

Company Registration No. 06092692 (England and Wales)

ATLANTIC FOODS GROUP LIMITED
REPORT AND UNAUDITED FINANCIAL
STATEMENTS
FOR THE 52 WEEK PERIOD ENDED
30 DECEMBER 2017



ATLANTIC FOODS GROUP LIMITED

COMPANY INFORMATION

Directors

K L Cahill
W B Coulten
S A DeMeulenaere
R A P Maddock
D G McDonald
K R Scott

Secretary

R A P Maddock

Company number

06092692

Registered office

Studio 7 Crown House
High Street
Hartley Wintney
Hampshire
RG27 8NW

Accountants

RSM UK Tax and Accounting Limited
Chartered Accountants
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

Bankers

HSBC Bank Plc
Thames Valley Corporate Banking Centre
Apex Plaza
Reading
RG1 1AX

ATLANTIC FOODS GROUP LIMITED

STRATEGIC REPORT

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

The directors present the Strategic Report for the 52 week period ended 30 December 2017.

Fair review of the business

The results and financial position of the company are as shown in the annexed financial statements. The company made a loss for the financial period of £39 (2016: £68). At the balance sheet date the company held net assets of £193,619 (2016: £193,658).

Financial instruments and risk management

The company's financial instruments at the balance sheet date comprised cash and liquid resources. The main purpose of these financial instruments is to provide working capital for the group's activities.

The main risks from the company's financial instruments are credit and liquidity risk. In common with businesses of similar size, these risks are managed by the board, who set the policies and circumstances for the use of financial instruments and which are monitored and reviewed on an ongoing basis.

The company has no exposure to publicly quoted equity securities as it holds no such financial assets other than 100% ownership of subsidiaries.

Liquidity and cash flow risk

The company's policy is to maintain a balance between the flexible use of available funding and the early repayment of such borrowings, so far as it is prudent to do so. Short term flexibility is achieved by negotiating credit terms with suppliers.

Borrowing facilities

The company is able to borrow via Creative Foods Europe Limited (formerly Flagship Europe Ltd) and an intercompany loan facility with Gands (U.K.).

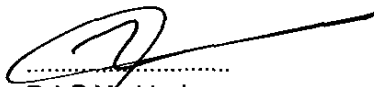
Future developments

The company will continue providing management and financial services to its operating divisions.

Other performance indicators

The key financial indicators, used by management to monitor performance and to assess risks, are the profit/loss for the financial period and the level of net assets held by the company at the year end. The analysis of these is discussed in the fair review of the business.

On behalf of the board


.....
R A P Maddock
Director
9th May 2018
.....

ATLANTIC FOODS GROUP LIMITED

DIRECTORS' REPORT

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

The directors present their annual report and financial statements for the 52 week period ended 30 December 2017.

Principal activities

The principal activity of the company continued to be that of providing management and financial services to group companies, as a parent company. The principal activity of the group was the development, manufacturing, importation and distribution of food products to the food service industry in the UK and Europe.

Directors

The directors who held office during the 52 week period and up to the date of signature of the financial statements were as follows:

K L Cahill

W B Coulten

(Appointed 25 January 2018)

S A DeMeulenaere

R A P Maddock

D G McDonald

C A Robinson

(Resigned 26 January 2018)

K R Scott

Results and dividends

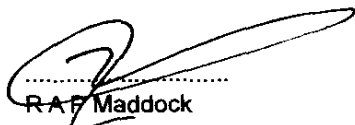
The results for the 52 week period are set out on page 4.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Matters of strategic importance

Information in relation to the fair review of the business, future developments and financial instruments and risk management policies of the company, required by Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, has been included in the separate Strategic Report in accordance with section 414C(11) of the Companies Act 2006.

On behalf of the board



R A P Maddock

Director

9th May 2018

ACCOUNTANT'S REPORT TO THE BOARD OF DIRECTORS OF ATLANTIC FOODS GROUP LIMITED ON THE UNAUDITED FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

In order to assist you to fulfil your duties under the Companies Act 2006 ("the Act"), we prepared for your approval the financial statements of Atlantic Foods Group Limited which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes in accordance with the financial reporting framework set out therein from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance>.

This report is made solely to the Board of Directors of Atlantic Foods Group Limited, as a body, in accordance with the terms of our engagement letter dated 21 December 2017. Our work has been undertaken solely to prepare for your approval the financial statements of Atlantic Foods Group Limited and state those matters that we have agreed to state to them in accordance with ICAEW Technical Release 07/16 AAF. This report should not therefore be regarded as suitable to be used or relied on by any other party wishing to acquire any rights against RSM UK Tax and Accounting Limited for any purpose or in any context. Any party other than the Board of Directors which obtains access to this report or a copy and chooses to rely on this report (or any part of it) will do so at its own risk. To the fullest extent permitted by law, RSM UK Tax and Accounting Limited will accept no responsibility or liability in respect of this report to any other party and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by any person's reliance on representations in this report.

It is your duty to ensure that Atlantic Foods Group Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Atlantic Foods Group Limited under the Act. You consider that Atlantic Foods Group Limited is exempt from the statutory audit requirement for the 52 week period.

We have not been instructed to carry out an audit or a review of the financial statements of Atlantic Foods Group Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

RSM UK Tax and Accounting Limited

RSM UK Tax and Accounting Limited
Chartered Accountants
One London Square
Cross Lanes
Guildford
Surrey
GU1 1UN

22 May 2018

ATLANTIC FOODS GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

		52 week period ended 30 December 2017 £	53 week period ended 31 December 2016 £
	Notes		
Administrative expenses		(39)	(68)
Loss before taxation		<u>(39)</u>	<u>(68)</u>
Taxation	4	-	-
Loss for the financial period	9	<u>(39)</u>	<u>(68)</u>

ATLANTIC FOODS GROUP LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 30 DECEMBER 2017**

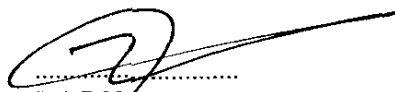
	Notes	2017 £	£	2016 £	£
Non-current assets					
Investments	5	16,209,358		16,209,358	
Current assets		-		-	
Current liabilities	7	(16,015,739)		(16,015,700)	
Net current liabilities			(16,015,739)		(16,015,700)
Total assets less current liabilities			193,619		193,658
Equity					
Called up share capital	8	11,778		11,778	
Share premium account	9	2,271,283		2,271,283	
Retained earnings	9	(2,089,442)		(2,089,403)	
Total equity			193,619		193,658

For the financial period ended 30 December 2017 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The shareholder has not required the company to obtain an audit of its financial statements for the 52 week period in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The financial statements were approved by the board of directors and authorised for issue on 9th May 2018 and are signed on its behalf by:



 R A P Maddock
 Director

ATLANTIC FOODS GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

	Share capital	Share premium account	Retained earnings	Total
	£	£	£	£
Balance at 28 December 2015	11,778	2,271,283	(2,089,335)	193,726
Period ended 31 December 2016:				
Loss and total comprehensive income for the period	-	-	(68)	(68)
Balance at 31 December 2016	11,778	2,271,283	(2,089,403)	193,658
Period ended 30 December 2017:				
Loss and total comprehensive income for the period	-	-	(39)	(39)
Balance at 30 December 2017	11,778	2,271,283	(2,089,442)	193,619

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

1 Accounting policies

Company information

Atlantic Foods Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is Studio 7 Crown House, High Street, Hartley Wintney, Hampshire, RG27 8NW.

The company's principal activities and nature of its operations are disclosed in the Directors' Report.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Exemptions for qualifying entities under FRS 102

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Gands (U.K.). These consolidated financial statements are available from its registered office, Luneburg Way, Scunthorpe, North Lincolnshire, DN15 8LP.

Preparation of consolidated financial statements

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Atlantic Foods Group Limited is a wholly owned subsidiary of Creative Foods Europe Limited (formerly Flagship Europe Ltd) and the results of Atlantic Foods Group Limited are included in the consolidated financial statements of Gands (U.K.), an unlimited company incorporated in England and Wales.

Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Therefore the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

1 Accounting policies (Continued)

Non-current investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Impairments of non-current investments

At each reporting period end date, the company reviews the carrying amounts of its non-current investments to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). If the recoverable amount of the investment is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

1 Accounting policies (Continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting period.

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

1 Accounting policies (Continued)

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries, associates, branches and interests in jointly controlled entities, that will be assessed to or allow for tax in a future period except where the company is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Employees

There were no employees and no staff costs in the current or prior period.

The directors of the company are remunerated by other group companies and no recharge is made.

4 Taxation

The total tax charge for the 52 week period included in the income statement can be reconciled to the loss before tax multiplied by the standard rate of tax as follows:

	2017	2016
	£	£
Loss before taxation	(39)	(68)
	<u> </u>	<u> </u>
Expected tax credit based on the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%)	(8)	(14)
Group relief	8	14
	<u> </u>	<u> </u>
Taxation charge for the period	-	-
	<u> </u>	<u> </u>

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

5 Non-current investments

	Notes	2017 £	2016 £
Investments in subsidiaries	6	16,209,358	16,209,358

Movements in non-current investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2017 & 30 December 2017	16,209,358
Carrying amount	
At 30 December 2017	16,209,358
At 31 December 2016	16,209,358

6 Subsidiaries

Details of the company's subsidiaries at 30 December 2017 are as follows:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Atlantic Foods Limited	Suite 7 Crown House, High Street, Hartley Wintney, Hampshire, RG27 8NW	Importation and sale of food products	Ordinary & A Ordinary (non-voting)	100	
Oasis Foods Limited	Suite 7 Crown House, High Street, Hartley Wintney, Hampshire, RG27 8NW	Development, manufacture and sale of sauces	A Ordinary & B Ordinary (non-voting)	100	
Atlantic Foods Products Limited	Premier House, 36-48 Queen Street, Horsham, West Sussex, RH13 5AD	Dormant company	Ordinary		100

7 Current liabilities

	2017 £	2016 £
Amounts due to group undertakings	16,015,739	16,015,700

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

8 Share capital

	2017	2016
	£	£
Ordinary share capital		
Issued and fully paid		
703,629 A Ordinary shares of 0.01p each	7,036	7,036
474,208 B Ordinary shares of 0.01p each	4,742	4,742
	<u>11,778</u>	<u>11,778</u>

All shares are equity shares.

A Ordinary shares carry full voting rights, rights to dividends and have priority on the winding up/sale of the company up to a value of £50 million.

B ordinary shares carry no voting or dividend rights. Over and above £50 million, on the winding up/sale of the company, the two classes of shares carry equal rights to proceeds.

In the event of a change of control or listing after 31 March 2011, the distribution shall be as follows:

- i) such part of exit value proceeds as is equal to or less than £100 million shall be received by the holders of the A Ordinary shares pro rata to their holdings of A Ordinary shares;
- ii) next the holders of B Ordinary shares shall receive the subscription price paid for the B Ordinary shares;
- iii) any balance remaining after these payments shall be paid to the holders of A Ordinary shares pro rata to their holdings of A Ordinary shares.

9 Reserves

Share premium

Consideration received for shares issued above their nominal value, net of transaction costs.

Retained earnings

Cumulative profit and loss net of distributions to owners.

10 Related party transactions

The company has taken advantage of the exemptions provided by Section 33 of FRS 102 'Related Party Disclosures' and has not disclosed transactions entered into between two or more members of a group, provided that any subsidiary undertaking which is party to the transaction is wholly owned by a member of that group.

ATLANTIC FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEK PERIOD ENDED 30 DECEMBER 2017

11 Controlling party

The company is a wholly owned subsidiary of Creative Foods Europe Limited (formerly Flagship Europe Ltd), a company incorporated in England and Wales.

Creative Foods Europe Limited's (formerly Flagship Europe Ltd) immediate parent undertaking is Gands (U.K.), an unlimited company incorporated in England and Wales. Gands (U.K.) is the parent undertaking of the smallest group of which the company is a member and for which consolidated financial statements are prepared. The financial statements can be obtained from The Registrar of Companies, Crown Way, Cardiff.

The directors regard OSI Group LLC, a company incorporated in the United States of America, as the ultimate controlling party, by virtue of its shareholding in the immediate parent undertaking. OSI Group LLC is the parent undertaking of the largest group of which the company is a member and for which consolidated accounts are prepared. The financial statements of OSI Group LLC are not publicly available.