

Premier Foods (Holdings) Limited

Annual report and financial statements

For the 52 weeks ended 31 March 2018

Registered Number: 971448



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Premier Foods (Holdings) Limited

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Directors' report for the 52 weeks ended 31 March 2018 (continued)

The directors present their report together with the audited financial statements for Premier Foods (Holdings) Limited (the "Company"), registered number 971448, for the 52 weeks ended 31 March 2018.

Principal activities

The principal activity of the Company throughout the 52 weeks ended 31 March 2018 continued to be that of a holding company. The Company has not traded during the 52 weeks ended 31 March 2018. The directors are satisfied with the financial position and do not envisage any changes to the conduct of the business over the next twelve months.

Directors' and Officers' liability insurance

This insurance covers the directors and officers against the costs of defending themselves in civil proceedings taken against them in their capacity as a director or officer of the Company and in respect of damages resulting from the unsuccessful defence of any proceedings.

Dividend

The directors do not recommend the payment of a dividend (2016/17: £nil).

Directors

The directors who held office during the period and were as follows:

Andrew McDonald (Resigned: 23 May 2018)

Duncan Leggett

Simon Wilbraham

Political donations

During the period the Company made political donations of £nil (2016/17: £nil).

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for the period. In preparing these financial statements, the directors are required to:

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Directors' report for the 52 weeks ended 31 March 2018 (continued)

Statement of directors' responsibilities in respect of the directors' report and the financial statements (continued)

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Audit exemption

For the 52 weeks ended 31 March 2018, the Company was entitled to exemption under Section 480(1) of the Companies Act 2006.

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

The directors acknowledge their responsibility for:

- i. ensuring the Company keeps accounting records which comply with section 386; and
- ii. preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of the 52 weeks ended 31 March 2018, and of its profit or loss for the 52 weeks ended 31 March 2018, in accordance with section 344, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

On behalf of the board



Duncan Leggett
Director

19 July 2018
Premier House
Centrium Business Park
Griffiths Way
St Albans
Hertfordshire
AL1 2RE

Premier Foods (Holdings) Limited

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Balance sheet as at 31 March 2018

| | Note | 31 March 2018 £m | 1 April 2017 £m |
|-----------------------------|------|------------------------|--------------------|
| ASSETS: | | | |
| Non-current assets | | | |
| Investments | 3 | 1,133.6 | 1,133.6 |
| Trade and other receivables | 4 | 7.5 | 7.5 |
| | | <u>1,141.1</u> | <u>1,141.1</u> |
| Current assets | | | |
| Trade and other receivables | 4 | 50.8 | 50.8 |
| | | <u>50.8</u> | <u>50.8</u> |
| Total assets | | <u>1,191.9</u> | <u>1,191.9</u> |
| LIABILITIES: | | | |
| Current liabilities | | | |
| Trade and other payables | 5 | (743.0) | (743.0) |
| Total liabilities | | <u>(743.0)</u> | <u>(743.0)</u> |
| Net assets | | <u>448.9</u> | <u>448.9</u> |
| EQUITY: | | | |
| Capital and reserves | | | |
| Share capital | 6 | 23.8 | 23.8 |
| Share premium | | 421.9 | 421.9 |
| Profit and loss reserve | | 3.2 | 3.2 |
| Total equity | | <u>448.9</u> | <u>448.9</u> |

The notes on pages 5 to 8 form an integral part of these financial statements.

For the 52 weeks ending 31 March 2018 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The director's acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

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

The financial statements were approved by the Board on 19 July 2018, and were signed on its behalf by:



Duncan Leggett
Director
19 July 2018

Premier Foods (Holdings) Limited

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Statement of changes in equity for the 52 weeks ended 31 March 2018

| | Share capital | Share premium | Profit and loss reserve | Total equity |
|---|------------------|------------------|-------------------------------|-----------------|
| | £m | £m | £m | £m |
| At 3 April 2016 | 23.8 | 421.9 | 3.2 | 448.9 |
| Total comprehensive income for the 52 weeks | - | - | - | - |
| At 1 April 2017 | 23.8 | 421.9 | 3.2 | 448.9 |
| At 2 April 2017 | 23.8 | 421.9 | 3.2 | 448.9 |
| Total comprehensive income for the 52 weeks | - | - | - | - |
| At 31 March 2018 | 23.8 | 421.9 | 3.2 | 448.9 |

The notes on pages 5 to 8 form an integral part of these financial statements.

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Annual report and financial statements for the 52 weeks ended 31 March 2018

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Notes to the financial statements for the 52 weeks ended 31 March 2018 (continued)

1. Principal accounting policies

Basis of accounting

Premier Foods (Holdings) Limited (the “Company”) is a company incorporated and domiciled in the UK. The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to produce group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”). The amendments to FRS 101 (2016/17 Cycle) issued in July 2017 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company’s ultimate parent undertaking, Premier Foods plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Premier Foods plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from www.premierfoods.co.uk

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes;
- Comparative 52 week reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries of the Group;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of key management personnel.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The financial statements have been prepared on a going concern basis and under the historical cost convention and are prepared in accordance with the Companies Act 2006.

Profit and loss and other comprehensive income

The Company has not prepared a statement of profit and loss and other comprehensive income as there were no transactions during the 52 weeks ended 31 March 2018, or in the comparative 52 weeks to 1 April 2017.

2. Directors and employees

No emoluments relating to qualifying services for this Company were paid to any of the directors during the 52 weeks (2016/17: £nil). All directors who served during the 52 weeks were employed by other Group companies and were remunerated for the qualifying services they provided to them. No director had a direct or indirect interest in any transaction, arrangement or agreement which, in the opinion of the other directors, requires disclosure.

There were no employees of the Company during the 52 weeks (2016/17: nil).

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Notes to the financial statements for the 52 weeks ended 31 March 2018 (continued)**3. Investments**

| | £m |
|--|----------------|
| Net book value at 31 March 2018 and 1 April 2017 | <u>1,133.6</u> |

Details of subsidiary undertakings are in note 10.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

4. Trade and other receivables

| | 31 March 2018 | 1 April 2017 |
|--|---------------|--------------|
| | £m | £m |
| <i>Amounts due after more than one year:</i> | | |
| Amounts owed by Group undertakings | 7.5 | 7.5 |
| Total trade and other receivables | <u>7.5</u> | <u>7.5</u> |

The amounts owed by Group undertakings are unsecured, interest free and will not be called on for more than 12 months.

| | 31 March 2018 | 1 April 2017 |
|--|---------------|--------------|
| | £m | £m |
| <i>Amounts due within one year:</i> | | |
| Amounts owed by Group undertakings | 38.5 | 38.5 |
| Group relief | 12.3 | 12.3 |
| Total trade and other receivables | <u>50.8</u> | <u>50.8</u> |

The amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

5. Trade and other payables

| | 31 March 2018 | 1 April 2017 |
|-------------------------------------|----------------|----------------|
| | £m | £m |
| <i>Amounts due within one year:</i> | | |
| Amounts owed to Group undertakings | <u>(743.0)</u> | <u>(743.0)</u> |

Amounts owed to Group undertakings in the current period are unsecured, interest free and repayable on demand.

6. Share capital

| | Allotted, called up and fully paid | |
|--------------------------------------|---------------------------------------|-------------|
| | Number | £m |
| Ordinary shares of £1 each | | |
| At 31 March 2018 and at 1 April 2017 | <u>23,844,944</u> | <u>23.8</u> |

7. Group financial statements

The Company is a wholly-owned subsidiary of Premier Foods Group Limited (registered address: Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire, AL1 2RE) and is included in the consolidated financial statements of Premier Foods plc which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

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Notes to the financial statements for the 52 weeks ended 31 March 2018 (continued)**8. Ultimate parent company**

The immediate parent undertaking is Premier Foods Group Limited.

The ultimate parent undertaking and controlling party is Premier Foods plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Premier Foods plc consolidated financial statements can be obtained from the Group's website: www.premierfoods.co.uk. The principal place of business of Premier Foods plc, Premier House, Centrium House, Centrium Business Park, Griffiths Way, St Albans, AL1 2RE is in the UK.

9. Guarantees

The Group has provided guarantees to third parties in respect of borrowings of certain subsidiary undertakings. The maximum amount guaranteed at 31 March 2018 is £752.0m (1 April 2017: £772.0m). This facility is guaranteed by the principal entities of the Group including Premier Foods (Holdings) Limited.

10. Investments

The following represent the undertakings, associate undertakings and joint operations as at 31 March 2018. With the exception of Premier Financing Limited, Premier Brands Foods Limited, H. L. Foods Limited, Citadel Insurance Company Limited and Hilldown Europe Limited which are owned 100% directly by Premier Foods (Holdings) Limited, all shares in undertakings are held indirectly by Premier Foods (Holdings) Limited.

| Name of company | Holding | Class of share | Country of incorporation | Registered address |
|---|---------|----------------|--------------------------|---|
| Premier Financing Limited H.L. Foods Limited Hilldown Europe Limited* CH Old Co Limited Premier International Foods UK Limited* Hilldown International Limited* W & J B Eastwood Limited* DFL Oldco Limited* | 100% | Ordinary | England and Wales | Premier House Centrium Business Park Griffiths Way St Albans Hertfordshire AL1 2RE |
| Premier Brands Limited* | 100% | Ordinary | Scotland | Summit House 4-5 Mitchell Street Edinburgh Scotland EH6 7BD |
| Citadel Insurance Company Limited | 100% | Ordinary | Isle of Man | Ioma House Hope Street Douglas Isle of Man IM1 1AP |
| Diamond Foods Lebensmittellehandel GmbH* | 100% | Ordinary | Germany | Cecilienallee 6 Dusseldorf 40474 Germany |

* Dormant entities

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All subsidiary undertakings have the same balance sheet date as Premier Foods (Holdings) Limited, with the exception of Diamond Foods Lebensmittellehandel GmbH and Citadel Insurance Company Limited which have a 31 December year end.

Premier Brands Foods Limited, Premier Grocery Products Limited, MF Old Co Limited, Hillsdown Investments Limited, Hillsdown Ambient Foods Group Limited and Premier Ambient Products Limited were all dissolved on 28 March 2017.

11. Subsequent events

On 15 May 2018 the Group announced that it had extended the term of its revolving credit facility with its lending syndicate from December 2020 to December 2022, effective on the redemption of the existing Senior Secured fixed rate notes. The £217m facility, which was not drawn at 31 March 2018, reduced by £40m to £177m. The interest margin under the revolving credit facility reduced by twenty five basis points and the financial covenants, which are tested bi-annually, are unchanged. The revolving credit facility is held in another Group company, but the Company has agreed to act as a guarantor.

The issue of a £300m Senior Secured fixed rate note, due 2023, replaced the Group's £325m Senior Secured fixed rate note, due to mature March 2021. The new note was issued on 4 June 2018 and under the terms of which the Company has agreed to act as a guarantor.