

Registered number: 04668120

# ABF (No.1) Limited

Annual Report and Unaudited Financial Statements

17 September 2022

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## **Strategic Report for the Period from 19 September 2021 to 17 September 2022**

The directors present their Strategic Report on ABF (No.1) Limited (the “company”) for the period from 19 September 2021 to 17 September 2022.

### **Review of the company's business**

The principal activity of the company is that of a holding company within the Associated British Foods plc group (the “group”).

During the period, the main activities of the company remained unchanged and the directors anticipate that the company will continue to operate on the same basis.

### **Principal risks and uncertainties**

A full description of the principal risks and uncertainties applicable to the Associated British Foods plc group, of which this company is a subsidiary, are disclosed on pages 94 to 101 of the 2022 Annual Report, which is available at [www.abf.co.uk](http://www.abf.co.uk).

### **Trading results and transfer to reserves**

The company's results for the year are reflected in the Statement of Total Comprehensive Income on page 5. The profit on ordinary activities after taxation amounted to £26m (2021: £43m). No dividends were declared or paid in the current or prior period.

### **Engaging with our stakeholders – Section 172 statement**

The directors are required to act in a way which they consider, in good faith, is most likely to promote the success of the company for the benefit of its members as a whole and, in doing so, have regard (amongst other matters) to the matters set out in section 172(1)(a) to (f) of the Companies Act 2006.

The company is a subsidiary of Associated British Foods plc and, as such, the company has adopted and directors have due regard to applicable group policies and procedures which impact on the company's stakeholders, including those referred to on page 71 of the Associated British Foods plc Annual Report and Accounts 2022. Please also see the Associated British Foods plc section 172 statement on pages 64 to 68 of that document.

### Stakeholders and engagement

The key stakeholders with whom engagement is fundamental to the company's ongoing success are:

- subsidiaries of the company; and
- its shareholder.

### Subsidiaries of the company

The company forms part of the group of companies headed by Associated British Foods plc and the company's accounts are consolidated into the Associated British Foods plc accounts. Group companies can provide financial and other support to the company and the sharing of best practice and know-how between the businesses within the broader group is actively encouraged. The company is kept up to date on key business activities and decisions of its subsidiaries and provides all necessary support.

### Shareholder

The company takes appropriate steps to ensure that its shareholder is kept up to date on key business activities and decisions.

**Strategic Report for the Period from 19 September 2021 to 17 September 2022  
(continued)**

Approved by the Board on 4 April 2023 and signed on its behalf by:



AA Smith  
Director

**Registered office**      Weston Centre  
10 Grosvenor Street  
London  
W1K 4QY

## **Directors' Report for the Period from 19 September 2021 to 17 September 2022**

The directors present their Annual Report and the unaudited Financial Statements on ABF (No.1) Limited (the “company”) for the period from 19 September 2021 to 17 September 2022.

### **Dividends**

No dividends were declared and paid in the current or prior period. The directors do not recommend payment of a further dividend.

### **Engaging with our stakeholders**

See the section 172 statement on page 1 for information on how the directors have had regard to the need to foster the company’s business relationships with key stakeholders, primarily being other ABF group entities.

### **Going concern**

The Company has received a letter of support from its intermediate parent company, ABF Investments plc, indicating that it will receive the financial and other support necessary for the Company to trade and meet its liabilities as and when they become due for a period of twelve months from the date of signing of these financial statements.

After making enquiries and considering the support available from the intermediate parent company described above, the directors have a reasonable expectation that the Company has adequate resources to continue in operation for 12 months from the date of signing of these financial statements. Accordingly, the financial statements have been prepared on the going concern basis.

### **Directors of the company**

The directors who held office during the period and as at the date of approval of this Directors' Report were:

AA Smith

RG Cahill

**Directors' Report for the Period from 19 September 2021 to 17 September 2022  
(continued)**

**Directors' indemnities and insurance**

The directors have benefited from the Associated British Foods plc group Directors and Officers Insurance policy.

**Health and Safety**

The company, and the broader group of which it forms part, keeps its health, safety and environmental performance and levels of legal compliance under regular review and ensures that its risk management controls are appropriate and effective.

**Auditor**

The company is exempt from the requirements of the Companies Act 2006 (the 'Act') relating to the audit of individual accounts pursuant to section 479A of the Act.

Approved by the Board on 4 April 2023 and signed on its behalf by:



AA Smith  
Director

**Statement of Total Comprehensive Income**  
*for the Period from 19 September 2021 to 17 September 2022*

	Note	2022 £'000	2021 £'000
Dividends received		24,837	46,220
Interest receivable from intermediate parent undertaking		<u>3,614</u>	<u>1,179</u>
<b>Profit before tax</b>		28,451	47,399
Tax on profit on ordinary activities	4	<u>(2,920)</u>	<u>(4,846)</u>
<b>Profit for the period</b>		25,531	42,553
Other comprehensive income		<u>-</u>	<u>-</u>
<b>Total comprehensive income</b>		<u><u>25,531</u></u>	<u><u>42,553</u></u>

The notes on pages 8 to 13 form an integral part of these financial statements.

**Balance Sheet**  
*at 17 September 2022*

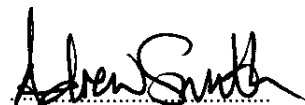
	Note	2022 £'000	2021 £'000
<b>Fixed assets</b>			
Investments	5	62,519	62,519
<b>Current assets</b>			
Debtors	6	414,802	389,180
<b>Creditors: amounts falling due within one year</b>			
Income tax liability		(911)	(820)
<b>Net current assets</b>		413,891	388,360
<b>Net assets</b>		476,410	450,879
<b>Capital and reserves</b>			
Share capital	7	209,267	209,267
Profit and loss account		267,143	241,612
<b>Shareholders' funds</b>		476,410	450,879

For the financial period ending 17 September 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the period in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 4 April 2023 and signed on its behalf by:



AA Smith  
Director

Registered number: 04668120

The notes on pages 8 to 13 form an integral part of these financial statements.



**Statement of Changes in Equity**  
*for the Period from 19 September 2021 to 17 September 2022*

	<b>Share capital £'000</b>	<b>Profit and loss account £'000</b>	<b>Total £'000</b>
At 13 September 2020	209,267	199,059	408,326
Profit for the period	-	42,553	42,553
Total comprehensive income	-	42,553	42,553
At 18 September 2021	209,267	241,612	450,879
	<b>Share capital £'000</b>	<b>Profit and loss account £'000</b>	<b>Total £'000</b>
At 19 September 2021	209,267	241,612	450,879
Profit for the period	-	25,531	25,531
Total comprehensive income	-	25,531	25,531
At 17 September 2022	209,267	267,143	476,410

The notes on pages 8 to 13 form an integral part of these financial statements.

## Notes to the Unaudited Financial Statements

### 1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of ABF (No.1) Limited (the “company”) for the 52 week period ended 17 September 2022 were authorised for issue by the board of directors on ~~17 September 2022~~ **4 April 2023**. The company is a private company limited by shares and is registered in England and Wales.

The company’s financial statements are presented in sterling, rounded to the nearest thousand pounds (£’000), except where otherwise indicated. They are prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (“FRS 101”) and the Companies Act 2006.

The company has taken advantage of the disclosure exemptions permitted by FRS 101 in relation to financial instruments, capital management, presentation of a cash flow statement, standards not yet effective, impairment of assets and certain related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements of Associated British Foods plc.

The company has also taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Associated British Foods plc and its results are included in the parent company’s consolidated financial statements. These consolidated financial statements are available to the public and may be obtained from Associated British Foods plc, Weston Centre, 10 Grosvenor Street, London, W1K 4QY. They are also available for download on the group's website at [www.abf.co.uk](http://www.abf.co.uk).

#### Going concern

As set out in note 8, the smallest group in which the results of the company are consolidated is that headed by Associated British Foods plc, which confirmed in the Annual Report and Accounts dated 8 November 2022 that its directors have a reasonable expectation that the Associated British Foods plc group has adequate resources to continue in operational existence for the foreseeable future.

The Company has received a letter of support from its intermediate parent company, ABF Investments plc, indicating that it will receive the financial and other support necessary for the Company to trade and meet its liabilities as and when they become due for a period of 12 months from the date of signing of these financial statements.

After making enquiries and considering the support available from the intermediate parent company described above, the directors have a reasonable expectation that the Company has adequate resources to continue in operation for 12 months from the date of signing of these financial statements. Accordingly, the financial statements have been prepared on the going concern basis.

### 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.

## **Notes to the Unaudited Financial Statements (continued)**

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

#### **Interest income**

Interest on cash, cash equivalents and borrowings held at amortised cost, is recognised in the profit and loss account using the effective interest method.

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

The company's functional currency and presentation currency is pounds sterling. Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the statement of total comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The company does not apply hedge accounting of foreign exchange risks in its financial statements.

#### **Investments**

The company values its investments in subsidiaries, associates and joint ventures at cost less any provision for impairment.

## **Notes to the Unaudited Financial Statements (continued)**

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

#### **Financial assets and liabilities**

Financial assets and liabilities are measured initially at fair value plus directly attributable transaction costs and thereafter at amortised cost.

Allowance for doubtful debts is recognised based on management's expectation of losses without regard to whether an impairment trigger happened or not (an "expected credit loss" model).

#### **Interest-bearing loans**

All loans are initially recognised at fair value less directly attributable transaction costs. After initial recognition, interest-bearing loans are subsequently measured at amortised cost using the effective interest method.

#### **Dividends**

Dividends, both payable and receivable are recognised in the year in which they are paid or received.

#### **Tax**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

### **3 Directors' remuneration**

Key management, which is limited to the named directors of the company, received no emoluments in respect of their services to this company in either the current or the prior period, as those services were inconsequential to the company.

## Notes to the Unaudited Financial Statements (continued)

### 4 Taxation

Tax charged in the profit and loss account

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
<b>Current taxation</b>		
Current tax	<u>2,920</u>	<u>4,846</u>

The tax on profit before tax for the period is less than the standard rate of corporation tax in the UK of 19% (2021 - less than the standard rate of corporation tax in the UK of 19%).

The differences are reconciled below:

	<b>2022</b>	<b>2021</b>
	<b>£'000</b>	<b>£'000</b>
Profit before tax	<u>28,451</u>	<u>47,399</u>
Corporation tax at standard rate	5,406	9,006
Income not taxable	(4,719)	(8,782)
Overseas withholding tax not recoverable	<u>2,233</u>	<u>4,622</u>
Total tax charge	<u>2,920</u>	<u>4,846</u>

The UK corporation tax rate of 19% is set to increase to 25% from 1 April 2023.

### 5 Investments

<b>Subsidiaries</b>	<b>£'000</b>
<i>Carrying amount</i>	
At 18 September 2021 and 17 September 2022	<u>62,519</u>

## Notes to the Unaudited Financial Statements (continued)

### 5 Investments (continued)

SUBSIDIARY UNDERTAKINGS	% effective holding if not 100%
<b>Argentina</b>	
<b>Mariscal Antonio José de Sucre 632, 2nd Floor, Buenos Aires, 1428</b>	
AB Mauri Hispanomerica S.A.	10%
Surgras S.A. (in liquidation) *	5.155%
<b>Mariscal Antonio José de Sucre 632, 2nd Floor, Buenos Aires, 1428</b>	
Compania Argentina De Levaduras S.A.I.C. *	4.9%
<b>Belgium</b>	
<b>Industriepark 2d, 9820 Merelbeke</b>	
AB Mauri Belgium NV	99.99%
<b>Indonesia</b>	
<b>Wisma GKBI Lt.39, Suite 3901, No.28 Jl. Jend, Sudirman, Jakarta</b>	
PT AB Food & Beverages Indonesia	10%
<b>Slovakia</b>	
<b>Staromestska 3, 811 03 Bratislava - Stare Mesto</b>	
Primark Slovakia s.r.o.	20%
<b>Thailand</b>	
<b>11th Floor, 2535 Sukhumvit Road, Kwaeng Bangchak, Khet Prakhnong, Bangkok, 10260</b>	
ABF Holdings (Thailand) Ltd	
AB Food & Beverages (Thailand) Ltd *	
<b>United Kingdom</b>	
<b>Weston Centre, 10 Grosvenor Street, London W1K 4QY</b>	
ABF Finance Limited	
The Weston Biscuit Company Limited *	
ABF UK Finance Limited *	

All percentage holdings relate to investments in ordinary shares.

\* Shares are held indirectly by the company

In the opinion of the directors the investments are worth at least the amounts at which they are stated in the balance sheet.

## Notes to the Unaudited Financial Statements (continued)

### 6 Debtors

	2022 £'000	2021 £'000
Debtors from intermediate holding company	<u>414,802</u>	<u>389,180</u>

Amounts due from the intermediate holding company for the current and prior year were interest bearing.

### 7 Share capital

	Ordinary shares of £1 each	Nominal value £'000
<b>Issued and fully paid</b>		
At 18 September 2021 and 17 September 2022	<u>209,266,278</u>	<u>209,267</u>

### 8 Holding company

The immediate holding company is ABF Investments plc, a company registered in England and Wales. The ultimate holding company is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The smallest group in which they are consolidated is that headed by Associated British Foods plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of these groups are available to the public and may be obtained from Weston Centre, 10 Grosvenor Street, London, W1K 4QY, which is the registered office of each of these companies. The consolidated accounts of Associated British Foods plc are also available for download on the group's website at [www.abf.co.uk](http://www.abf.co.uk).