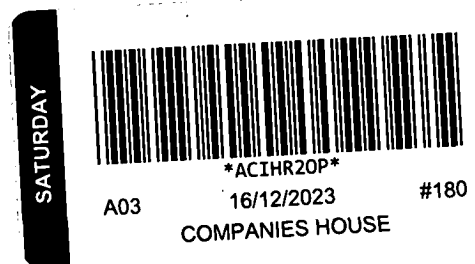


**ABF Ingredients Limited**

**Directors' report and financial  
statements**

Registered number 482099

31 August 2023



## **Corporate Information**

### **Directors**

C Chantrey

JF Tomasin (appointed on 20 June 2023)

### **Secretary**

R Cahill

### **Auditor**

Ernst & Young LLP

400 Capability Green

Luton

LU1 3LU

### **Bankers**

Lloyds Bank plc

10 Gresham Street

London

EC2V 7AE

### **Registered Office**

Weston Centre

10 Grosvenor Street

London

W1K 4QY

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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 August 2023.

### Directors

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

P Lindblad (resigned on 26 May 2023)  
C Chantrey  
JF Tomasin (appointed on 20 June 2023)

### Principal activities

The principal activities of the company during the year were the provision of management services to companies within the Ingredients division of Associated British Foods plc ("ABF").

### Business review

The company is a wholly owned subsidiary of Associated British Foods plc.

### Trading results and reserves

The loss on ordinary activities after tax for the financial year of 2023 was £114,000 (2022: loss of £73,000). The directors do not propose a dividend for the period (2022: £nil).

### United Kingdom charitable and political contributions

No contributions were made to charitable organisations during the year (2022: £nil).

### 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 wholly owned subsidiary, are disclosed on pages 68 to 75 of the 2023 Annual Report, which is available at [www.abf.co.uk](http://www.abf.co.uk).

### 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. These considerations included the ABF group's directors' assessment of going concern (set out in the Annual Report and Accounts dated 7 November 2023 and available at [www.abf.co.uk](http://www.abf.co.uk)), which included the significant levels of cash and undrawn committed long-term facilities available to the group and the ABF group's directors' stress testing of cash flow forecasts through to 1 March 2025, and an assessment of any developments since that date that would adversely affect that conclusion. Accordingly, the financial statements have been prepared on the going concern basis.

## **Directors' report** *(continued)*

### **Supplier payment policy**

It is the Company's policy to agree terms of business with suppliers prior to the supply of goods and services. In the absence of any dispute, the Company pays in accordance with these terms. On average our terms are 30 days.

### **Disclosure of information to auditor**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

A strategic report has not been completed for the Company because it is entitled to claim the exemption from doing so under Section 414B and 415A of the Companies Act 2006.

### **Auditor**

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

### **Health, safety and environment reporting**

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.

### **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 46 of the Associated British Foods plc Annual Report and Accounts 2023. Please also see the Associated British Foods plc Section 172 Statement on pages 40 to 45 of that document.

### Stakeholders and engagement

As part of the identification of key stakeholders, the directors have identified the following stakeholder groups with whom engagement is fundamental to the Company's ongoing success:

- Employees
- Suppliers
- Its shareholder
- Associated British Foods plc or other group companies as applicable

### **Employees**

The Company employs 25 people. Our people are central to the Company's success and employee engagement is crucial to embedding our Company culture and values, and to helping our people see how their efforts contribute to their Company's strategic objectives and enabling performance. During the reporting period 22/23 the Company ran a confidential Employee Engagement Survey to canvas the feedback of our people and help Management identify the strengths we should reinforce and the areas for improvement. The Company subsequently ran in person workshops and co-created action plans. The exercise will be repeated to measure progress in 23/24.

## Directors' report *(continued)*

### Suppliers

Our Supplier Code of Conduct sets out our values and standards on how we work and engage with our suppliers on ethical, environmental and other relevant matters including on key issues such as payment practices, responsible sourcing, supply chain sustainability and human rights and modern slavery.

### Directors indemnities

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


### Its Shareholder

The Company reports up to its shareholder, and ultimately to the board of Associated British Foods plc, through reports up to the senior management of the business division of which the Company forms part. The Company takes appropriate steps to ensure that its shareholder is kept up to date on key business activities and decisions.

### Other ABF group entities

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.

By order of the board

DocuSigned by:  
  
50A1D947CB2E47A...

**C Chantrey**  
*Director*  
13<sup>th</sup> December 2023

## Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable United Kingdom 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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 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 in accordance with IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in FRS 101 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company financial position and financial performance;
- state whether applicable UK Accounting Standards, including FRS 101, 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 appropriate to presume that the company will not 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 company 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.

Under applicable law and regulations, the directors are also responsible for preparing a directors' report that comply with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

The directors confirm, to the best of their knowledge:

- that the financial statements, prepared in accordance with applicable UK Accounting Standards, including FRS 101, give a true and fair view of the assets, liabilities, financial position and profit of the Company and undertakings;
- that the annual report, including the director's report, includes a fair review of the development and performance of the business and the position of the company and undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- that they consider the annual report, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the company's position, performance, business model and strategy.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABF Ingredients Limited**

### **Opinion**

We have audited the financial statements of ABF Ingredients Limited for the year ended 31 August 2023 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet and the related notes 1 to 18, 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:

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 August 2023 and of its loss or 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. 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.

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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of twelve months from the date of approval of these financial statements.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

### **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 contained within the annual report.

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.

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 course of the audit or otherwise appears to be materially misstated.



## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABF Ingredients Limited** *(continued)*

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the 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 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 4, 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.

### **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. Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ABF Ingredients Limited** *(continued)*

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those relating to United Kingdom General Accepted Accounting Practice, the Companies Act 2006 and United Kingdom direct and indirect tax regulations. In addition, the company must comply with operational and employment laws and regulations including Data Protection Act 2018, Health and Safety at Work Act 1974, UK Bribery Act, Equality Act and Anti-Money Laundering Regulations.
- We understood how ABF Ingredients Limited is complying with those frameworks by making enquiries of senior finance personnel and those charged with governance and gaining an understanding of the entity level controls of the company in respect of those areas. We have also understood the controls in place to reduce the opportunity for fraudulent transactions.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management and those charged with governance to understand where it considered there was susceptibility to fraud. We considered the procedures and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud and gained an understanding as to how those procedures and controls are implemented and monitored. We determined there to be a risk of management override in relation to the posting of non-standard manual journal entries in respect of expenses, as these are recharged on to group entities.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved including reading board meeting minutes and relevant approval documents, enquiries of senior finance personnel and those charged with governance and agreement of transactions to supporting source documentation. To address the risk management override, we have used data analytics and obtained the entire population of journals for the year and identified specific transactions for further investigation based on certain criteria. We understood the transactions identified for testing and agreed them to source documentation.

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.

### **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.

*Ernst & Young LLP*

Lauren Houghton (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Luton, UK  
13<sup>th</sup> December 2023

**Statement of Comprehensive Income**  
*for the year ended 31 August 2023*

	<i>Note</i>	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
<b>Turnover</b>	3	12,151	11,806
Cost of sales		(11,665)	(9,770)
Other administrative expenses		(185)	(1,787)
<b>Operating profit</b>	4	<u>301</u>	<u>249</u>
Interest payable	5	(370)	(68)
<b>Profit (loss) on ordinary activities before taxation</b>		(69)	181
Tax on profit on ordinary activities	9	(45)	(254)
<b>Loss for the financial year</b>		<u>(114)</u>	<u>(73)</u>
<b>Other comprehensive income:</b>		<u>-</u>	<u>-</u>
<b>Total comprehensive loss</b>		<u><u>(114)</u></u>	<u><u>(73)</u></u>

The income statement activities relate solely to continuing operations in the year.

The notes on pages 11 to 22 form an integral part of these financial statements.

**Statement of changes in equity**  
*for the year ended 31 August 2023*


	Share Capital £000	Foreign Currency Translation Reserve £000	Retained Earnings £000	Total Equity £000
<b>At 31 August 2021</b>	<b>87</b>	<b>(5)</b>	<b>(8,014)</b>	<b>(7,932)</b>
Profit for the financial year	-	-	(73)	(73)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>(73)</b>	<b>(73)</b>
Share-based payments	-	-	65	65
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 August 2022</b>	<b>87</b>	<b>(5)</b>	<b>(8,022)</b>	<b>(7,940)</b>
Profit for the financial year	-	-	(114)	(114)
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Total comprehensive income</b>	<b>-</b>	<b>-</b>	<b>(114)</b>	<b>(114)</b>
Share-based payments	-	-	41	41
	<hr/>	<hr/>	<hr/>	<hr/>
<b>At 31 August 2023</b>	<b>87</b>	<b>(5)</b>	<b>(8,095)</b>	<b>(8,013)</b>
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

**Balance sheet**  
*as at 31 August 2023*

	<i>Note</i>	<b>31 August 2023</b>		<b>31 August 2022</b>	
		<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
<b>Fixed assets</b>					
Intangible assets	<i>10</i>		113		168
Tangible assets	<i>11</i>		203		-
			<u>316</u>		<u>168</u>
<b>Current assets</b>					
Debtors	<i>13</i>	8,250		7,873	
		<u>8,250</u>		<u>7,873</u>	
<b>Creditors: amounts falling due within one year</b>	<i>14</i>	(16,579)		(15,981)	
<b>Net current liabilities</b>			(8,329)		(8,108)
<b>Total assets less current liabilities</b>			(8,013)		(7,940)
<b>Net liabilities</b>			(8,013)		(7,940)
<b>Capital and reserves</b>					
Called up share capital	<i>15</i>		87		87
Profit and loss account			(8,100)		(8,027)
<b>Shareholder's deficit</b>			(8,013)		(7,940)

The notes on pages 11 to 22 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 13<sup>th</sup> December 2023 and were signed on its behalf by:

DocuSigned by:  
  
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**C. Chantrey**  
 Director  
 13<sup>th</sup> December 2023  
 Company number: 482099

## Notes to the financial statements as at 31 August 2023

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

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The Company's financial statements are presented in sterling and all values are rounded to the nearest thousand pounds except when otherwise indicated. The Company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Associated British Foods plc. The results of the Company are included in the consolidated financial statements of Associated British Foods plc which are available from Weston Centre, 10 Grosvenor Street, London W1K 4QY and at [www.abf.co.uk](http://www.abf.co.uk).

The principal accounting policies adopted by the Company are set out in note 2.

### 2 Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the years presented in dealing with items which are considered material in relation to the company's financial statements, unless otherwise stated.

The Company's activities are set out in the Principal activities section of the Directors' report on page 1.

#### *Basis of preparation:*

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- The requirements of IAS 7 Statement of Cash Flows;
- The requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures in respect of disclosure of key management personnel compensation;
- 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;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors which deals with IFRSs issued but not yet effective;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements; and
- the requirements of paragraph 45(b) and 46-52 of IFRS 2 Share Based Payment, because the share-based payment arrangement concerns the instruments of another group entity

## Notes to the financial statements *(continued)*

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

Other exemptions are available under FRS 101 but these have not been set out above as they are not relevant to the Company's financial statements.

#### ***Going concern***

As set out in note 18, 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 7 November 2023 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. These considerations included the ABF group's directors' assessment of going concern (set out in the Annual Report and Accounts dated 7 November 2023 and available at [www.abf.co.uk](http://www.abf.co.uk)), which included the significant levels of cash and undrawn committed long-term facilities available to the group and the ABF group's directors' stress testing of cash flow forecasts through to 1 March 2025, and an assessment of any developments since that date that would adversely affect that conclusion. Accordingly, the financial statements have been prepared on the going concern basis.

#### ***Turnover***

Turnover represents the amounts (excluding value added tax) derived from the provision of services to group companies during the year.

#### ***Fixed assets and depreciation***

Depreciation, calculated on original cost, is provided on a straight-line basis over the anticipated life of the asset. The anticipated life of fixed assets is set out below:

Plant, machinery, fixtures and fittings	5 years
Motor vehicles	4 years

Assets under construction are not depreciated until these assets are available for use.

#### ***Foreign currencies***

Transactions denominated in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate

## Notes to the financial statements *(continued)*

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

of exchange ruling at the balance sheet date and gains or losses on translation are included in the profit and loss account.

#### *Taxation*

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.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

#### *Intangible Assets*

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets) acquired in respect of acquisitions since 1 January 1998 is capitalised. Positive goodwill is assessed for impairment annually or whenever there are indicators of impairment.

Software amortisation, calculated on original cost, is provided on a straight-line basis over the anticipated life of the asset which can range between 5 to 7 years.

#### *Pension costs*

The Company is a member of the UK defined benefit scheme of Associated British Foods plc, the assets of which are held in trustee-administered funds. As the Company is unable to identify its share of the scheme's assets and liabilities on a consistent basis the scheme is accounted for by the Company as if it were a defined contribution scheme. Contributions are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Company.

The Company also operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently-administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

#### *Share-based payments*

The Associated British Foods plc group operates a share incentive plan which allows employees to receive allocations of shares subject to the attainment of certain financial performance criteria and typically after a three-year performance period. The fair value of the shares to be awarded is recognised as an employee expense by the Company, with a corresponding increase in reserves. The fair value of the shares allocated is measured taking into account the terms and conditions under which the shares were allocated. The amount recognised as an expense is adjusted to reflect the actual number of shares that vest.

#### *Judgements 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 year. However, the nature of estimation means that actual outcomes could differ from the estimates. The directors believe that there are no estimates or judgements that have a significant effect on the amounts recognised in the financial statements for the periods presented.



## Notes to the financial statements *(continued)*

### 3 Segment information

The Company has one class of business which is the supply of services to other entities in the ABF Ingredients division.

The table below sets out turnover for each of the Company's geographic areas of operation. All trading during the year has been with other group companies.

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
Europe	6,477	5,555
Rest of world	5,674	6,251
	<u>12,151</u>	<u>11,806</u>

### 4 Operating Profit

This is stated after charging :

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
<i>Profit on ordinary activities before tax:</i>		
Depreciation and other amounts written off fixed tangible assets:		
Owned	-	2
Amortisation	55	55
Auditor's remuneration:		
Audit of these financial statements	10	9
	<u>10</u>	<u>9</u>

### 5 Interest payable and similar charges

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
Amounts payable on loans from group undertakings	370	68
	<u>370</u>	<u>68</u>

## Notes to the financial statements *(continued)*

### 6 Directors and employees

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

	Number of employees	
	Year ended 31 August 2023	Year ended 31 August 2022
Average number of employees	25	23
	<u>          </u>	<u>          </u>

The aggregate staff costs of these persons were as follows:

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
	Wages and salaries	3,378
Share based payments (see note 7)	41	65
Social security costs	451	350
Other pension costs (see note 8)	352	310
	<u>          </u>	<u>          </u>
	<u>4,222</u>	<u>3,328</u>

#### *Remuneration of directors*

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
	<i>Directors' emoluments:</i>	
Remuneration	281	376
Company contributions to money purchase pension schemes	22	17
	<u>          </u>	<u>          </u>
	<u>303</u>	<u>393</u>

The number of directors employed by the Company during the year was 1 (2022: 2). During the year, the director participated in the Company's defined contribution pension scheme.

The highest-paid director received emoluments of £281,115 (2022: £195,039) in the year and pension contributions of £22,041 (2022: £1,429) were made on their behalf to the defined contribution pension scheme.

Directors' emoluments excludes the aggregate amount of any gains made by directors on the exercise of share options and excludes the share based payments charge relating to current year options. No director received remuneration from the Company during the year (2022: nil). No allocation of the director's emoluments has been made as the director provides minimal services to the company.

## Notes to the financial statements *(continued)*

### 7 Share-based payments

The Company had the following equity-settled share-based payment plans in operation during the period:

#### Associated British Foods 2016 Long Term Incentive Plan ('the 2016 LTIP')

The 2016 LTIP was approved and adopted by ABF plc at the annual general meeting held on 9 December 2016. It takes the form of conditional allocations of shares which are released if, and to the extent that, performance targets are satisfied, typically over a three-year vesting period.

Details of the shares outstanding under the equity-settled share-based payment plans are as follows:

	2023 Number of Shares	2022 Number of Shares
Balance at the start of the year	19,643	13,994
Granted in year	18,051	12,442
Vested during year	(2,017)	-
Lapsed during year	(5,183)	(6,793)
	<hr/>	<hr/>
Balance outstanding at the end of the year	<u>30,494</u>	<u>19,643</u>

#### Fair values

The weighted average fair value of shares awarded was determined by taking the market price of the shares at the time of grant and discounting for the fact that dividends are not paid on conditionally allocated shares during the vesting period.

The weighted average fair value of the shares awarded under the Share Incentive Plan during the year was 1,544 pence (2022: 1,837, pence) and the weighted average share price was 1,925, pence (2022: 1,975 pence). The dividend yield used was 2.5% (2022 – 2.5%).

The Company has recognised a charge of £40,615 (2022: charge of £65,000) in relation to total equity-settled share-based payment expense.

### 8 Pensions

The Company is a member of the Associated British Foods plc pension scheme which provides benefits based on final pensionable pay. As the Company is unable to identify its share of the scheme's assets and liabilities on a consistent basis the scheme is accounted for by the Company as if it were a defined contribution scheme. On 30 September 2002 the scheme was closed to new members and a defined contribution arrangement was put in place for other employees. Employer's contributions to the defined benefit scheme for the year totalled £120,666 (2022: £113,993) and are recorded as a cost in the profit and loss account. For the defined contribution scheme, contributions for the year amounted to £231,583 (2022: £195,967), also recorded as a cost in the profit and loss account. No pension contributions were accrued at the period end (2022: nil).

The UK defined benefit scheme represents 90% (2022 – 90%) of the Group's defined benefit scheme assets and 85% (2022– 86%) of defined benefit scheme liabilities. The scheme is governed by a trustee board which is independent of the group and which agrees a schedule of contributions with the Company each time a formal funding valuation is performed. Full IAS 19 disclosures can be found within the annual report and accounts of the ABF group, which are available for download from the group's website at [www.abf.co.uk](http://www.abf.co.uk). The most recent triennial funding valuation of the Scheme was carried out as at 5 April 2023, using the current unit method, and revealed a surplus of £1,013m.

## Notes to the financial statements *(continued)*

### 9 Taxation

#### a) *Total tax charge on profit on ordinary activities*

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
<i>Current Tax</i>		
Current tax on income for the financial period	(21)	249
Adjustments in respect of prior periods	8	(1)
	<hr/>	<hr/>
Total current income tax	(13)	248
<i>Deferred Tax</i>		
Origination/reversal of timing differences	47	5
Effect of change in tax rate	8	1
Adjustment in respect of prior periods	3	0
	<hr/>	<hr/>
Total deferred tax	58	6
	<hr/>	<hr/>
Tax charge in the income statement	45	254
	<hr/> <hr/>	<hr/> <hr/>

#### b) *Reconciliation of the total tax charge*

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
Profit on ordinary activities before tax	(69)	181
	<hr/>	<hr/>
Current tax at effective rate of 21.5% (2022: 19%)	(15)	34
Effects of:		
Effects of change in tax rate	8	1
Expenses not deductible	41	220
Adjustments to tax charge in respect of prior periods	11	(1)
	<hr/>	<hr/>
Total tax charge	45	254
	<hr/> <hr/>	<hr/> <hr/>

## Notes to the financial statements *(continued)*

### 9 Taxation *(continued)*

#### *c) Reconciliation of deferred tax (liability)/asset*

	Year ended 31 August 2023 £'000	Year ended 31 August 2022 £'000
Deferred tax (liability)/asset	(25)	33
<i>Comprising:</i>		
Accelerated capital allowances	(25)	33
	(25)	33
Movement in deferred tax (liability)/asset		
Brought forward	33	39
Charge to the income statement	(58)	(6)
Charge to reserves	-	-
Carried forward	(25)	33

The UK corporation tax rate of 19% increased to 25% from 1 April 2023. The legislation to effect these changes was enacted before the balance sheet date and deferred tax has been calculated accordingly.

## Notes to the financial statements *(continued)*

### 10 Intangible fixed assets

Group	Goodwill £'000	Software £'000	Total £'000
<i>Cost</i>			
At beginning of year	1,804	324	2,128
	<hr/>	<hr/>	<hr/>
At end of year	1,804	324	2,128
	<hr/>	<hr/>	<hr/>
<i>Amortisation and impairment</i>			
At beginning of year	1,804	156	1,960
Amortisation	-	55	55
	<hr/>	<hr/>	<hr/>
At end of year	1,804	211	2,015
	<hr/>	<hr/>	<hr/>
<i>Net book value</i>			
At 31 August 2023	-	113	113
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
At 31 August 2022	-	168	168
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

## Notes to the financial statements *(continued)*

### 11 Tangible fixed assets

	<b>Marketing boot under Constructio: £'000</b>
<i>Cost</i>	
At beginning of year	-
Addition	203
	203
At end of year	203
	203
<i>Depreciation</i>	
At beginning of year	-
Charge for year	-
	-
At end of year	-
	-
<i>Net book value</i>	
At 31 August 2023	203
	203
At 31 August 2022	-
	-

### 12 Fixed Asset Investments

	<b>Investment in subsidiaries £'000</b>
<i>Cost</i>	
At beginning of year	23
	23
At end of year	23
	23
<i>Net book value</i>	
At 31 August 2023	23
	23
At 31 August 2022	23
	23

The company has only one subsidiary undertaking:

Subsidiary undertaking	Registered address	Principal activity	Class and percentage of share held
ABFI France SAS	11 rue de Milan 75009, Paris France	Activities relating to food, pharmaceuticals, animal feeds & other products	Ordinary shares of €1 each, 100%

## Notes to the financial statements *(continued)*

### 13 Debtors

	31 August 2023 £'000	31 August 2022 £'000
Amounts owed by group undertakings	7,575	7,054
Other debtors	106	385
Called-up share capital not paid	87	87
Deferred tax asset	-	33
Prepayments and accrued income	482	314
	<u>8,250</u>	<u>7,873</u>

### 14 Creditors: amounts falling due within one year

	31 August 2023 £'000	31 August 2022 £'000
Trade creditors	81	182
Amounts owed to group undertakings	15,035	14,278
Deferred tax liability	25	-
Corporation tax creditor	426	514
Other taxes and social security	-	83
Accruals and deferred income	1,012	924
	<u>16,579</u>	<u>15,981</u>

### 15 Called up share capital

	31 August 2023		31 August 2022	
	Number	£	Number	£
<i>Allotted and called up</i>				
Ordinary shares of £1 each	57,541	57,541	57,541	57,541
Deferred shares of £1 each	29,017	29,017	29,017	29,017
	<u>86,558</u>	<u>86,558</u>	<u>86,558</u>	<u>86,558</u>

### 16 Contingent Liabilities

The Company, together with Associated British Foods plc and certain fellow UK subsidiary undertakings, is party to a set-off arrangement in respect of its bank accounts with certain of the group's bankers.



## Notes to the financial statements *(continued)*

### 17 Related party transactions

The Company, being a wholly owned subsidiary of Associated British Foods plc, has taken advantage of the IAS 24 *Related Party Disclosures* exemption not to disclose related party transactions with wholly owned entities in the same group.

### 18 Ultimate parent company and parent undertaking of larger group of which the company is a member

The immediate holding company is ABF (No.2) Limited, a company registered in England and Wales. The ultimate parent company is Wittington Investments Limited which is incorporated in the United Kingdom and registered in England and Wales.

The largest group of undertakings for which group accounts are drawn up (within which the results of the company are consolidated) and of which the company is a member is headed by Wittington Investments Limited. The smallest such group of undertakings is headed by Associated British Foods plc, which is incorporated in the United Kingdom 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 Wittington Investments Limited and Associated British Foods plc. 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).