

**REGISTERED NUMBER: 09587743 (England and Wales)**

**EBROFROST UK LIMITED**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31ST DECEMBER 2016**

Gibbons Mannington & Phipps LLP  
Statutory Auditor  
82 High Street  
Tenterden  
Kent  
TN30 6JG



**EBROFROST UK LIMITED (REGISTERED NUMBER: 09587743)**

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FOR THE YEAR ENDED 31ST DECEMBER 2016**

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**EBROFROST UK LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31ST DECEMBER 2016**

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**DIRECTORS:**

S Keck  
R Lopez-relimpio  
P A Solis

**SECRETARY:**

N G Goodsell

**REGISTERED OFFICE:**

Hobbs Lane  
Beckley  
Rye  
East Sussex  
TN31 6TS

**REGISTERED NUMBER:**

09587743 (England and Wales)

**AUDITORS:**

Gibbons Mannington & Phipps LLP  
Statutory Auditor  
82 High Street  
Tenterden  
Kent  
TN30 6JG

**EBROFROST UK LIMITED (REGISTERED NUMBER: 09587743)****BALANCE SHEET  
31ST DECEMBER 2016**

	Notes	2016		2015	
		£	£	£	£
<b>FIXED ASSETS</b>					
Tangible assets	4		<b>1,871,610</b>		831,127
<b>CURRENT ASSETS</b>					
Stocks	5	<b>41,586</b>		-	
Debtors	6	<b>68,784</b>		64,217	
Cash at bank and in hand		<b>147,910</b>		844,722	
		<b>258,280</b>		908,939	
<b>CREDITORS</b>					
Amounts falling due within one year	7	<b>590,659</b>		1,906,421	
<b>NET CURRENT LIABILITIES</b>			<b>(332,379)</b>		(997,482)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			<b>1,539,231</b>		(166,355)
<b>CREDITORS</b>					
Amounts falling due after more than one year	8		<b>3,432</b>		-
<b>NET ASSETS/(LIABILITIES)</b>			<b>1,535,799</b>		(166,355)
<b>CAPITAL AND RESERVES</b>					
Called up share capital	10		<b>2,968,796</b>		1
Retained earnings			<b>(1,432,997)</b>		(166,356)
<b>SHAREHOLDERS' FUNDS</b>			<b>1,535,799</b>		(166,355)

The financial statements have been prepared and delivered in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors on 15th May 2017 and were signed on its behalf by:



S Keck - Director

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31ST DECEMBER 2016**

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**1. STATUTORY INFORMATION**

Ebrofrost UK Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

**2. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The directors believe it is appropriate to prepare the financial statements on a going concern basis as the company has a solvent balance sheet, due to the conversion of the loan from its parent company into share capital, and the high level of losses incurred during this year are not anticipated to continue into 2017. The company is expected to receive its BRC accreditation in the first half of 2017 which will allow it to sell its products to third parties and operate at full capacity. In the short term the company is able to meet its liabilities but, should it be required, the company will continue to be financially supported by its parent company Ebrofrost Holdings GmbH.

**Turnover**

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery	- 10% on cost
Fixtures and fittings	- 20% on cost
Computer equipment	- 33% on cost

The company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replacement part is derecognised. Repairs and maintenance are charged to the profit or loss during the period in which they are incurred.

No depreciation is provided on assets in the course of construction until the asset is brought into use.

**Stocks**

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

**Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**FOR THE YEAR ENDED 31ST DECEMBER 2016**
**2. ACCOUNTING POLICIES - continued****Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

**3. EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 7 (2015 - 3).

**4. TANGIBLE FIXED ASSETS**

	Plant and machinery £	Fixtures and fittings £	Assets under construction £	Computer equipment £	Totals £
<b>COST</b>					
At 1st January 2016	-	2,305	828,564	345	831,214
Additions	-	11,089	1,071,824	2,652	1,085,565
Reclassification/transfer	1,892,388	5,000	(1,900,388)	3,000	-
At 31st December 2016	1,892,388	18,394	-	5,997	1,916,779
<b>DEPRECIATION</b>					
At 1st January 2016	-	58	-	29	87
Charge for year	39,425	3,678	-	1,979	45,082
At 31st December 2016	39,425	3,736	-	2,008	45,169
<b>NET BOOK VALUE</b>					
At 31st December 2016	1,852,963	14,658	-	3,989	1,871,610
At 31st December 2015	-	2,247	828,564	316	831,127

**5. STOCKS**

	2016 £	2015 £
Finished goods	17,732	-
Raw materials	23,854	-
	<u>41,586</u>	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2016**

**6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Trade debtors	<b>33,686</b>	-
Other debtors	<b>899</b>	899
VAT	<b>28,960</b>	56,537
Prepayments and accrued income	<b>5,239</b>	6,781
	<b><u>68,784</u></b>	<b><u>64,217</u></b>

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Hire purchase contracts (see note 9)	<b>1,059</b>	-
Trade creditors	<b>42,238</b>	19,864
Amounts owed to group undertakings	<b>513,720</b>	1,837,559
Taxation and social security	<b>8,202</b>	5,070
Other creditors	<b>25,440</b>	43,928
	<b><u>590,659</u></b>	<b><u>1,906,421</u></b>

**8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Hire purchase contracts (see note 9)	<b><u>3,432</u></b>	<u>-</u>

**9. LEASING AGREEMENTS**

Minimum lease payments fall due as follows:

	<b>Hire purchase contracts</b>	
	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Net obligations repayable:		
Within one year	<b>1,059</b>	-
Between one and five years	<b>3,432</b>	-
	<b><u>4,491</u></b>	<u>-</u>
	<b>Non-cancellable operating leases</b>	
	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Within one year	<b>57,189</b>	50,004
Between one and five years	<b>119,051</b>	141,678
	<b><u>176,240</u></b>	<b><u>191,682</u></b>

**NOTES TO THE FINANCIAL STATEMENTS - continued  
FOR THE YEAR ENDED 31ST DECEMBER 2016****10. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:		Nominal value:	2016	2015
Number:	Class:		£	£
2,968,796	Ordinary	£1	<b>2,968,796</b>	1

2,968,795 Ordinary shares of £1 each were allotted and fully paid for cash at par during the year.

**11. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006**

The Report of the Auditors was unqualified.

Samantha Whiting ACA (Senior Statutory Auditor)  
for and on behalf of Gibbons Mannington & Phipps LLP

**12. CAPITAL COMMITMENTS**

	<b>2016</b>		<b>2015</b>	
	<b>£</b>		<b>£</b>	
Contracted but not provided for in the financial statements		-		553,121

**13. RELATED PARTY DISCLOSURES**

As a wholly owned subsidiary of Ebro Foods S.A. the company is exempt from the requirements to disclose transactions to other wholly owned members of the group headed by Ebro Foods S.A.

**Ebrofrost Holdings GmbH:**

Ebrofrost Holdings GmbH has lent a further €1,500,000 (2015 - €2,500,000) to Ebrofrost UK Limited during the year. The company converted €3,400,000 of the loan to share capital on 3 October 2016. At the year end €600,000 (2015 - €2,500,000) was outstanding. The loan was granted for an unlimited period of time and may be terminated at the end of any month on giving nine months notice of termination. Interest will be charged at 3% per annum. Interest of £60,312 (2015 - £17,561) has been accounted for in these accounts.

The company issued 2,968,795 (2015 - 1) shares during 2016 to Ebrofrost Holdings GmbH at par value. At the year end, the total amount owed was £513,720 (2015 - £1,837,559) and is included within creditors due within one year.

**Orchidwood Mushrooms Limited:**

The company paid Orchidwood Mushrooms Limited £nil (2015 - £100,000) to purchase the goods and chattels with regard to the above lease and £nil (2015 - £15,000) for consultancy fees. No amounts were outstanding at the balance sheet date.

**14. ULTIMATE CONTROLLING PARTY**

The company is controlled by Ebrofrost Holding GmbH, a company incorporated in Germany, which holds 100% of the issued share capital of Ebrofrost UK Limited.

The ultimate parent company and controlling party is Ebro Foods S.A., a company incorporated in Spain.

The financial statements of Ebro Foods S.A. which represent the smallest and largest group in which the company is consolidated, are available from Ebro Puleva S.A., Paseo de Castellana, 20, 28046, Madrid, Spain.