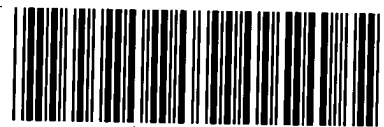


Registration number: 07958787

**Histon Sweet Spreads Limited**  
**Annual Reports and Financial Statements**  
**for the Year Ended 30 June 2017**

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# **Histon Sweet Spreads Limited**

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# **Histon Sweet Spreads Limited**

## **Company Information**

### **Directors**

Mr James Skidmore  
Mr Irwin Simon  
Mrs Denise Faltischek  
Mr James Langrock

### **Company secretary**

Mr Nicholas Keen

### **Registered office**

2100 Century Way  
Thorpe Park  
Leeds  
LS15 8ZB

### **Solicitors**

Squire Patton Boggs  
6 Wellington Place  
Leeds  
LS1 4AP

### **Auditors**

Ernst & Young LLP  
1 Bridgewater Place  
Water Lane  
Leeds  
LS11 5QR

## Histon Sweet Spreads Limited

### Strategic Report for the Year Ended 30 June 2017

The directors present their strategic report for the year ended 30 June 2017.

#### Principal activity

The principal activity of the Company is that of the manufacture and sale of grocery products including sweet spreads and jellies.

#### Fair review of the business

The Company has a number of key performance indicators, both financial and non financial, that are used to manage the business. Non-financial indicators include health and safety.

Financial measurement is driven by reviewing movements in turnover, gross margin percentages and operating profit margins.

The business continues to be highly profitable and cash generative. Gross margin percentage for the period was 28.9% (year ended 30 June 2016 – 23.6%). This increase was mainly due to changes in product mix and improved operational efficiency.

The Company continues to invest in marketing activity to support key brands and to launch new products into the grocery market.

The Company's key financial and other performance indicators during the year were as follows:

	Unit	2017	2016
Turnover	£000	164,186	150,079
Operating profit after one-off items	£000	21,236	10,094
Operating profit before one-off items	£000	23,236	19,249
Shareholders funds	£000	268,845	251,804

In a competitive environment the Company turnover increased by 9.4% to £164.2m.

Statutory operating profit increased from £10.1m to £21.2m. On a pre-one-off basis operating profit increased from £19.2m to £23.2m.

One-off items included:

- As part of the annual review of intangible assets with indefinite useful economic lives the Board assessed that it was appropriate to write-down the carrying value of certain trademarks by £2.0m (2016 - £7.4m).
- £nil (2016 - £1.8m) in the period included in operating profit related to an increase in provisions in respect of the aged debtor balances relating to retail customer deductions following additional information allowing a reassessment of the recoverability of these balances. The increase in provisions was booked as adjustments to turnover in profit and loss.

#### Principal risks and uncertainties

The Company operates in a highly competitive market place particularly with regard to pricing, promotional activity and the introduction of new product developments. The Company manages competitive trading risk by providing well priced, high quality products and by maintaining strong relationships with its customer base.

Upwards input price pressure represents a key risk to the business. This risk is addressed through a continuous review of the supply base of the business to ensure continuity of supply of key materials at competitive prices. The business has a number of contracts with key suppliers that mitigate the effects of input price volatility.

## **Histon Sweet Spreads Limited**

### **Strategic Report for the Year Ended 30 June 2017 (continued)**

#### **Principal risks and uncertainties (continued)**

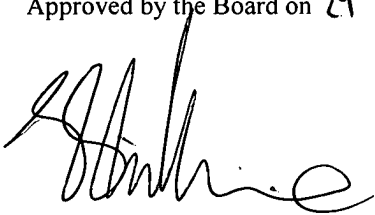
A number of purchases are contracted in foreign currency, and therefore movement in exchange rates represents a key risk to the business. The risk is addressed through monitoring the overall currency exposure, and obtaining alternate prices in sterling where it is considered appropriate thereby reducing exposure.

The general economic climate also represents a risk to the business and may impact the revenue and profitability of the business. The business has plans in place to mitigate this risk where necessary.

#### **Future developments**

The Company is focused on driving growth in both turnover and profitability. There is no expected change to the activity of the Company in the foreseeable future.

Approved by the Board on 29 March 2018 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'J Skidmore', written over a dotted line.

Mr James Skidmore  
Director

## **Histon Sweet Spreads Limited**

### **Directors' Report for the Year Ended 30 June 2017**

The directors present their report and the financial statements for the year ended 30 June 2017.

#### **Directors of the Company**

The directors who held office during the year were as follows:

Mr Irwin Simon

Mrs Denise Faltischek

Mr Pasquale Conte (resigned 30 June 2017)

Mr James Langrock (appointed 30 June 2017)

Mr James Skidmore

#### **Financial instruments**

##### ***Price risk, credit risk, liquidity risk and cash flow risk***

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The Company has a system of controls in place to create an acceptable balance between the costs of risks occurring and the costs of managing the risks. Risk management policies and systems are regularly reviewed to reflect changes in market conditions and the Company's activities.

The Company operates mainly in the UK with a functional currency of sterling. The Company's exposure to market risk derives primarily from foreign currency risk as it also purchases from and sells to companies in Europe.

In order to manage credit risk which may arise resulting from the failure of a customer to settle its debts as and when they fall due, management has in place credit policies setting the maximum amount of credit allowed to be extended to each customer. These credit limits are determined following credit evaluations of credit customers and credit exposures are monitored on an on-going basis.

To manage liquidity and cash flow risk, the Company monitors closely its operating cash flows ensuring that there are sufficient cash and cash equivalents as well as adequate funding facilities to meet its operating requirements. In assessing the adequacy of these facilities and cash balances, management reviews its operating cash flows, working capital requirements, its debt obligations and its projected capital commitments.

#### **Employment of disabled persons**

The Company gives full consideration to applications for employment from disabled persons where the candidate's particular aptitudes and abilities are consistent with adequately meeting the requirements of the job. Opportunities are available to disabled employees for training, career development and promotion.

Where existing employees become disabled, it is the Company's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

## **Histon Sweet Spreads Limited**

### **Directors' Report for the Year Ended 30 June 2017 (continued)**

#### **Employee involvement**

The Company operates a framework for employee information and consultation which complies with the requirements of the Information and Consultation of Employees Regulations 2005. During the year, the policy of providing employees with information, including information relating to the economic and financial factors affecting the performance of the Company, has been continued through regular briefings to employees undertaken by management.

#### **Research and development**

In the year ended 30 June 2017, the focus of research and development work has been in relation to new products across a number of the business's existing categories.

#### **Going concern**

The directors have reviewed the going concern basis of preparation for the Company with reference to cash flow projections and facility requirements and believe that the going concern basis of preparation is appropriate.

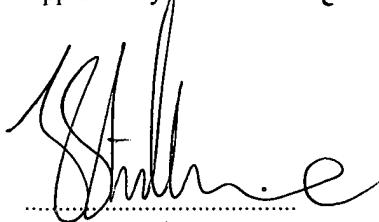
#### **Dividends and results**

The result for the year ended 30 June 2017 was £17,041,000 (2016 - £7,476,000). No dividends were declared in the period (2016 - £7,634,000).

#### **Disclosure of information to the auditors**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Approved by the Board on 29 March 2018 and signed on its behalf by:



.....  
Mr James Skidmore  
Director

## **Histon Sweet Spreads Limited**

### **Statement of Directors' Responsibilities**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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



## **Independent Auditor's Report to the Members of Histon Sweet Spreads Limited**

### **Opinion**

We have audited the financial statements of Histon Sweet Spreads Limited for the year ended 30 June 2017 which comprise the Statement of Profit and Loss and Other Comprehensive Income, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 21, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Use of our report**

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

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

We have nothing to report in respect of the following matters in relation to which the 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 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.

## **Independent Auditor's Report to the Shareholders of Histon Sweet Spreads Limited (continued)**

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 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 company or to cease operations, or have no realistic alternative but to do so.

**Independent Auditor's Report to the Shareholders of Histon Sweet Spreads Limited  
(continued)**

**Auditor's 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 auditor's 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 Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

*Ernst & Young LLP*

Peter Buckler (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Leeds

29 March 2018

## Histon Sweet Spreads Limited

### Statement of Profit and Loss and Other Comprehensive Income for the Year Ended 30 June 2017

	Note	2017 £ 000	2016 £ 000
Turnover	4	164,186	150,079
Cost of sales		<u>(116,661)</u>	<u>(114,516)</u>
Gross profit		47,525	35,563
Distribution costs		(14,853)	(11,618)
Administrative expenses		(9,436)	(6,451)
Impairment of intangible asset	12	<u>(2,000)</u>	<u>(7,400)</u>
Operating profit		<u>21,236</u>	<u>10,094</u>
Other interest receivable and similar income	6	-	263
Interest payable and similar charges	7	<u>-</u>	<u>(42)</u>
		-	221
Profit before tax		21,236	10,315
Tax on profit	10	<u>(4,195)</u>	<u>(2,839)</u>
Profit for the year		17,041	7,476
Other comprehensive income for the year		<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u>17,041</u>	<u>7,476</u>

The above results were derived from continuing operations.

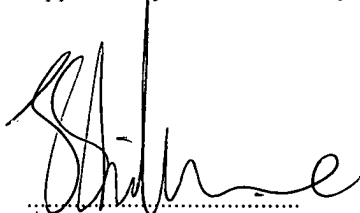
# Histon Sweet Spreads Limited

(Registration number: 07958787)

## Balance Sheet as at 30 June 2017

	Note	2017 £ 000	2016 £ 000
<b>Fixed assets</b>			
Intangible assets	12	150,024	153,442
Property, plant and equipment	11	32,284	32,119
		<u>182,308</u>	<u>185,561</u>
<b>Current assets</b>			
Stocks	13	22,172	18,918
Debtors	14	84,343	75,724
Cash at bank and in hand		22,829	13,226
		<u>129,344</u>	<u>107,868</u>
<b>Creditors: Amounts falling due within one year</b>			
Trade and other payables	17	(36,617)	(35,523)
Income tax liability		(295)	-
		<u>(36,912)</u>	<u>(35,523)</u>
Creditors: Amounts falling due within one year			
Net current assets		<u>92,432</u>	<u>72,345</u>
Total assets less current liabilities		274,740	257,906
<b>Creditors: Amounts falling due after more than one year</b>			
Deferred tax liability	10	(5,895)	(6,102)
Net assets		<u>268,845</u>	<u>251,804</u>
<b>Capital and reserves</b>			
Called up share capital	15	10,000	10,000
Capital contribution reserve		190,000	190,000
Retained earnings		68,845	51,804
Shareholders' funds		<u>268,845</u>	<u>251,804</u>

Approved by the Board on 29 March 2018 and signed on its behalf by:



Mr James Skidmore

Director

The notes on pages 13 to 27 form an integral part of these financial statements.

**Histon Sweet Spreads Limited**  
**Statement of Changes in Equity for the Year Ended 30 June 2017**

	Share capital £ 000	Capital contribution reserve £'000	Retained earnings £ 000	Total £ 000
At 1 July 2016	10,000	190,000	51,804	251,804
Profit for the year	-	-	17,041	17,041
Total comprehensive income for the year	-	-	17,041	17,041
At 30 June 2017	10,000	190,000	68,845	268,845

	Share capital £ 000	Capital contribution reserve £'000	Retained earnings £ 000	Total £ 000
At 1 July 2015	10,000	-	51,962	61,962
Profit for the year	-	-	7,476	7,476
Total comprehensive income for the year	-	-	7,476	7,476
Movements in equity:				
Equity dividends paid of 76.35p per share	-	-	(7,634)	(7,634)
Capital contribution	-	190,000	-	190,000
At 30 June 2016	10,000	190,000	51,804	251,804

The notes on pages 13 to 27 form an integral part of these financial statements.

## **Histon Sweet Spreads Limited**

### **Notes to the Financial Statements for the Year Ended 30 June 2017**

#### **1 General information**

The Company is a private company limited by share capital incorporated and domiciled in England.

The address of its registered office is:

2100 Century Way  
Thorpe Park  
Leeds  
LS15 8ZB

These financial statements were authorised for issue by the Board on 29 March 2018.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Basis of preparation**

These financial statements were prepared in accordance with United Kingdom Accounting Standards including Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS101).

Both the functional and presentational currency of the Company are GBP.

The Company has used the true and fair override in respect of non-amortisation of goodwill.

##### **Summary of disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions under FRS101:

- a) the requirements of paragraphs 10(d) and 134-136 of IAS 1 Presentation of Financial Statements;
- b) the requirements of IAS 7 Statement of Cash Flows;
- c) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- d) the requirements in 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 transaction is wholly owned by such a member;
- e) the requirements of IAS 24.7 - disaggregation of Key Management Personnel remuneration; and
- f) the requirements of IAS 1 paragraphs 16, 38 a-d and 40 a-d Presentation of Financial Statements.

As the consolidated financial statements of The Hain Celestial Group, Inc. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- a) the requirements of paragraphs 134d-f and 135c-e of IAS 36 Impairment of Assets; and
- b) the requirements of IFRS 13 – Fair Value Measurement.

## **Histon Sweet Spreads Limited**

### **Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)**

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

##### **Revenue recognition**

All revenue is earned from the sale of goods. Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Company's activities. Revenue is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the Company.

The Company recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and the significant risks and rewards of ownership of the goods have passed to the buyer.

##### **Finance income and costs policy**

Finance income and costs are recognised as interest accrues using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to its net carrying amount.

##### **Foreign currency transactions and balances**

Transactions in foreign currencies are initially recorded at the functional currency (GBP) rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

##### **Tax**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the Company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

##### **Property, plant and equipment**

Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.



## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 2 Accounting policies (continued)

##### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Freehold buildings and improvements	10-31 years straight line
Plant and equipment	5-15 years straight line
Fixtures and fittings	3-7 years straight line
Leasehold improvements	3-10 years straight line

##### Intangible assets

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the Company's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date.

Goodwill is not subject to amortisation but is tested for impairment.

Separately acquired trade names and licences are shown at historical cost.

Trade names, licences (including software) and customer-related intangible assets acquired in a business combination are recognised at fair value at the acquisition date.

Licences and customer-related intangible assets have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses.

Trade names are deemed to have an indefinite life. These are reviewed annually for impairment.

##### Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their expected useful economic life as follows:

Asset class	Amortisation method and rate
Branded and non-branded customer relationships	15 - 25 years straight line
Trade names	indefinite

##### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

##### Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially and subsequently at the transaction price. A provision for the impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

## **Histon Sweet Spreads Limited**

### **Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)**

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

##### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

##### **Trade payables**

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially and subsequently at the transaction price.

##### **Borrowings**

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

##### **Provisions**

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. 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 Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when recovery is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement. Where discounting is used, the increase in the provision due to unwinding the discount is recognised as a finance cost.

##### **Leases**

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### **One-off items as discussed in the Strategic Report**

One-off items comprise items of income and expense that are material in amount and unlikely to recur and that merit separate disclosure in order to provide an understanding of the Company's underlying financial performance.

## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 2 Accounting policies (continued)

##### Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans contributions are paid publicly or privately administered pension insurance plans on a mandatory or contractual basis. The contributions are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as an asset.

##### Impairment

##### *Impairment excluding inventories, and deferred tax assets*

##### *Financial assets (including receivables)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

##### *Non-financial assets*

The carrying amounts of the Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units, or ("CGU"). Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## **Histon Sweet Spreads Limited**

### **Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)**

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

##### **Capital contribution reserve**

During the year ended 30 June 2016, the immediate parent company, The Hain Daniels Group Limited, forgave a loan of £190,000,000 due from Histon Sweet Spreads Limited and contributed the funds to capital. These funds are held in the Capital contribution reserve, which is considered to represent a distributable reserve.

#### **3 Critical accounting judgments and key sources of estimation uncertainty**

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the period. However, the nature of estimation means that actual outcomes could differ from those estimates.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future periods affected.

The following is considered to represent a critical accounting judgment made in the preparation of these financial statements:

##### **Intangible assets – Trade names**

The company has determined that trade names have an indefinite useful life.

The following estimates have had the most significant effect on amounts recognised in the financial statements:

##### **Bad debt, overrider and stock provisioning**

The Company maintains on-going provisions for bad debts and for overrider discounts. The amounts are estimated based on management experience, the current economic climate and, for the latter, customer agreements.

The Company also maintains a stock provision which is assessed by reference to previous stock write-offs.

##### **Impairment of intangible assets**

The Company reviews non-finite life intangibles annually for impairment. The impairment reviews are calculated with reference to discounted forecast cash flows.

## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 4 Revenue

The analysis of the Company's revenue for the year from continuing operations is as follows:

	2017 £ 000	2016 £ 000
Sale of goods	<u>164,186</u>	<u>150,079</u>

	2017 £ 000	2016 £ 000
<b>Sales by geographical location</b>		
Sale of goods - UK	158,198	141,357
Sale of goods - EU	5,298	7,753
Sale of goods - rest of world	<u>690</u>	<u>969</u>
	<u>164,186</u>	<u>150,079</u>

#### 5 Operating profit

Arrived at after charging/(crediting)

	2017 £ 000	2016 £ 000
Depreciation expense	2,199	2,178
Amortisation expense	1,418	1,419
Research and development cost	641	415
Foreign exchange (gains)/losses	(91)	436
Operating lease expense - property	100	100
Operating lease expense - plant and machinery	480	681
Operating lease expense - other	428	530
Cost of stocks recognised as an expense (included in cost of sales)	108,780	100,776
One-off debtor provisions	-	1,755
Impairment of intangible assets	<u>2,000</u>	<u>7,400</u>

Auditors' remuneration for the year ended 30 June 2017 has been borne by Daniels Chilled Foods Limited, related by virtue of being under common ownership.

There were no non-audit services provided by the auditors.

#### 6 Other interest receivable and similar income

	2017 £ 000	2016 £ 000
Other finance income	<u>-</u>	<u>263</u>

## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 7 Interest payable and similar charges

	2017 £ 000	2016 £ 000
Interest on bank overdrafts and borrowings	-	42

#### 8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2017 £ 000	2016 £ 000
Wages and salaries	16,313	15,483
Social security costs	1,733	1,691
Pension costs, defined contribution scheme	375	396
	<u>18,421</u>	<u>17,570</u>

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

	2017 No.	2016 No.
Production	308	311
Administration and support	103	100
Sales	10	12
	<u>421</u>	<u>423</u>

#### 9 Directors' remuneration

The remuneration for those directors who are based abroad has been borne by other group companies as they are also directors or officers of a number of the companies within the group. Those directors' services to Histon Sweet Spreads Limited do not occupy a significant amount of their time. As such those directors do not consider that they have received any remuneration for their services to the Company. Where during the year ended 30 June 2017 those directors received shares in the Hain Celestial Group, Inc, these are considered to have been received for their worldwide services to the group and any amounts relating to qualifying services provided to this entity is negligible. Therefore no further disclosure has been made in these financial statements.

The only director of the Company who is based in the UK was paid by Daniels Chilled Foods Limited, which is a sister company of Histon Sweet Spreads Limited. The director received total remuneration for the year of £397,000 (2016 – £303,000), including company pension contributions money purchase pension plans of £44,000 (2016 - £28,000). The director does not believe that it is practicable to apportion this amount between his services as director of the Company and his services as director of the holding and fellow subsidiary companies.

During the year shares in The Hain Celestial Group, Inc were received or became receivable under long-term incentive schemes by two directors of the Company.

## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 10 Income tax

Tax charged/(credited) in the income statement

	2017 £ 000	2016 £ 000
<b>Current taxation</b>		
UK corporation tax – current year charge	4,446	3,345
UK corporation tax – prior year credit	(44)	(121)
	<u>4,402</u>	<u>3,224</u>
<b>Deferred taxation</b>		
Deferred tax – current year charge	150	250
Deferred tax – prior year charge/(credit)	(12)	43
Deferred tax – impact of change in tax rates	(345)	(678)
	<u>(207)</u>	<u>(385)</u>
<b>Tax expense in the income statement</b>	<u>4,195</u>	<u>2,839</u>

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2016 – higher than the standard rate of corporation tax in the UK) of 19.75% (2016 - 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
Profit before tax	<u>21,236</u>	<u>10,315</u>
Corporation tax at standard rate	4,194	2,063
Decrease in current tax from adjustment for prior periods	(44)	(121)
(Decrease)/increase in deferred tax from adjustment for prior periods	(12)	43
Decrease from effect of different UK tax rates on some earnings	-	(678)
Increase from effect of expenses not deductible in determining taxable profit	402	1,572
Deferred tax credit relating to changes in tax rates or laws	(345)	-
Deferred tax not recognised	<u>-</u>	<u>(40)</u>
<b>Total tax charge</b>	<u>4,195</u>	<u>2,839</u>

#### Factors that may affect future tax charges

As at 30 June 2017 the government had substantively enacted a future reduction to the standard rate of corporation tax in the UK to 17% from 1 April 2020. As such this planned change has been taken into account in measuring the tax balances below.

# Histon Sweet Spreads Limited

## Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

### 10 Income tax (continued)

#### Deferred tax

#### Deferred tax assets and liabilities

	Asset £ 000	Liability £ 000	Net deferred tax £ 000
<b>2017</b>			
Revaluation of intangible assets	-	(3,310)	(3,310)
Accelerated tax depreciation	16	(2,601)	(2,585)
	16	(5,911)	(5,895)
<b>2016</b>			
Revaluation of intangible assets	-	(3,622)	(3,622)
Accelerated tax depreciation	12	(2,492)	(2,480)
	12	(6,114)	(6,102)

#### Deferred tax movement during the year:

	At 1 July 2016 £ 000	Recognised in income £ 000	At 30 June 2017 £ 000
Revaluation of intangible assets	(3,622)	312	(3,310)
Accelerated tax depreciation	(2,480)	(105)	(2,585)
Net tax liabilities	(6,102)	207	(5,895)

#### Deferred tax movement during the prior year:

	At 1 July 2015 £ 000	Recognised in income £ 000	At 30 June 2016 £ 000
Revaluation of intangible assets	(4,211)	589	(3,622)
Accelerated tax depreciation	(2,276)	(204)	(2,480)
Net tax liabilities	(6,487)	385	(6,102)



## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 11 Property, plant and equipment

	Land and buildings £ 000	Furniture, fittings and equipment £ 000	Other property, plant and equipment £ 000	Total £ 000
<b>Cost</b>				
At 1 July 2016	8,688	4,623	25,937	39,248
Additions	66	110	2,188	2,364
At 30 June 2017	8,754	4,733	28,125	41,612
<b>Depreciation</b>				
At 1 July 2016	432	696	6,001	7,129
Charge for the year	200	326	1,673	2,199
At 30 June 2017	632	1,022	7,674	9,328
<b>Carrying amount</b>				
At 30 June 2017	8,122	3,711	20,451	32,284
At 30 June 2016	8,256	3,927	19,936	32,119

#### Leased assets

Included within the net book value of tangible fixed assets is £Nil (2016: - £Nil) in respect of assets held under finance leases and similar hire purchase contracts. Depreciation for the year on those assets was £Nil (2016: £Nil).

## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 12 Intangible assets

	Goodwill £ 000	Trade names £ 000	Customer relationships £ 000	Total £ 000
<b>Cost</b>				
At 1 July 2016	89,245	53,800	23,000	166,045
At 30 June 2017	89,245	53,800	23,000	166,045
<b>Amortisation</b>				
At 1 July 2016	-	7,400	5,203	12,603
Amortisation charge	-	-	1,418	1,418
Impairment	-	2,000	-	2,000
At 30 June 2017	-	9,400	6,621	16,021
<b>Carrying amount</b>				
At 30 June 2017	89,245	44,400	16,379	150,024
At 30 June 2016	89,245	46,400	17,797	153,442

Goodwill acquired through the business combination has been allocated to the grocery cash-generating unit (being the whole Histon Sweet Spreads Limited business), which is the lowest level within the Company at which goodwill is monitored for internal management purposes.

#### Individually material intangible assets

##### Branded customer relationships

The carrying amount of this asset is £3,497,000 (2016 - £3,667,000) and the remaining amortisation period is 20 years (2016 - 21 years).

##### Own-label customer relationships

The carrying amount of this asset is £12,882,000 (2016 - £14,130,000) and the remaining amortisation period is 10 years (2016 - 11 years).

#### Intangible assets with indefinite useful economic lives

Trade names with a carrying amount of £44,400,000 (2016 - £46,400,000) are not amortised but reviewed annually for impairment. Following the annual impairment review, an impairment charge of £2,000,000 (2016: £7,400,000) was recognised in the year against certain trade names. The impairment was calculated with reference to discounted forecast cash flows.

Goodwill with a carrying amount of £89,245,000 (2016 - £89,245,000) is not amortised but reviewed annually for impairment.

The UK Companies Act requires goodwill to be reduced by provisions for amortisation on a systematic basis over a period chosen by the directors, its useful economic life. However, under IFRS 3 Business Combinations goodwill is not amortised. Consequently, the company does not amortise goodwill, but reviews it for impairment on an annual basis or whenever there are indicators of impairment. The company is therefore invoking a 'true and fair view override' to overcome the prohibition on the non-amortisation of goodwill in the Companies Act. Had the company amortised goodwill a period of 20 years would have been chosen as the useful life for goodwill. The profit both in the current and prior year would have been £4,462,000 lower had goodwill been amortised in the year.

## Histon Sweet Spreads Limited

### Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

#### 13 Inventories

	2017 £ 000	2016 £ 000
Raw materials and consumables	5,186	4,474
Work in progress	42	20
Finished goods and goods for resale	16,944	14,424
	<u>22,172</u>	<u>18,918</u>

#### 14 Trade and other receivables

	2017 £ 000	2016 £ 000
Trade receivables	26,965	27,251
Receivables from related parties – parent companies	-	168
Receivables from related parties – other group companies	53,353	43,481
Prepayments	1,974	1,508
Other receivables	2,051	2,547
Income tax receivable	-	769
Total current trade and other receivables	<u>84,343</u>	<u>75,724</u>

#### 15 Share capital

##### Authorised, allotted, called up and fully paid shares

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	10,000,001	10,000,001	10,000,001	10,000,001

##### Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

All of the ordinary shares are non-redeemable and entitle holders to full rights in respect of voting and participating in income and capital distributions.

# Histon Sweet Spreads Limited

## Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)

### 16 Obligations under leases and hire purchase contracts

#### Operating leases

The total future value of minimum lease payments is as follows:

	2017 £ 000	2016 £ 000
Within one year	702	681
In two to five years	1,362	1,914
In over five years	-	-
	<u>2,064</u>	<u>2,595</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £1,008,000 (2016 - £1,311,000).

### 17 Trade and other payables

	2017 £ 000	2016 £ 000
Trade payables	19,660	20,579
Accrued expenses	2,014	2,537
Amounts due to related parties – parent companies	13,927	9,663
Amounts due to related parties – other group companies	364	2,145
Other payables	652	599
	<u>36,617</u>	<u>35,523</u>

### 18 Commitments

#### Capital commitments

As at 30 June 2017 there were no commitments to acquire property, plant and equipment (30 June 2016 - none).

### 19 Related party transactions

As stated in note 2 to the Company has taken advantage of the exemptions from the requirement 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 transaction is wholly owned by such a member; and from the requirement to disclose Key Management Personnel remuneration.

There are no other related party transactions that require disclosure.

## **Histon Sweet Spreads Limited**

### **Notes to the Financial Statements for the Year Ended 30 June 2017 (continued)**

#### **20 Parent of group in whose consolidated financial statements the Company is consolidated**

The name of the parent of the group in whose consolidated financial statements the Company's financial statements are consolidated is The Hain Celestial Group, Inc.

These financial statements are available upon request from 1111 Marcus Ave, Lake Success, NY 11042, USA

#### **21 Parent and ultimate parent undertaking**

The Company's immediate parent is Hain Frozen Foods UK Limited.

The ultimate parent is The Hain Celestial Group, Inc.

The most senior parent entity producing publicly available financial statements is The Hain Celestial Group, Inc. These financial statements are available upon request from 1111 Marcus Ave, Lake Success, NY 11042, USA.