. The loan from a fellow subsidiary, discussed in Note 23, is excluded from the Group's definition of net debt since it will be settled in the event of change of ownership of the business.

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**18 Financial instruments**

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**Financial risk management**

The Group is exposed to a variety of financial risks through its activities. Group Treasury identifies, evaluates and hedges financial risks, working closely with the Group's operating units, ensuring that critical controls exist and are operating correctly. Written policies provide the framework for the management of the Group's financial risks, and provide specific guidance on areas such as foreign exchange risk.

All derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. At the period end, the fair value of foreign exchange forward contracts is calculated using forward exchange market rates at the balance sheet date. The fair value of interest rate swaps is determined by reference to market values for similar instruments. The fair value of commodity hedges is determined by reference to the market values of the commodities traded on the London International Financial Futures Exchange ("LIFFE") and Marché à Terme International de France (MATIF) at the balance sheet date.

**18 Financial instruments (continued)**
**Fair values**

Set out below is a comparison by class of the carrying amounts and fair value of the Group's financial instruments that are carried in the financial statements by currency.

2019	Carrying Value £m	Fair Value £m	USD £m	EURO £m	GBP £m	Other £m
<b>Financial assets</b>						
Cash and short-term deposits	164.0	164.0	12.4	34.1	109.0	8.5
Trade receivables	82.4	82.4	5.7	10.8	52.4	13.5
Other receivables	23.8	23.8	-	4.9	7.7	11.2
Due from related parties	8.6	8.6	-	6.8	1.8	-
	<u>278.8</u>	<u>278.8</u>	<u>18.1</u>	<u>56.6</u>	<u>170.9</u>	<u>33.2</u>
<b>Derivative assets</b>						
<i>Cash flow hedges:</i>						
Forward currency contracts	0.2	0.2	0.1	0.1	-	-
<i>FV through P&amp;L instruments</i>						
Forward currency contracts	0.1	0.1	0.1	-	-	-
	<u>0.3</u>	<u>0.3</u>	<u>0.2</u>	<u>0.1</u>	<u>-</u>	<u>-</u>
Of which:						
Current assets	0.3	0.3				
Non-current assets	-	-				
	<u>0.3</u>	<u>0.3</u>				
<b>Financial liabilities</b>						
Trade payables	258.5	258.5	3.5	20.0	229.2	5.8
Other payables	39.2	39.2	-	3.2	24.9	11.1
Amounts due to fellow group company	205.8	205.8	1.1	0.9	203.3	0.5
Loans and borrowings	631.0	637.7	-	1.8	630.0	5.9
	<u>1,134.5</u>	<u>1,141.2</u>	<u>4.6</u>	<u>25.9</u>	<u>1,087.4</u>	<u>23.3</u>
<b>Derivative liabilities</b>						
Interest rate swaps	9.6	9.6	8.1	1.5	-	-
<i>Cash flow hedges:</i>						
Forward currency contracts	1.1	1.1	0.6	0.5	-	-
<i>FV through P&amp;L instruments</i>						
Forward currency contracts	0.5	0.5	0.1	0.4	-	-
	<u>11.2</u>	<u>11.2</u>	<u>8.8</u>	<u>2.4</u>	<u>-</u>	<u>-</u>
Of which:						
Current liabilities	1.6	1.6				
Non-current liabilities	9.6	9.6				
	<u>11.2</u>	<u>11.2</u>				

**18 Financial instruments (continued)**

2018	Carrying Value £m	Fair Value £m	USD £m	EURO £m	GBP £m	Other £m
<b>Financial assets</b>						
Cash and short-term deposits	160.2	160.2	2.5	34.1	114.1	9.5
Trade receivables	84.8	84.8	5.7	17.5	52.8	8.8
Other receivables	15.4	15.4	-	5.7	7.6	2.1
Due from related parties	19.9	19.9	-	3.6	16.3	-
	<u>280.3</u>	<u>280.3</u>	<u>8.2</u>	<u>60.9</u>	<u>190.8</u>	<u>20.4</u>
<b>Derivative assets</b>						
<i>Cash flow hedges:</i>						
Forward currency contracts	0.1	0.1	-	0.1	-	-
	<u>0.1</u>	<u>0.1</u>	<u>-</u>	<u>0.1</u>	<u>-</u>	<u>-</u>
Of which:						
Current assets	0.1	0.1				
Non-current assets	-	-				
	<u>0.1</u>	<u>0.1</u>				
<b>Financial liabilities</b>						
Trade payables	251.5	251.5	3.4	27.2	210.7	10.2
Other payables	50.8	50.8	-	4.5	35.9	10.4
Amounts due to fellow group company	185.2	185.2	1.6		183.6	-
Loans and borrowings	632.7	637.7	-	-	632.0	5.7
	<u>1,120.2</u>	<u>1,125.2</u>	<u>5.0</u>	<u>31.7</u>	<u>1,062.2</u>	<u>26.3</u>
<b>Derivative liabilities</b>						
Interest rate swaps	7.9	7.9	-	1.4	6.5	-
<i>Cash flow hedges:</i>						
Forward currency contracts	0.5	0.5	0.5	-	-	-
Commodity options	0.5	0.5	0.3	0.2	-	-
	<u>8.9</u>	<u>8.9</u>	<u>0.8</u>	<u>1.6</u>	<u>6.5</u>	<u>-</u>
Of which:						
Current liabilities	0.9	0.9				
Non-current liabilities	8.0	8.0				
	<u>8.9</u>	<u>8.9</u>				

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**18 Financial instruments (continued)**

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The Group enters into derivative financial instruments with various counterparties, principally financial institutions with investment grade credit ratings. Derivatives valued using valuation techniques with market observable inputs are mainly interest rate swaps, foreign exchange forward contracts and commodity forward contracts. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including foreign exchange spot and forward rates, interest rate curves and forward rate curves of the underlying commodity. The credit quality of the counterparties and the impact of own credit risk are considered and adjusted for when deemed necessary. The changes in counterparty and own credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognised as fair value.

There are no material differences between fair value and book value on any other financial instruments except for loans and borrowings.

*Fair value hierarchy*

In accordance with IFRS 13 *Fair Value Measurement*, financial instruments which are carried at fair value in the balance sheet are analysed as level 1, 2, or 3. The Group classified all derivatives carried at fair value as level 2 financial instruments, as their fair value is determined based on techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

**a) Foreign exchange risk**

Foreign currency risk arises from future commercial and financing transactions, recognising assets and liabilities denominated in a currency that is not the functional currency of the Group entity undertaking the transaction as well as from net investments in overseas entities. The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the US dollar, the Euro, the Canadian dollar and the Australian dollar.

The Group's foreign exchange risk management policy is to hedge a proportion of its net currency exposure. Group Treasury is responsible for managing foreign exchange risk arising from future commercial and financing transactions and recognised assets and liabilities usually by forward contracts.

The Group has a number of overseas subsidiaries whose net assets are subject to currency translation risk. The Group borrows in local currencies where appropriate to minimise the impact of this risk on the balance sheet.

Group policy requires Group companies to manage their foreign exchange risk against their functional currency. Group companies are required to hedge their foreign exchange exposure with Group Treasury. Group Treasury reviews these exposure reports on a regular basis. To manage foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, entities in the Group use forward contracts, transacted by Group Treasury.

## 18 Financial instruments (continued)

### Cash flow hedges

At 31 December 2019, the Group held a number of forward foreign exchange contracts designated as hedges of highly probable forecast transactions. Forward foreign exchange contracts were accounted for as cash flow hedges. The forward contracts are taken out with up to twenty-four month maturity dates, at regular intervals throughout the year. Gains and losses recognised in other comprehensive income are included in the hedging reserve and will be released to the income statement at various dates within one year of the balance sheet date.

	Committed outstanding FX contracts £m	Average Rates USD	Average Rates EUR	Average Rates EUR/USD	Average Rates AUD
<b>2019</b>					
Euro	29.7	-	1.16	-	-
US Dollar	24.2	1.32	-	-	-
Other currencies	5.8	-	-	1.13	-
	<u>59.7</u>				
<b>2018</b>					
	£m	USD	EUR	CHF	AUD
Euro	41.0	-	1.11	-	-
US Dollar	1.7	1.36	-	-	-
	<u>42.7</u>				

### Sensitivity analysis

The table below presents a sensitivity analysis of the changes in carrying values of the Group's monetary assets and liabilities to reasonably possible weakening in sterling of market rates of foreign exchange.

	Impact on the income statement arising from:		Impact on reserves arising from:	
	10% weakening against US Dollar £m	10% weakening against Euro £m	10% weakening against US Dollar £m	10% weakening against Euro £m
<b>2019</b>				
Cash and short-term deposits	1.4	3.8	-	-
Trade receivables	0.6	1.2	-	-
Trade payables	(0.4)	(2.2)	-	-
	<u>1.6</u>	<u>2.8</u>	<u>-</u>	<u>-</u>

**18 Financial instruments (continued)**

	Impact on the income statement arising from:		Impact on reserves arising from:	
	10% weakening against US Dollar	10% weakening against Euro	10% weakening against US Dollar	10% weakening against Euro
2018	£m	£m	£m	£m
Cash and short-term deposits	0.3	3.8	-	-
Trade receivables	0.6	1.9	-	-
Trade payables	(0.4)	(3.0)	-	-
Loans and borrowings	(0.2)	-	-	-
Currency exchange contracts (assets)	-	(0.2)	-	-
Currency exchange contracts (liabilities)	(0.1)	-	-	-
	0.2	2.5	-	-

Derivative contracts are used for hedging trade balances and future currency flows and therefore there is no impact due to currency movement.

The table below presents a sensitivity analysis of the changes in carrying values of the Group's monetary assets and liabilities to reasonably possible strengthening in sterling in market rates of foreign exchange.

	Impact on the income statement arising from:		Impact on reserves arising from:	
	10% strengthening against US Dollar	10% strengthening against Euro	10% strengthening against US Dollar	10% strengthening against Euro
2019	£m	£m	£m	£m
Cash and short term deposits	(1.1)	(3.1)	-	-
Trade receivables	(0.5)	(1.1)	-	-
Trade payables	0.3	1.9	-	-
Currency exchange contracts (liabilities)	-	0.1	-	-
<b>Total</b>	<b>(1.3)</b>	<b>(2.2)</b>	<b>-</b>	<b>-</b>
<b>2018</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>	<b>£m</b>
Cash and short term deposits	(0.2)	(3.0)	-	-
Trade receivables	(0.5)	(2.0)	-	-
Trade payables	-	2.0	-	-
Loans and borrowings	0.2	-	-	-
Currency exchange contracts (liabilities)	0.1	0.1	-	-
<b>Total</b>	<b>(0.4)</b>	<b>(2.9)</b>	<b>-</b>	<b>-</b>

## 18 Financial instruments (continued)

### (b) Interest rate risk

The Group is exposed to movements in interest rates from borrowings at variable rates. It is the Group's policy to maintain an appropriate balance between fixed and floating interest rates on borrowings in order to provide a level of certainty to interest expense and to reduce the impact of interest rate fluctuations. To achieve this, the Group has entered into a series of interest rate swaps that have the economic effect of converting floating rate debt to fixed rate debt. From an accounting perspective, they are reflected as floating rate as there is no hedge relationship under IFRS 9.

The Group's current interest rate swaps expire on 19 November 2021. The table below shows the effect of these on total fixed rate borrowings.

	Fixed rate borrowings £m	Effect of interest rate swaps £m	Effective fixed rate borrowings £m	Swap rate %
<b>2019</b>				
Sterling – fellow group company	205.8	-	-	
Sterling – third parties	-	619.4	619.4	1.81
	<u>205.8</u>	<u>619.4</u>	<u>619.4</u>	
	Fixed rate borrowings £m	Effect of interest rate swaps £m	Effective fixed rate borrowings £m	Swap rate %
<b>2018</b>				
Sterling – fellow group company	185.2	-	-	
Sterling – third parties	-	632.7	632.7	1.81
	<u>185.2</u>	<u>632.7</u>	<u>632.7</u>	

**18 Financial instruments (continued)**

The following table presents a sensitivity analysis of the changes in fair values of the Group's interest rate swaps and changes to the interest expense on unhedged borrowings from a 1% movement in interest rates. The effect of a 1% movement in interest rates on cash or cash equivalent would not be material.

	Increase in interest rates 2019 £m	Decrease in interest rates 2019 £m
Interest rate swaps (liabilities)	6.2	(6.2)
Unhedged borrowings <sup>1</sup>	(5.8)	5.8
	Increase in interest rates 2018 £m	Decrease in interest rates 2018 £m
Interest rate swaps (liabilities)	6.3	(6.3)
Unhedged borrowings <sup>1</sup>	(6.2)	6.2

<sup>1</sup> Impact on the income statement

**(c) Credit risk**

Credit risk may arise because of non-performance by a counterparty. The Group is exposed to credit risk on its financial instruments including derivative assets and trade receivables. The Group's policy is for trade receivables to be subject to credit limits, close monitoring and approval procedures. The Group's policy to manage credit risk on derivative assets is to limit all derivative counterparties and cash transactions to high credit quality financial institutions. The Group is not exposed to concentration of credit risk on its derivative assets as these are spread over several financial institutions.

Due to its geographical base and the number and quality of customers, the Group is not exposed to material concentrations of credit risk on its trade receivables.

**Exposure to Credit risk**

The carrying amount of financial assets represents the maximum credit exposure, therefore, the maximum credit exposure at the reporting date was:

	2019 £m	2018 £m
Trade receivables	82.4	84.8
Total	<u>82.4</u>	<u>84.8</u>



**18 Financial instruments (continued)**

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	2019 £m	2018 £m
UK	53.4	47.2
Europe	13.9	18.1
Rest of the World	15.1	15.0
<b>Total</b>	<b>82.4</b>	<b>80.3</b>

The ageing analysis of trade receivables at the reporting date was:

	2019 £m	2018 £m
Not past due or impaired	35.7	18.8
Past due 0 – 30 days but not impaired	27.2	36.2
Past due more than 30 days but not impaired	20.8	26.3
Individually impaired	(1.3)	(1.0)
<b>Total</b>	<b>82.4</b>	<b>80.3</b>

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

	2019 £m	2018 £m
Balance at the beginning of the year	1.0	1.3
Charge for the year	0.3	-
Amounts utilised	-	(0.3)
<b>Balance at end of the year</b>	<b>1.3</b>	<b>1.0</b>

Based on the historic trend and expected performance of the customers, the Group believes that the above allowance for doubtful receivables sufficiently covers the risk of default.

The charge for the year of £0.3 million (2018: £nil) reflects the change in credit risk assessment arising from the change in ageing in the period. The Group has no collateral in this respect.

**(d) Liquidity risk**

Liquidity risk arises when a company encounters difficulties to meet commitments associated with liabilities and other payment obligations. Such risk may result from inadequate market depth or disruption or refinancing problems.

The Group's objective is to manage liquidity risk through the availability of committed credit facilities and compliance with related financial covenants and by maintaining sufficient cash to meet obligations as they fall due.

**18 Financial instruments (continued)**
**Contractual maturities**

Details of the contractual maturities and associated undiscounted value at maturity of external borrowings, including estimated interest payments, are set out below:

	External borrowings £m	Trade Payables £m	Derivative liabilities £m	Total £m
<b>2019</b>				
Within one year or on demand	22.3	258.5	1.6	282.4
Between one and two years	8.5	-	9.6	18.1
Between two and three years	578.3	-	-	578.3
Between three and four years	6.2	-	-	6.2
Between four and five years	5.8	-	-	5.8
After five years	8.9	-	-	8.9
	<u>630.0</u>	<u>258.5</u>	<u>11.2</u>	<u>899.7</u>
<b>2018</b>				
Within one year or on demand	41.6	246.6	1.0	289.2
Between one and two years	8.5	-	7.9	16.4
Between two and three years	2.8	-	-	2.8
Between three and four years	577.8	-	-	577.8
Between four and five years	2.8	-	-	2.8
After five years	4.2	-	-	4.2
	<u>637.7</u>	<u>246.6</u>	<u>8.9</u>	<u>893.2</u>

Details of the contractual maturities and associated value at maturity of the fellow group company loan are set out below:

	Parent company loan £m
<b>2019</b>	
8% Interest due 2023	<u>292.9</u>
	<b>£m</b>
<b>2018</b>	
8% Interest due 2023	<u>274.1</u>

**18 Financial instruments (continued)**

The following tables indicate the periods in which the cash flows associated with derivatives that are cash flow hedges are expected to occur:

2019	Interest rate swaps		Forward exchange contracts	
	Assets	Liabilities	Assets	Liabilities
	£m	£m	£m	£m
Within one year or on demand	-	-	0.2	1.1
Between one and two years	-	-	-	-
More than two years	-	-	-	-
	-	-	0.2	1.1

2018	Interest rate swaps		Forward exchange contracts	
	Assets	Liabilities	Assets	Liabilities
	£m	£m	£m	£m
Within one year or on demand	-	-	0.2	0.5
Between one and two years	-	-	-	-
More than two years	-	7.9	-	-
	-	7.9	0.2	0.5

**(e) Commodity risk**

The Group's activities expose it to the risk of changes in commodity prices. The Group's objective is to minimise the impact of volatility in commodity prices and seeks to cover its raw material requirements by taking out forward contracts to secure supplies at agreed prices.

Forward cover is taken in physical markets for periods of at least three months and typically would not exceed 24 months, although, in certain circumstances, this may be extended.

In the most volatile of the Group's commodity markets, fluctuating prices are hedged through the use of futures. Unrealised gains or losses at the year-end may not crystallise as they depend upon market movements between the year-end and the maturity dates of outstanding contracts. Providing a successful hedge relationship can be demonstrated, gains or losses that do materialise are charged to the Group's operating results when the raw ingredients which these contracts hedge are used. Contracts are settled immediately.

From time to time the Group also uses financial derivatives to protect future raw material prices by taking out options.

**Cash flow hedges**

The Group's cash flow hedges relate to commodity contracts and forward foreign exchange contracts.

An aggregate loss of £0.7 million (2018: gain of £9.6 million) relating to commodity and foreign exchange contracts was recognised directly in other comprehensive income during the year ended 31 December 2019. A gain of £0.7 million (2018: gain of £3.5 million) was transferred to the income statement in relation to cash flow hedges of which a gain of £1.3 million (2018: gain of £3.9 million) related to commodity contracts and was recognised in cost of goods sold and a loss of £0.6 million (2018: loss of £0.4 million) related to forward foreign exchange contracts was recognised in operating profit.

**18 Financial Instruments (continued)**
**Changes in liabilities arising from financing activities**

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	As at 1 January 2019	Financing cash flows	Non-cash movements				As at 31 December 2019
			FX revaluation	Change in deferred debt issue cost	Interest Accrual	Implementation of IFRS 16	
	£m	£m	£m	£m	£m	£m	£m
Bank loans (Note 18)	614.5	(31.5)	(0.2)	1.4	0.1	-	584.3
Finance lease obligations (Note 18)	18.2	(2.8)	-	-	-	31.3	46.7
Loans from related parties (Note 24)	185.2	-	-	-	20.6	-	205.8
<b>Total liabilities from financing activities</b>	<b>817.9</b>	<b>(34.3)</b>	<b>(0.2)</b>	<b>1.4</b>	<b>20.7</b>	<b>31.3</b>	<b>836.8</b>

	As at 1 January 2018	Financing cash flows	Non-cash movements				As at 31 December 2018
			FX revaluation	Change in deferred debt issue cost	Interest Accrual	Other	
	£m	£m	£m	£m	£m	£m	£m
Bank loans (Note 18)	682.3	(74.4)	-	0.5	5.5	0.6	614.5
Finance lease obligations (Note 18)	-	18.2	-	-	-	-	18.2
Loans from related parties (Note 24)	209.8	(29.5)	(1.0)	-	9.0	(3.1)	185.2
<b>Total liabilities from financing activities</b>	<b>892.1</b>	<b>(85.7)</b>	<b>(1.0)</b>	<b>0.5</b>	<b>14.5</b>	<b>(2.5)</b>	<b>817.9</b>

The cash flows from bank loans, loans from related parties and other borrowings make up the net amount of proceeds from borrowings and repayments of borrowings in the cash flow statement.

**19 Provisions**

	<b>Rationalisation Provisions £m</b>	<b>Onerous Contracts £m</b>	<b>Dilapidations Provision</b>	<b>Total £m</b>
<b>At 1 January 2019</b>	6.5	1.0	-	7.5
Income statement charge	14.1	-	1.8	15.9
Unused amounts reversed during the year	-	(0.5)	-	(0.5)
Amounts utilised	(14.5)	-	-	(14.5)
<b>At 31 December 2019</b>	<b>6.1</b>	<b>0.5</b>	<b>1.8</b>	<b>8.4</b>
<b>At 31 December 2019</b>				
Current	6.1	-	-	6.1
Non-current	-	0.5	1.8	2.3
	<b>6.1</b>	<b>0.5</b>	<b>1.8</b>	<b>8.4</b>

	<b>Rationalisation Provisions £m</b>	<b>Onerous Contracts £m</b>	<b>Total £m</b>
<b>At 1 January 2018</b>	4.2	1.5	5.7
Income statement charge	15.8	-	15.8
Unused amounts reversed during the year	-	(0.5)	(0.5)
Amounts utilised	(13.5)	-	(13.5)
<b>At 31 December 2018</b>	<b>6.5</b>	<b>1.0</b>	<b>7.5</b>
<b>At 31 December 2018</b>			
Current	6.5	-	6.5
Non-current	-	1.0	1.0
	<b>6.5</b>	<b>1.0</b>	<b>7.5</b>

Provisions are recorded only where there is a legal or constructive obligation.

Rationalisation provisions principally comprise obligations in relation to overhead reduction and efficiency programmes across the Group. The provision is expected to be utilised within the next year.

The provision for onerous contracts relates primarily to the cost of surplus leasehold properties, where unavoidable costs exceed anticipated income. The associated lease commitments are due to expire in 2021.

Dilapidations provisions relate to the UK head office. The lease is due to expire in 2021.

## 20 Share capital and reserves

### Share capital

*Ordinary shares authorised, issued and fully paid*

	Number of shares	Number of shares	£000
Ordinary shares of 1 pence each		120,001,000,000	
1,201 million ordinary shares			1,200,010
At 31 December 2019 and 31 December 2018	120,001,000,000	120,001,000,000	1,200,010

The company has one class of ordinary shares which carry no right to fixed income.

### Currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries. As at 31 December 2019 the balance on the reserve amounted to a loss of £31.2 million (2018: loss of £20.3 million).

### Hedging reserve

The hedging reserve records the portion of the gain or loss on a hedging instrument in a cash flow hedge that is deemed to be effective. As at 31 December 2019 the balance on the reserve was £nil (2018: gain of £1.4 million).

### Property revaluation reserves

The property revaluation reserve records the surplus arising over cost on the revaluation of freehold land and buildings. See Note 11.

## 21 Retirement benefit liability

The Group operates defined benefit pension plans in the UK. The plans were originally final salary schemes and were converted to career average revalued earnings (CARE) in the mid-2000's. The plans provide members with benefits in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' length of service and their earnings. Pensions in payment are increased annually in line with the retail price index (RPI).

The majority of benefit payments are from trustee-administered funds, however, there is also an unfunded pension plan where the Group meets the benefit payment obligation as it falls due.

Trustees are appointed to operate the funded plans in accordance with their respective governing documents and pensions law. The plans meet the legal requirement for member nominated trustee representation on the trustee boards. The members of the trustee boards undertake regular training and development to ensure that they are equipped appropriately to fulfil their function as trustees. In addition, each trustee board has appointed professional advisers to provide the specialist expertise they need to support them in the areas of investment, funding, legal, covenant and administration. The trustee boards meet at least four times a year to conduct their business. The plans invest through investment managers appointed by the trustees in a broad range of assets to support the security and funding of their pension obligations.

All of the Group's defined benefit plans are closed to new members and membership of defined contribution plans is available for new employees.

The Group has unfunded arrangements as follows: additional UK post-retirement benefits for certain senior managers; post-retirement healthcare benefits for certain employees in the Netherlands, and employees in France are entitled to a lump sum payment on retirement, indemnité de départ en retraite ("IDR").

## 21 Retirement benefit liability (continued)

The Group's retirement benefit (liabilities), comprised the following:

	2019 £m	2018 £m
<b>UK</b>		
<b>Pension - Funded</b>		
UBUK	(12.2)	21.9
Jacob's Bakery	(9.5)	(5.9)
<b>Pension - Unfunded</b>	(25.5)	(22.5)
	(47.2)	(6.5)
IFRIC 14 adjustment for minimum funding requirement	(87.3)	(136.9)
<b>Total UK Schemes</b>	(134.5)	(143.4)
<b>France</b>		
IDR – Unfunded	(3.3)	(3.0)
	(137.8)	(146.4)
<b>Netherlands</b>		
Post-retirement healthcare scheme – Unfunded	(1.4)	(1.8)
<b>A&amp;P Foods Nigeria</b>		
Pension scheme - Unfunded	(0.2)	(0.2)
<b>Post-retirement benefit liability</b>	(139.4)	(148.4)

The total amount relating to pensions recognised in operating profit for the year ended 31 December 2019 was £18.6 million (2018: £30.4 million), of which £8.6 million (2018: £8.8 million) related to defined contribution plans.

The total amount relating to IDR recognised in operating profit for the year ended 31 December 2019 was £nil (2018: £nil).

The Netherlands post-retirement benefit healthcare scheme is closed to current employees, therefore no annual service cost is charged in the income statement.

The assets and liabilities of the schemes and the net post-retirement obligations were:

	Pension £m	IDR £m	Healthcare £m	A&P Foods £m	Total £m
<b>At 31 December 2019</b>					
<i>Assets with a quoted market price</i>					
Equities	479.4	-	-	-	479.4
Bonds	191.3	-	-	-	191.3
Hedge funds, currency and infrastructure	294.0	-	-	-	294.0
Cash	62.3	-	-	-	62.3
<i>Assets not quoted in an active market</i>					
Property, infrastructure and hedge funds	1,194.2	-	-	-	1,194.2
Total market value of assets	2,221.2	-	-	-	2,221.2
Present value of scheme liabilities	(2,268.4)	(3.3)	(1.4)	(0.2)	(2,273.3)
Deficit in the scheme	(47.2)	(3.3)	(1.4)	(0.2)	(52.1)
Additional liability due to minimum funding requirements	(87.3)	-	-	-	(87.3)
Net Pension Deficit	(134.5)	(3.3)	(1.4)	(0.2)	(139.4)

**21 Retirement benefit liability (continued)**

<b>At 31 December 2018</b>	<b>Pension £m</b>	<b>IDR £m</b>	<b>Healthcare £m</b>	<b>A&amp;P Foods £m</b>	<b>Total £m</b>
<i>Assets with a quoted market price</i>					
Equities	562.4	-	-	-	562.4
Bonds	217.3	-	-	-	217.3
Hedge funds, currency and infrastructure	344.9	-	-	-	344.9
Cash	20.5	-	-	-	20.5
<i>Assets not quoted in an active market</i>					
Property, infrastructure and hedge funds	873.7	-	-	-	873.7
Total market value of assets	2,018.8	-	-	-	2,018.8
Present value of scheme liabilities	(2,025.3)	(3.0)	(1.8)	(0.2)	(2,030.3)
Deficit in the scheme	(6.5)	(3.0)	(1.8)	(0.2)	(11.5)
Additional liability due to minimum funding requirements	(136.9)	-	-	-	(136.9)
Net Pension Deficit	(143.4)	(3.0)	(1.8)	(0.2)	(148.4)

The Group's schemes have not invested in any of the Group's own financial instruments nor in properties or other assets used by the Group.

The amounts recognised in the consolidated income statement and in the consolidated statement of comprehensive income in respect of defined benefit pensions and post retirement healthcare are analysed below:

<b>2019</b>	<b>Pension £m</b>	<b>IDR £m</b>	<b>Healthcare £m</b>	<b>A&amp;P Foods £m</b>	<b>Total £m</b>
<b>Income statement</b>					
Current service cost <sup>(1)</sup>	(4.5)	-	-	-	(4.5)
Scheme administration costs	(3.5)	-	-	-	(3.5)
Company administration costs	(2.0)	-	-	-	(2.0)
Operating profit	(10.0)	-	-	-	(10.0)
Net interest on adjustment in respect to minimum funding requirement	(2.1)	-	-	-	(2.1)
Net interest expense	(1.5)	-	-	-	(1.5)
Other finance income – pensions	(3.6)	-	-	-	(3.6)
<b>Statement of other comprehensive income</b>					
Return on plan assets excluding amounts included in interest expense	225.9	-	-	-	225.9
Experience losses on scheme liabilities	(5.9)	-	-	-	(5.9)
IFRIC 14 minimum funding adjustment	54.8	-	-	-	54.8
Actuarial losses due to changes in financial assumptions	(303.0)	(0.3)	0.4	-	(302.9)
Actuarial gains due to changes in demographic assumptions	14.6	-	-	-	14.6
Remeasurement losses recognised in the statement of other comprehensive income	(13.6)	(13.0)	0.4	-	(13.5)



**21 Retirement benefit liability (continued)**

	Pension £m	IDR £m	Healthcare £m	A&P Foods £m	Total £m
<b>2018</b>					
<b>Income statement</b>					
Current service cost <sup>(1)</sup>	(5.9)	-	-	-	(5.9)
Past service cost	(8.7)	-	-	-	(8.7)
Settlement costs	(0.2)	-	-	-	(0.2)
Scheme administration costs	(4.1)	-	-	-	(4.1)
Company administration costs	(2.7)	-	-	-	(2.7)
Operating profit	(21.6)	-	-	-	(21.6)
Net interest on adjustment in respect to minimum funding requirement	(2.4)	-	-	-	(2.4)
Net interest expense	(1.7)	-	-	-	(1.7)
Other finance income – pensions	(4.1)	-	-	-	(4.1)
<b>Statement of other comprehensive income</b>					
Return on plan assets excluding amounts included in interest expense	(77.4)	-	-	-	77.4
Experience losses on scheme liabilities	(13.9)	-	-	-	13.9
IFRIC 14 minimum funding adjustment	(30.9)	-	-	-	(30.9)
Actuarial gains due to changes in financial assumptions	141.7	-	-	-	141.7
Actuarial gains due to changes in demographic assumptions	12.7	-	-	-	12.7
Remeasurement gains recognised in the statement of other comprehensive income	32.2	-	-	-	32.2

(1) Costs are recognised in cost of goods sold, distribution and marketing expenses and general and administrative expenses.

**Valuation**

Valuations are prepared, at each balance sheet date, by independent qualified actuaries using the projected unit credit method. Where funded, scheme assets are stated at their market values at the respective balance sheet dates and overall expected rates of return are established by applying forecasts to each category of scheme assets.

**Key assumptions**
**(a) Pensions**

	2019 %	2018 %
Rate of salary increases		
Final salary	2.90	3.00
CARE	2.90	3.00
Rate of increase of pensions in payment	2.90	3.00
Discount rate	2.10	3.00
Inflation	3.00	3.10

## 21 Retirement benefit liability (continued)

The average life expectancy assumed for the UBUK plan for a current male pensioner aged 65 is 21.3 years (2018: 21.5 years) and for a current female pensioner aged 65 is 23.2 years (2018: 23.2 years); for a future male pensioner aged 65 in 2039 it is 22.3 years (2018: 22.6 years) and for a future female pensioner aged 65 in 2039 it is 24.4 years (2018: 24.4 years).

The weighted average duration of the schemes is 17 years.

Acting on the advice of the Group's actuaries, future contributions payable are set at levels that take account of surpluses and deficits.

Contributions of approximately £29.7 million (2018: £29.2 million) per annum in addition to the employer's regular contribution are being made in order to eliminate the deficit in the UK defined benefit plans on a funding basis. The total contributions to the Group's defined benefit plans in 2020 are expected to be approximately £37.6 million (2018: £36.4 million).

### (b) Post-retirement healthcare

	2019 %	2018 %
Discount rate	0.4	1.0
Inflation	2.0	2.0
Rate of increase in healthcare costs	2.0	2.0

### (c) IDR

	2019 %	2018 %
Discount rate	0.7	1.65
Salary increase	2.5	2.5

### Sensitivity Analysis

If the discount rate were to decrease by 0.1% without changing any other assumptions the total pension defined benefit obligations would increase by approximately £38.4 million (2018: £33.7 million).

If the inflation rate were to increase by 0.1% without changing any other assumptions the total pension defined benefit obligations would increase by approximately £30.4 million (2018: £27.1 million).

If the life expectancy were to increase by 1 year without changing any other assumptions the total pension defined benefit obligations would increase by approximately £96.9 million (2018: £81.9 million).

If the discount rate were to increase by 0.1% without changing any other assumptions the total pension defined benefit obligations would decrease by approximately £38.0 million (2018: £30.7 million).

If the inflation rate were to decrease by 0.1% without changing any other assumptions the total pension defined benefit obligations would decrease by approximately £28.3 million (2018: £22.4 million).

If the life expectancy were to decrease by 1 year without changing any other assumptions the total pension defined benefit obligations would decrease by approximately £97.6 million (2018: £82.2 million).

**21 Retirement benefit liability (continued)**

Changes in the present value of the defined benefit pension obligations are analysed as follows:

	<b>Pension £m</b>	<b>IDR £m</b>	<b>Healthcare £m</b>	<b>A&amp;P £m</b>	<b>Total £m</b>
<b>As at 1 January 2019</b>	2,025.3	3.0	1.8	0.2	2,030.3
Current service cost	4.5	0.2	-	-	4.7
Interest cost	53.3	-	-	-	53.3
Benefits paid	(105.8)	(0.1)	(0.1)	-	(106.0)
Experience losses on scheme liabilities	5.9	-	-	-	5.9
Actuarial losses due to changes in financial assumptions	299.8	0.3	(0.4)	-	299.7
Actuarial gains due to changes in demographic assumptions	(14.6)	-	-	-	(14.6)
Foreign exchange	-	(0.1)	0.1	-	-
<b>As at 31 December 2019</b>	<b>2,268.4</b>	<b>3.3</b>	<b>1.4</b>	<b>0.2</b>	<b>2,273.3</b>

	<b>Pension £m</b>	<b>IDR £m</b>	<b>Healthcare £m</b>	<b>A&amp;P £m</b>	<b>Total £m</b>
<b>As at 1 January 2018</b>	2,239.2	3.2	1.9	0.3	2,244.6
Current service cost	5.9	0.2	-	-	6.1
Past service cost	8.7	-	-	-	8.7
Interest cost	50.0	-	-	-	50.0
Settlements	(24.7)	-	-	-	(24.7)
Benefits paid	(113.3)	(0.2)	(0.1)	-	(113.6)
Experience losses on scheme liabilities	13.9	-	-	-	13.9
Actuarial losses due to changes in financial assumptions	(141.7)	(0.2)	-	-	(141.9)
Actuarial gains due to changes in demographic assumptions	(12.7)	-	-	-	(12.7)
Foreign exchange	-	-	-	(0.1)	(0.1)
<b>As at 31 December 2018</b>	<b>2,025.3</b>	<b>3.0</b>	<b>1.8</b>	<b>0.2</b>	<b>2,030.3</b>

The defined benefit obligation comprises £2,242.9 million (2018: £1,999.6 million) arising from funded plans and £30.4 million (2018: £30.7 million) from plans or arrangements that are unfunded.

Changes in the value of the defined benefit pension assets are analysed as follows:

	<b>Total £m</b>
<b>As at 1 January 2019</b>	2,018.8
Interest income	53.4
Employer contributions	34.9
Benefits paid	(105.1)
Administration expenses	(3.5)
Return on plan assets excluding amounts included in interest income	222.7
<b>As at 31 December 2019</b>	<b>2,221.2</b>

## 21 Retirement benefit liability (continued)

	Total £m
As at 1 January 2018	2,154.2
Interest income	48.3
Employer contributions	35.3
Settlements	(25.0)
Benefits paid	(112.6)
Administration expenses	(4.1)
Return on plan assets excluding amounts included in interest income	(77.4)
As at 31 December 2018	<u>2,018.8</u>

## 22 Financial commitments

The Group's financial commitments in respect of retirement benefits are set out in Note 21. The Group's financial commitments in respect of capital expenditure and commitments are summarised below.

As at 31 December 2019 and 31 December 2018 the Group's financial commitments in respect of capital expenditure and rentals for leasehold property, plant and equipment are summarised below:

	2019 £m	2018 £m
Contracted capital expenditure	5.5	7.8

Future minimum commitments for property, plant and equipment under non-cancellable operating leases are as follows:

	2019 £m	2018 £m
Not later than one year	0.8	9.3
Later than one year but not later than five years	0.9	19.9
Later than five years	-	10.2
	<u>1.7</u>	<u>39.4</u>

Future minimum commitments for 2019 solely to short-term leases which are exempt from IFRS 16.

The Senior Facilities Agreement entered into on 31 August places certain restrictions on paying dividends and making other capital distributions (including shareholder loan repayments) where the Group's leverage ratio is above a certain level. Where leverage is below the relevant level, distributions of capital may be made provided that, after giving effect to such payment, the leverage shall not be greater than the agreed level.

**23 Related party disclosures**

Except as otherwise disclosed in these financial statements, there have been no transactions with related parties, which were material either to the Group or the counterparty and which are required to be disclosed under the provisions of IAS 24 "Related Party Disclosures".

**Amounts due to parent company**

Amounts due by the Group to Pladis Foods Limited and other related parties were as follows:

	2019 £m	2018 £m
Loan	70.9	70.9
Accrued interest	134.9	114.3
	<u>205.8</u>	<u>185.2</u>

The above loan bears interest at 8% per annum and is repayable in 2023.

**Purchase and sales transactions**

Transactions with related parties are listed below:

	2019 £m	2018 £m
<b>Ulker Biskuvi Sanayi ve Ticaret A.S. and its subsidiaries</b>		
Sales	12.9	14.9
Purchases	0.3	12.5
<b>Istanbul Gıda Dis Ticaret Anonim Si</b>		
Sales	2.2	-
Purchases	15.9	-
<b>Godiva Belgium BVBA and its subsidiaries</b>		
Sales	3.0	-
Purchases	5.1	2.6
<b>Starbrands North America Inc.</b>		
Sales	4.2	1.0

**Receivables and payables**

Transactions with related parties are listed below. With the exception of those noted below, these are non-interest bearing and repayable on demand:

	2019 £m	2018 £m
<b>Yildiz Holdings A.S.</b>		
Receivable	0.4	-
Payable	0.2	-
<b>Pladis Foods Limited</b>		
Receivable*	1.8	16.3
<b>Pladis Europe BV</b>		
Receivable**	6.0	3.6
<b>Pladis Belgium</b>		
Receivable**	0.8	-
<b>Ulker Biskuvi Sanayi ve Ticaret A.S. and its subsidiaries</b>		
Receivable	0.9	6.5
Payable	0.2	5.7
<b>Istanbul Gıda Dis Ticaret Anonim Si</b>		
Receivable	0.4	-
Payable	10.5	-

**23 Related party disclosures (continued)**

	2019 £m	2018 £m
<b>Godiva Belgium BVBA and its subsidiaries</b>		
Receivable	2.5	4.5
Payable	2.9	4.7
<b>Starbrands North America Inc</b>		
Receivable	3.0	2.4
Payable	0.9	7.6

\* This relates to operational and management costs.

\*\* This relates to a non-trading loan which is repayable on demand and earns interest of Euribor + 3.6%.

Short-term employee benefits paid to key management personnel, including directors, for the year ended 31 December 2019 totalled £9.8 million (2018: £4.6 million), which includes termination benefits of £0.4 million (2018: nil).

**Other**

Fees totalling £2.0 million (2018: £2.0 million) were payable by the Group to Yildiz Holding A.S. for the year ended 31 December 2019. These fees are payable in respect of the provision of corporate governance services, including directors' fees.

**24 Events after the balance sheet date**
**Covid-19**

The Covid-19 pandemic has emerged as a new risk. Since the end of 2019, there has been significant economic and social disruption on a global basis arising from the pandemic and there is uncertainty as to how long this could continue.

The Group's business has experienced an initial uplift in demand from its customers in several geographies. In order to service this, and to manage risk arising from the pandemic, the Group have purchased some additional supplies of ingredients and packaging, used overtime and agency staff to backfill employees required to self-isolate and implemented additional hygiene and social distancing practices across our sites in line with local guidance. All of our manufacturing and distribution sites are operational and working to meet customer orders in line with normal service levels.

In the immediate-term, the Group has invoked its business continuity plans, as it seeks to serve and support its customers and protect liquidity while maintaining the safety and well-being of its employees. The Group is engaging with suppliers to ensure that supply can be maintained and has undertaken a review to ensure it is able to operate through a plausible range of near-term economic outcomes.

In the longer-term, the outlook is uncertain. A potential impact of the pandemic is economic recession in some parts of the global economy. While this could have negative implications for overall economic growth and consumer spend, previous experiences indicate that consumer goods companies with strong brands, efficient and agile supply chain, and engaged human capital, can minimise the negative impact, and emerge stronger.

**25 Ultimate parent company**

In the directors' opinion, the Company's ultimate parent undertaking as at 31 December 2019 was Yildiz Holding A.S., a company registered in Turkey. The ultimate controlling party is Mr Murat Ülker.

The immediate parent company is Pladis Foods Limited, a company registered in England and Wales.

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**26 Subsidiaries exempt from audit**


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The following UK subsidiaries have taken advantage of the audit exemption set out within section 479A of the Companies Act 2006 for the year ended 31 December 2019.

<b>Name</b>	<b>Registration number</b>
Regentrealm Limited	3885120
Runecorp Limited	3876056
Solvecorp Limited	3876059
United Biscuits Bidco Limited	5957644
United Biscuits Bondco Limited	5957937
UB Group Limited	SC064218
United Biscuits Holdco Limited	5957557
United Biscuits Holdco 2 Limited	5957575
UB Overseas Limited	1496587
United Biscuits VLNco Limited	5957560

Company registered no: 09289015

# **UMV GLOBAL FOODS HOLDING COMPANY LTD**

## **Parent Company Financial Statements**

For the year ended 31 December 2019



# UMV GLOBAL FOODS HOLDING COMPANY LTD

## Parent Company Financial Statements

### Income statement

For the year ended 31 December 2019

	Note	2019 £m	2018 £m
Operating result before interest and tax	4	-	-
Interest receivable and other income	5	3.0	2.8
Interest payable and other financial charges	6	(14.9)	(8.7)
<b>Loss before tax</b>		<b>(11.9)</b>	<b>(5.9)</b>
Tax on loss	7	-	-
<b>Loss for the financial year</b>		<b>(11.9)</b>	<b>(5.9)</b>

All amounts relate to continuing activities.

During the current and preceding year there have been no other comprehensive income other than those recognised in the income statement and consequently no separate statement of comprehensive income is presented.

# UMV GLOBAL FOODS HOLDING COMPANY LTD

## Parent Company Financial Statements

### Balance sheet

As at 31 December 2019

	Note	2019 £m	2018 £m
<b>Non-current assets</b>			
Investments in subsidiary	8	1,200.0	1,200.0
		<u>1,200.0</u>	<u>1,200.0</u>
<b>Debtors: amounts falling due after more than one year</b>			
Amounts due from subsidiary company		40.3	37.3
<b>Net current assets</b>		<u>40.3</u>	<u>37.3</u>
<b>Total assets less current liabilities</b>		<u>1,240.3</u>	<u>1,237.3</u>
<b>Creditors: amounts falling due after more than one year</b>			
Amounts owed to parent company		(193.4)	(178.5)
		<u>(193.4)</u>	<u>(178.5)</u>
<b>Net assets</b>		<u>1,046.9</u>	<u>1,058.8</u>
<b>Capital and reserves</b>			
Called up share capital	9	1,200.0	1,200.0
Accumulated loss		(153.1)	(141.2)
<b>Total equity</b>		<u>1,046.9</u>	<u>1,058.8</u>

The financial statements of UMV Global Foods Holding Company Ltd (registered number 9289015) on pages 81 to 87 were approved by the Board and signed on its behalf on May 2020.

**Murat Ulker**

Director

# UMV GLOBAL FOODS HOLDING COMPANY LTD

Parent Company Financial Statements

## Balance sheet

As at 31 December 2019

	Note	2019 £m	2018 £m
<b>Non-current assets</b>			
Investments in subsidiary	8	1,200.0	1,200.0
		<u>1,200.0</u>	<u>1,200.0</u>
<b>Debtors: amounts falling due after more than one year</b>			
Amounts due from subsidiary company		40.3	37.3
		<u>40.3</u>	<u>37.3</u>
<b>Net current assets</b>			
		<u>1,240.3</u>	<u>1,237.3</u>
<b>Total assets less current liabilities</b>			
<b>Creditors: amounts falling due after more than one year</b>			
Amounts owed to parent company		(193.4)	(178.5)
		<u>(193.4)</u>	<u>(178.5)</u>
<b>Net assets</b>		<u>1,046.9</u>	<u>1,058.8</u>
<b>Capital and reserves</b>			
Called up share capital	9	1,200.0	1,200.0
Accumulated loss		(153.1)	(141.2)
<b>Total equity</b>		<u>1,046.9</u>	<u>1,058.8</u>

The financial statements of UMV Global Foods Holding Company Ltd (registered number 9289015) on pages 81 to 87 were approved by the Board and signed on its behalf on 7 May 2020.



Murat Ufker

Director

## UMV GLOBAL FOODS HOLDING COMPANY LTD

Parent Company Financial Statements

### Statement of changes in equity

For the year ended 31 December 2019

#### Equity attributable to equity holders of the Company

	Share Capital £m	Accumulated loss £m	Total Equity £m
At 1 January 2019	1,200.0	(141.2)	1,058.8
Loss for the financial year	-	(11.9)	(11.9)
<b>At 31 December 2019</b>	<b>1,200.0</b>	<b>(153.1)</b>	<b>1,046.9</b>

#### Equity attributable to equity holders of the Company

	Share Capital £m	Accumulated loss £m	Total Equity £m
At 1 January 2018	1,200.0	(135.3)	(1,064.7)
Loss for the financial year	-	(5.9)	(5.9)
<b>At 31 December 2018</b>	<b>1,200.0</b>	<b>(141.2)</b>	<b>1,058.8</b>

# UMV GLOBAL FOODS HOLDING COMPANY LTD

## Parent Company Financial Statements

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### 1 Accounting policies

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#### **Basis of accounting**

The financial statements are prepared on the historical cost basis of accounting and in accordance with applicable UK accounting standards.

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'.

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 required, equivalent disclosures are given in the consolidated financial statements.

The financial statements are prepared on the historical cost basis of accounting. The principal accounting policies adopted are set out below.

#### **Significant accounting judgements, estimates, and assumptions**

The preparation of the Company's financial statements in conformity with FRS 101 requires the use of judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, ultimately actual results may differ from those estimates.

The key assumption concerning the future and other key sources of estimation uncertainty at the balance sheet date that has a significant risk of causing material adjustment within the next financial year arises in connection with the recoverability of intercompany receivables. Management judgement is necessary in assessing whether debtors are recoverable.

#### **Investments**

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

#### **Financial assets - initial recognition and measurement**

The Company's financial assets are all classified as those to be measured at amortised cost.

This classification depends on our business model for managing the financial asset and the contractual terms of the cash flows. At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss. All of the Company's financial assets (except cash) are debt instruments that provide the Company with a contractual right to receive cash or another asset.

# UMV GLOBAL FOODS HOLDING COMPANY LTD

## Parent Company Financial Statements

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### 1 Accounting policies (continued)

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#### **Financial assets - subsequent measurement**

The subsequent measurement of the Company's financial assets (except cash) depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. Based on their characteristics, the Company's financial assets are measured at amortised cost.

Assets measured at amortised cost are those which are held to collect cash flows on the repayment of principal or interest. A gain or loss on a financial asset recognised at amortised cost on de-recognition or impairment is recognised in profit or loss. Any interest income is recognised within finance income using the effective interest rate method.

#### **Financial assets - impairment**

The Company recognises a loss allowance for expected credit losses ("ECL") on trade and other debtors. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognises lifetime ECL for trade and other debtors. The ECL on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Lifetime ECL represents the ECLs that will result from all possible default events over the expected life of a financial instrument.

The Company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss..

#### **Interest receivable and payable**

Interest is recognised as it accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial instrument to its net carrying amount.

#### **Adoption of new and revised Standards**

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

In the current year, the Company has applied a number of amendments to IFRSs issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2019. See Note 2 to the consolidated financial statements. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

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### 2 Directors and employees

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Directors' remuneration is disclosed in Note 6 to the consolidated financial statements.

The Company has no employees.

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### 3 Operating result before interest and tax

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The auditors' remuneration is borne by United Biscuits (UK) Limited. Refer to Note 6 of the Group financial statements for details.

## UMV GLOBAL FOODS HOLDING COMPANY LTD

### Parent Company Financial Statements

#### 4 Interest receivable and other income

	2019 £m	2018 £m
Interest receivable from a group undertaking	<u>3.0</u>	<u>2.8</u>

Interest is receivable from UMV Global Foods Company Limited, the direct subsidiary of the Company.

#### 5 Interest payable and other financial charges

	2019 £m	2018 £m
Interest payable to parent company	<u>(14.9)</u>	<u>(8.7)</u>

#### 6 Tax on loss

The current tax credit on the loss before taxation for the year 2019 is lower than (2018: lower than) the average rate of corporation tax in the UK of 19.00% (2018: 19.00%). The differences are reconciled below:

	2019 £m	2018 £m
Loss before taxation	<u>(11.9)</u>	<u>(5.9)</u>
Tax credit at UK statutory rate of 19.00% (2018::19.00%)	(2.3)	(1.1)
Group relieved	<u>2.3</u>	<u>1.1</u>
Total tax credit	<u>-</u>	<u>-</u>

Refer to Note 9 of the group financial statements for details of changes in tax rates.

#### 7 Investments in subsidiary

	£m
Cost and Net Book Value as at 1 January 2019	1,200.0
Additions	-
Cost and Net Book Value as at 31 December 2019	<u>1,200.0</u>

The Company holds 100% of UMV Global Foods Company Limited's ordinary share capital.

Refer to the Note 12 of the group financial statements for details of all indirect subsidiary companies.

## UMV GLOBAL FOODS HOLDING COMPANY LTD

### Parent Company Financial Statements

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#### 8 Called up share capital

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##### Share capital

*Ordinary shares Authorised, issued and fully paid*

	Number of shares	
Ordinary shares of £1 Sterling each	<u>1,200,000,001</u>	
	Number of shares	£
At 1 January 2019 and 31 December 2019	<u>1,200,000,001</u>	<u>1,200,000,001</u>

The Company has one class of ordinary shares which carry no right to fixed income.

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#### 9 Inter-group cross-guarantee

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The Company has cross-guaranteed the Group's Senior facility, which is held by UMV Global Foods Company Limited. The outstanding principal amount under the facility as at 31 December 2019 was £575.0 million (2018: £606.5 million).

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#### 10 Events after the balance sheet date

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Refer to Note 24 of the group financial statements for details.

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#### 11 Ultimate parent company

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In the directors' opinion, the Company's immediate parent undertaking is Pladis Foods Limited, which is incorporated in the UK and whose registered office is Hayes Park, Hayes End Road, Hayes, Middlesex, UB4 8EE, England.

In the directors' opinion, the Company's ultimate parent undertaking as at 31 December 2019 was Yıldız Holding A.S., a company incorporated in Turkey whose registered office is Kısıklı Mahallesi Cesme Cikmazi Sokak No:6/1,34692, Uskudar/Istanbul -Turkey. The ultimate controlling party is Mr Murat Ülker.

The largest group in which the Company's financial statements are included is Yıldız Holding A.S. and the smallest group is Pladis Foods Limited. A copy of the consolidated financial statements of Pladis Foods Limited can be obtained from the company at the above address.