Registration number 02400918

Freiberger (UK) Limited

Directors' report and financial statements

for the year ended 29 February 2012

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Company information

Directors H Schulz

R G Harrow A J Thorne M I Kent

Secretary R G Harrow

Company number 02400918

Registered office Broadgate House

Westlode Street

Spalding PE11 2AF

Auditors Cannon Williamson Limited

Albion House 32 Pinchbeck Road

Spalding Lines PE11 1QD

Bankers Deutsche Bank AG London

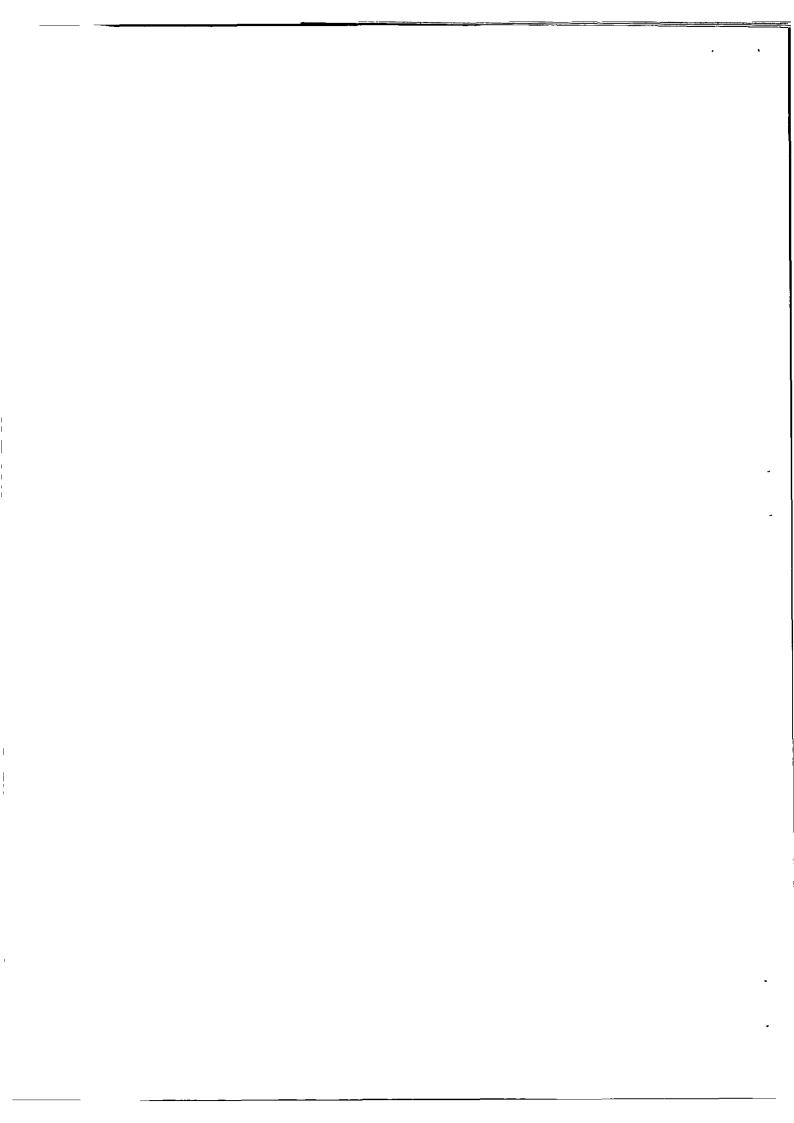
Winchester House

1 Great Winchester Street

London EC2N 2BD

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Directors' report for the year ended 29 February 2012

The directors present their report and the financial statements for the year ended 29 February 2012

Principal activity and review of the business

The principle activity of the company is the Marketing and Distribution of Frozen Pizza

Sales are made to key retail customers in the UK and ROI with the majority of sales sold under supermarkets' own labels

We see our core competence as our brand and we have a strategy to grow our presence in the UK market through development of existing accounts, whilst adding new accounts to our sales ledger

During the year we were able to increase our turnover substantially through the expansion of one particular contract, and while the gross margin was largely unchanged, the increased volumes contributed to a much improved profit after tax

We measure our performance using several financial Key Performance Indicators (KPIs), chief amongst which are turnover, gross margin percentage and inventory turnover

Turnover for the year was £78 0m, up from £57 5m in the previous year. The gross margin reduced slightly to 3 3% from 3 8% previously in response to price increases enforced by our suppliers which we were unable to pass on to our customers. Our inventory turnover imcreased to 23 8 times (2011 - 17 0 times), which demonstrates improved efficiency in ensuring that stock is sold on to our customers as quickly as possible, in line with FMCG industry norms.

We also measure performance using non-financial KPIs, with one of the main ones being range change. In the current year, 25% of products were altered/changed or launched as new products. This was slightly down on the previous year due to timings of range launches.

The company faces risks from competitors, as the UK market remains saturated and is dominated by only a handful of customers and suppliers. Customers are constantly putting pressure on price and suppliers themselves are seeking out new contracts from rivals, these factors combined with increasing commodity prices and exchange rate volatility continue to squeeze margins.

We do not see this position changing over the next two to three years as the UK economy suffers from low growth and depressed incomes. However, we are well established and have good working relationships with our clients and so are able to monitor these risks and adapt accordingly.

Results and dividends

The Profit for the year, after taxation, amounted to £671,701 Particulars of dividends paid and proposed are detailed in the notes to the financial statements

Financial risk management objectives and policies

The company's exposures to price risk, credit risk, liquidity risk and cash flow risk are not material for the assessment of the assets, liabilities, financial position and profit or loss of the company



Directors' report for the year ended 29 February 2012

continued

Future developments

As noted in the accounts we have provided for onerous contract losses arising from the future supply of product to a client during the first half of the next financial period. The anticipated loss is £616,352

Since the year end, we have also lost a major contract with a client. This has not impacted on this year's result but will do so in the next financial year. However, we received enough notice to be able to wind down the contract without being left with any significant surplus stocks. Although turnover will be lower next year, we do not expect the margin as reported above to be much changed.

Payments of creditors

We do not agree any extensive payment terms with our suppliers, instead it has always been our policy to pay invoices within two to five weeks from receipt, and we have managed to keep to this cycle for many years. Any disputes are immediately notified so the supplier is always abreast of the situation.

As we purchase our product for resale form related group companies, our payment terms are governed by the supply contracts. Payment periods are much longer than those for our regular suppliers and as such we are required to pay interest on the total amount of loans outstanding on a quarterly basis.

The average number of days taken to pay our non-group suppliers was 24 9 this year, which compares to 25 8 days last year. These times clearly fall within our two to five week normal payment periods

The average number of days taken to pay our group suppliers was 76 5 this year, which compares to 92 1 days last year. This reduction in payment times is reflected in the 25% lower group companies interest cost this year.

Directors

The directors who served during the year are as stated below

H Schulz

R G Harrow

A J Thorne

M I Kent

Directors' report for the year ended 29 February 2012

continued

Statement of directors' responsibilities

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 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). 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 year. In preparing these financial statements, the directors are required to

- select suitable accounting policies and 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,
- 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 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.

In so far as the directors are aware

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Thus report was approved by the Board on 22 March 2012 and signed on its behalf by

Secretary

Independent auditor's report to the shareholders of Freiberger (UK) Limited

We have audited the financial statements of Freiberger (UK) Limited for the year ended 29 February 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement, the Reconciliation of Movements in Shareholders' Funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 auditors' 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

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications of our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 29 February 2012 and of its profit for 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

Emphasis of Matter - Fundamental Uncertainty

In forming our opinion on the financial statements, which is not qualified, we have considered the disclosure at Note 14 to the financial statements concerning the provision for predicted losses on the future supply of product to a client of the company. This provision is based on current volumes of supply together with the expected sales prices on the sale and purchase of the product. These expectations, by their nature, are based on the directors' best estimates and, at this point in time, there is uncertainty as to the full extent of the losses that will be incurred.

Independent auditor's report to the shareholders of Freiberger (UK) Limited

continued

Opinion on other matter prescribed by the Companies Act 2006.

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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

Dayid Jonathan Williamson (senior statutory auditor)

For and on behalf of Cannon Williamson Limited

Chartered Certified Accountants and

Registered Auditors

20 April 2012

Albion House 32 Pinchbeck Road Spalding Lines

PE11 1QD



Profit and loss account for the year ended 29 February 2012

Continuing operations

110,147

(671,000)

110,848

109,957

(436,000)

110,147

2012 2011 £ £ Notes **Turnover** 2 77,991,587 57,514,106 Cost of sales (55,329,512)(75,413,481)2,184,594 2,578,106 **Gross profit** Administrative expenses (1,344,058)(1,182,140)Other operating income 5,541 1,239,589 1,002,454 Operating profit 3 Interest payable and similar charges 5 (409.591)(307,119)Profit on ordinary activities before taxation 932,470 592,863 Tax on profit on ordinary activities 8 (260,769)(156.673)Profit for the year 17 671,701 436,190

There are no recognised gains or losses other than the profit or loss for the above two financial years

Retained profit brought forward

Retained profit carried forward

Reserve movements



Balance sheet as at 29 February 2012

	20	12	20	11
Notes	£	£	£	£
10		31,909		36,411
11	3,274,824		3,385,808	
12	12,367,931		10,546,552	
	973,657		697,380	
	16,616,412		14,629,740	
13	(15,914,084)		(13,589,799)	
	<u> </u>	702,328		1,039,941
		734.237		1.076,352
14		(623,387)		(966,203)
		110,850		110,149
16		2		2
17		110,848		110,147
18		110,850		110,149
	10 11 12 13	Notes £ 10 11	10 31,909 11 3,274,824 12 12,367,931 973,657 16,616,412 13 (15,914,084) 702,328 734,237 14 (623,387) 110,850 16 2 17 110,848	Notes £ £ 10 31,909 11 3,274,824 3,385,808 12 12,367,931 10,546,552 973,657 697,380 16,616,412 14,629,740 13 (15,914,084) (13,589,799) 702,328 734,237 14 (623,387) 110,850 110,848

The financial statements were approved by the Board on 22 March 2012 and signed on its behalf by

Director

Registration number 02400918



Cash flow statement for the year ended 29 February 2012

	Notes	2012 £	2011 £
Reconciliation of operating profit to net			
cash inflow from operating activities			
Operating profit		1,239,589	1,002.454
Depreciation		11,102	14.281
Decrease in stocks		110,984	(218,272)
(Increase) in debtors		(1,579,099)	(4,314,359)
Increase in creditors		2,324,285	4,402,096
(Decrease) in provisions		(341.353)	957.705
Net cash inflow from operating activities		1,765,508	1,843,905
Cash flow statement			
Net cash inflow from operating activities		1,765,508	1,843,905
Returns on investments and servicing of finance	23	(307,119)	(409,591)
Taxation	23	(504,512)	(691,175)
Capital expenditure	23	(6,600)	(44 356)
		947,277	698 783
Equity dividends paid		(671,000)	(436,000)
Increase in cash in the year		276,277	262,783
Reconciliation of net cash flow to movement in net fur	nds (Note 24)		
Increase in cash in the year		276,277	262,783
Net funds at 1 March 2011		697,380	434,597
Net funds at 29 February 2012		973,657	697,380



Notes to the financial statements for the year ended 29 February 2012

1. Accounting policies

11 Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

The company has consistently applied all relevant accounting standards

1.2. Turnover

Turnover represents the total invoice value, excluding value added tax, of sales made during the year

1.3. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Leasehold property

improvements

Straight line over the life of the lease

Fixtures, fittings

and equipment

10% and 33 33% on cost

14. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

1.5. Stock

Stock is valued at the lower of purchase cost and net realisable value

1.6. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the year

Notes to the financial statements for the year ended 29 February 2012

continued

1.7. Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

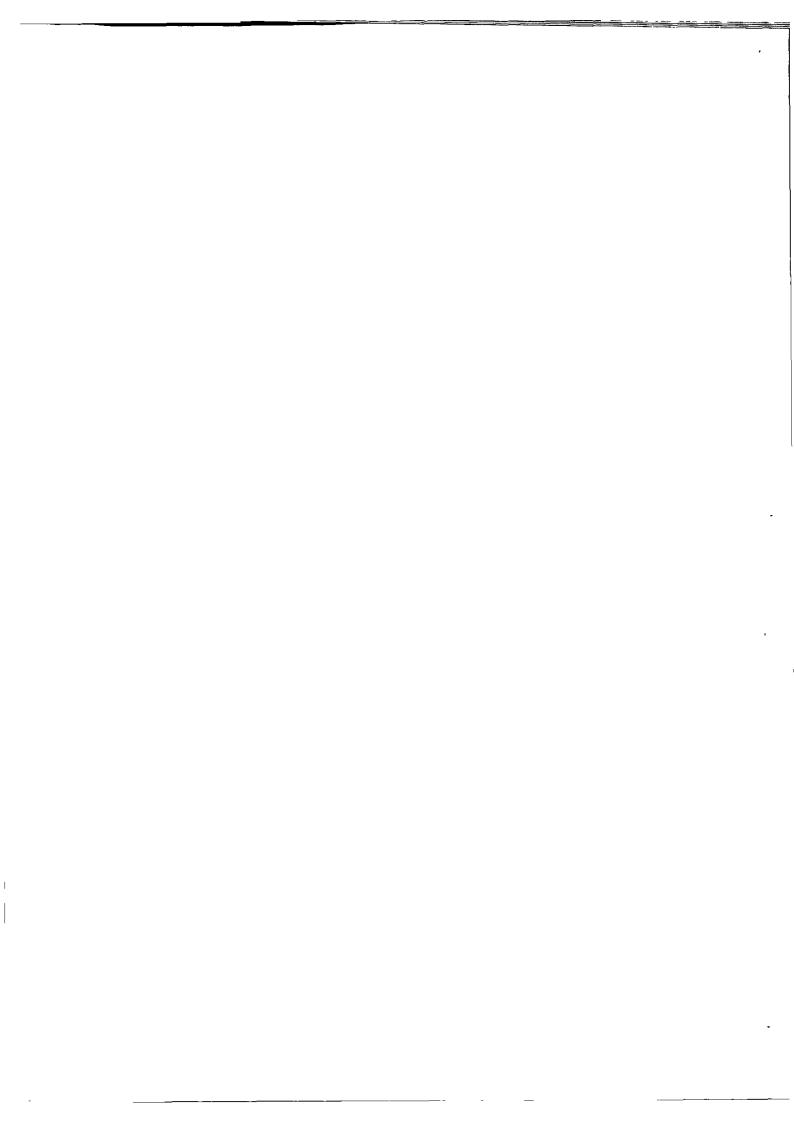
Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

1.8. Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the date of the transactions. All differences are taken to the Profit and Loss account.

2. Turnover

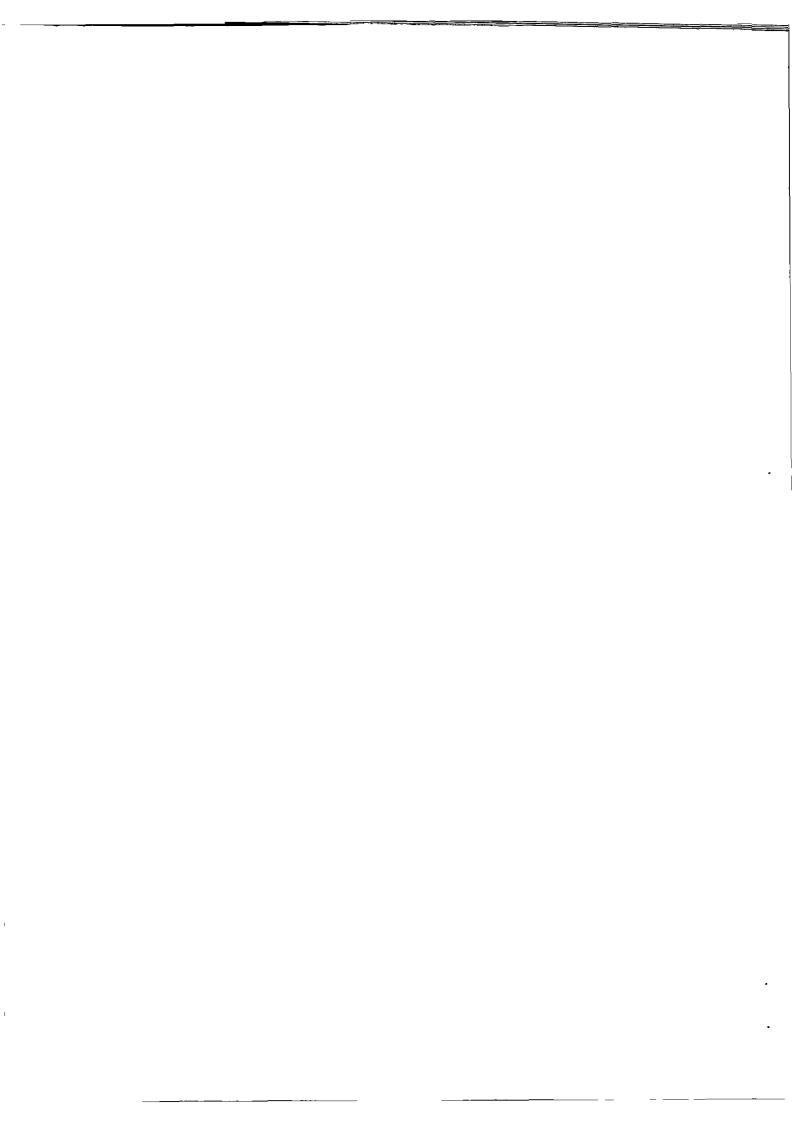
	2012 £	2011 £
Geographical market		
UK	73,731,289	53,823,785
Europe	4,260,298	3,690,321
	77.991.587	57,514,106



Notes to the financial statements for the year ended 29 February 2012

continued

3.	Operating profit	2012 £	2011 £
	Operating profit is stated after charging		
	Depreciation and other amounts written off tangible assets	11,102	14,281
	Net foreign exchange loss	132 359	90,444
	Operating lease rentals		
	- Land and buildings	19,888	15,908
	Auditors' remuneration (Note 4)	13.413	13,427
4	Auditors' remuneration	2012	2011
		2012 £	2011 £
		I.	L
	Auditors' remuneration - audit of the financial statements	11.250	11.250
	Auditors' remuneration - other fees		
	- taxation services	1,500	1,500
	- services relating to recruitment and remuneration	663	677
		2,163	2,177
5.	Interest payable and similar charges	2012	2011
٥.	interest payable and similar charges	£	£
		~	~
	On amounts payable to group companies	307,131	408,853
	On overdue tax	(12)	738
		307,119	409,591
			-



Notes to the financial statements for the year ended 29 February 2012

continued

6. Employees

	Number of employees The average monthly numbers of employees (including the directors) during the year were	2012 Number	2011 Number
	Office and management	12	10
	Employment costs	2012 £	2011 £
	Wages and salaries Social security costs	621,664 63,763	581,044 67,263
	Pension costs-other operating charge	71,442	70,815
6.1.	Directors' remuneration Remuneration and other emoluments	2012 £ 345,494	2011 £ 335,053
	Pension contributions	59,737 405 231	60,285 395 338
	Number of directors to whom retirement benefits are accruing under a money purchase scheme	Number 2	Number 2
	Highest paid director Amounts included above	£	£
	Emoluments and other benefits Pension contributions	219.062 49.037	208,630 49,643
	1 Chaint Contributions	268.099	258.273

7. Pension costs

The company contributes to employees' personal pension plans. The schemes and their assets are held by independent managers. The pension charge represents contributions paid and payable by the company and amounted to £71,442 (2011 - £70,815).

Notes to the financial statements for the year ended 29 February 2012

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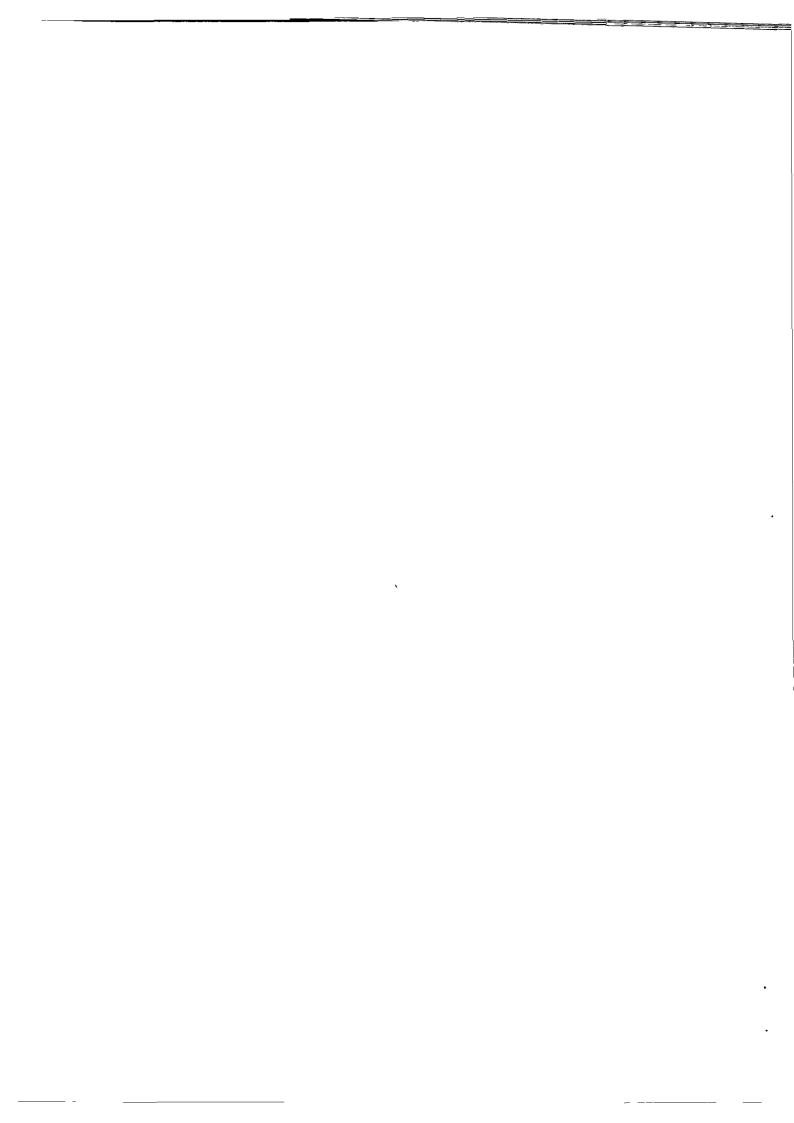
8 Tax on profit on ordinary activities

Analysis of charge in period	2012	2011
	£	£
Current tax		
UK corporation tax at 26 17% (2011 - 25 27%)	249,471	148,175
Adjustments in respect of previous periods	12,761	-
	262,232	148,175
Total current tax charge	262,232	148.175
Deferred tax		
Deferred tax Timing differences, origination and reversal	(1,463)	8,498
2-11-1-1	(1,463)	8,498 8,498

Factors affecting tax charge for period

The tax assessed for the period is higher than the standard rate of corporation tax in the UK (26.17 per cent) The differences are explained below

	2012 £	2011 £
Profit on ordinary activities before taxation	932,470	592 863
Profit on ordinary activities multiplied by standard rate of corporation		
tax in the UK of 26 17% (28 February 2011 25 27%)	244,027	149,816
Effects of.		
Expenses not deductible for tax purposes	4,588	6,326
Capital allowances for period in excess of depreciation	861	(7.983)
Adjustments to tax charge in respect of previous periods	12,761	-
Tax rate rounding difference	(5)	16
Current tax charge for period	262,232	148,175

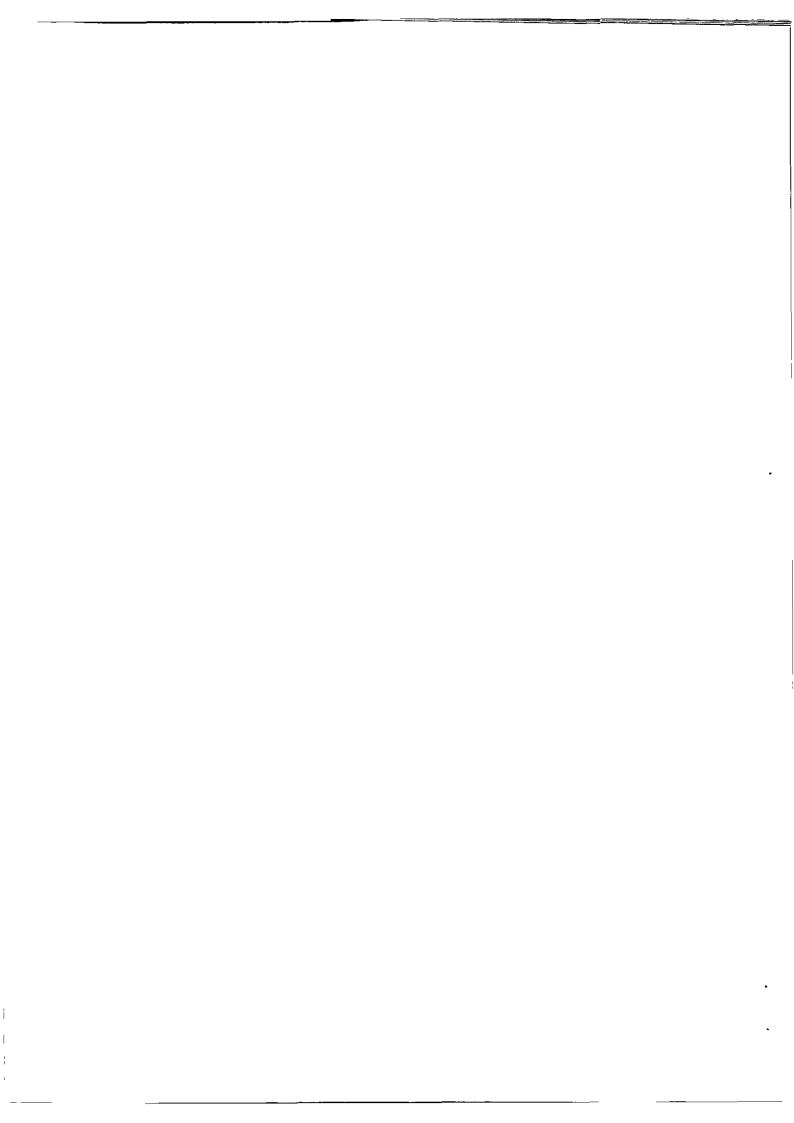


Notes to the financial statements for the year ended 29 February 2012

continued

9. Dividends

	Dividends paid and proposed on equity shares		2012 £	2011 £
	Paid during the year		~	~
	Equity dividends on Ordinary shares		671,000	436,000
			671,000	436,000
10	Tangible fixed assets	Leasehold property improvements	Fixtures, fittings and equipment £	Total £
	Cost	•	-	-
	At I March 2011	30,221	160,12	
	Additions	-	6,60	6,600
	At 29 February 2012	30,221	166,72	1 196,942
	Depreciation	 -		
	At I March 2011	6,044	147,88	7 153,931
	Charge for the year	6.044	5,05	8 11,102
	At 29 February 2012	12,088	152 94	5 165,033
	Net book values			
	At 29 February 2012	18,133	13,776	31,909
	At 28 February 2011	24,177	12,23	36,411
	St. I		2012	2011
11	Stocks		2012 £	2011 £
	Finished goods and goods for resale	3	.274.824	3.385 808



Notes to the financial statements for the year ended 29 February 2012

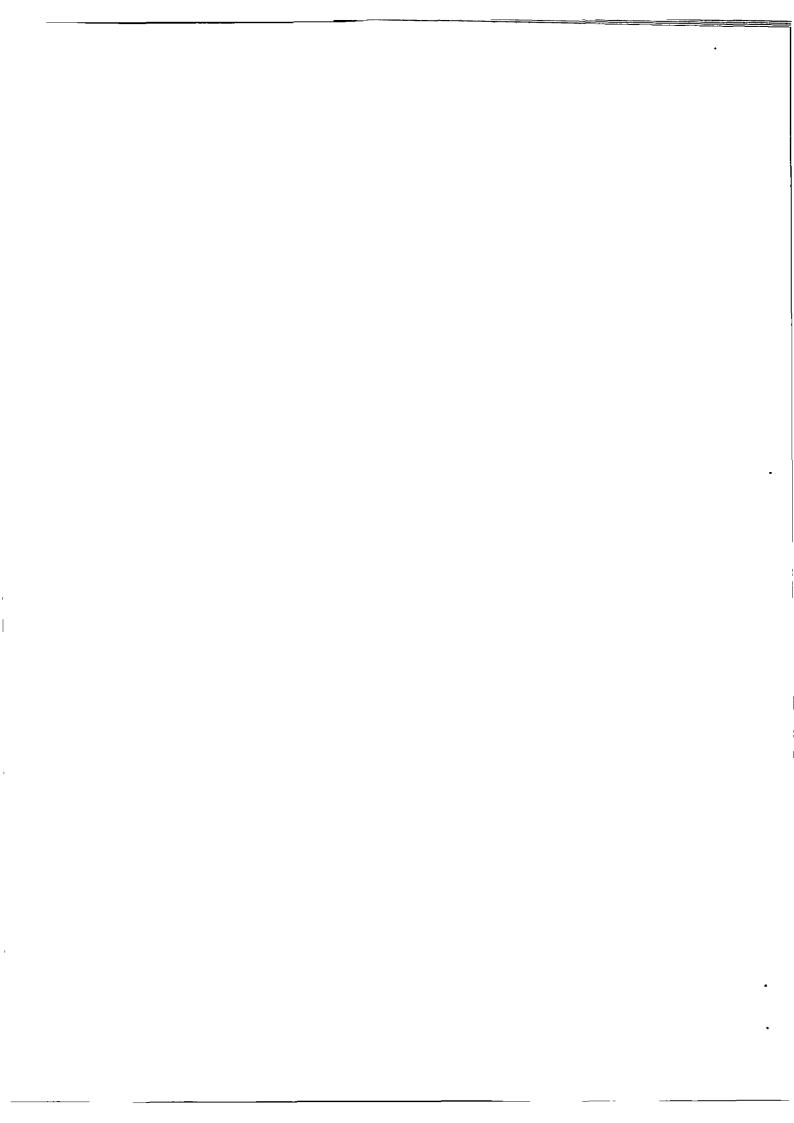
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Debtors	2012 £	2011 £
Trade debtors	11,495,146	10,022,603
Amount owed by connected companies	-	367
Other debtors	681,049	243,440
Prepayments and accrued income	191.736	280.142
	12,367.931	10,546,552
Creditors: amounts falling due within one year	2012 £	2011 £
Trade creditors	143,126	157,114
	143,126 15,232,094	157,114 13,009,848
Trade creditors Amounts owed to group undertaking Other taxes and social security costs	143,126 15,232,094 22,928	157,114 13,009,848 13,982
Amounts owed to group undertaking	15,232,094	13,009,848
	Trade debtors Amount owed by connected companies Other debtors Prepayments and accrued income Creditors: amounts falling due	Trade debtors 11,495,146 Amount owed by connected companies - Other debtors 681,049 Prepayments and accrued income 191,736 12,367,931 Creditors: amounts falling due 2012

14. Provisions for liabilities

	Deferred taxation (Note 15) £	Other provisions £	Total £
At 1 March 2011	8,498	957,705	966,203
Charge for the year		616,352	616,352
Utilised in the year		(957,705)	(957,705)
Movements in the year	(1,463)		(1,463)
At 29 February 2012	7,035	616,352	623.387

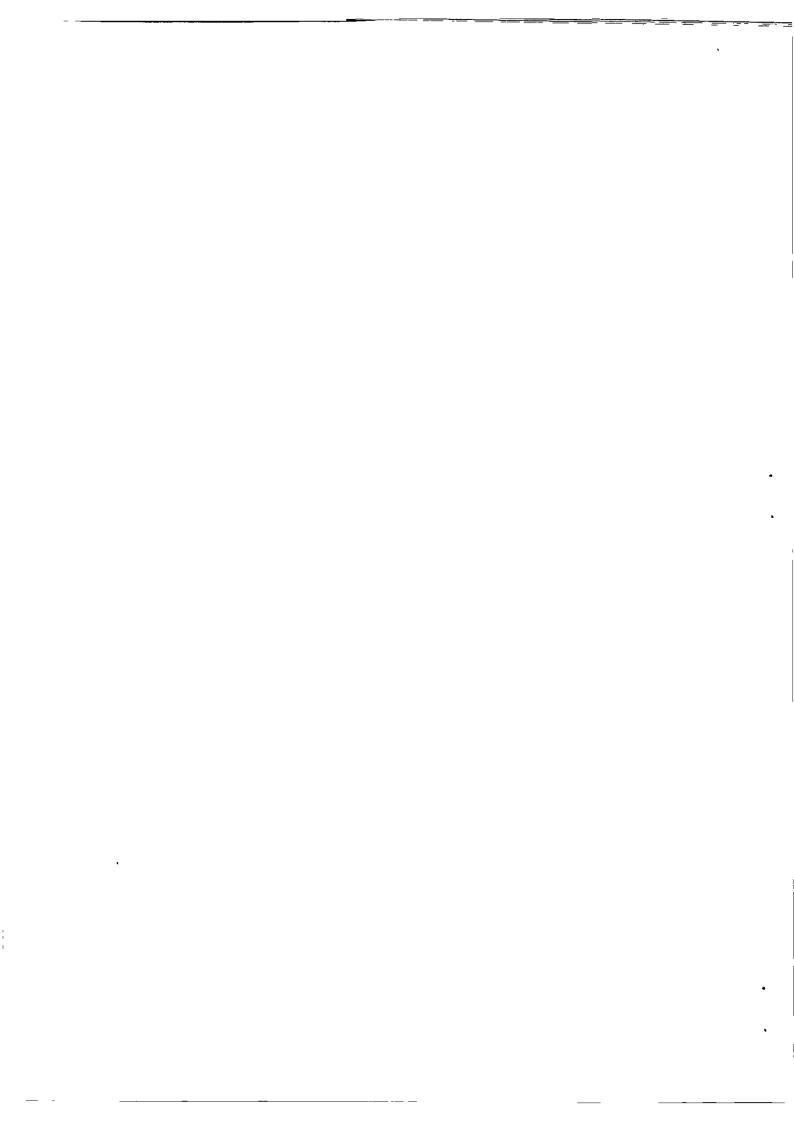
Other provisions relate to anticipated losses arising from the future supply of product to a client. These losses are calculated on the basis of expected volumes and the directors' best estimates of the extent to which cost increases can be recovered in sales prices.



Notes to the financial statements for the year ended 29 February 2012

continued

15.	Provision for deferred taxation	2012 £	2011 £
	Accelerated capital allowances	7,035	8,498
	Provision for deferred tax	7,035	8,498
	Provision at 1 March 2011 Deferred tax credit in profit and loss account	8,498 (1,463)	
	Provision at 29 February 2012	7,035	
	Deferred tax is based on a corporation tax rate of 26% (2011 - 28%)		
16.	Share capital	2012 £	2011 £
	Authorised 1,000 Ordinary shares of £1 each	1.000	1,000
	Allotted, called up and fully paid 2 Ordinary shares of £1 each	2	2
	Equity Shares 2 Ordinary shares of £1 each	2	2
17	Equity Reserves	Profit and loss account £	Total
	At 1 March 2011 Profit for the year Equity Dividends	110,147 671,701 (671,000)	110,147 671,701 (671,000)
	At 29 February 2012	110.848	110 848



Notes to the financial statements for the year ended 29 February 2012

continued

18.	Reconciliation of movements in shareholders' funds	2012 £	2011 £
	Profit for the year	671,701	436,190
	Dividends	(671,000)	(436.000)
		701	190
	Opening shareholders' funds	110,149	109,959
	Closing shareholders' funds	110 850	110,149

19. Financial commitments

At 29 February 2012 the company had annual commitments under non-cancellable operating leases as follows

	Land and	Land and buildings	
	2012	2011 £	
	£		
Expiry date:			
Between one and five years	19,588	19,588	
-			

Notes to the financial statements for the year ended 29 February 2012

continued

20. Related party transactions

All goods for resale were purchased from Freiberger Lebensmittel GmbH & Co Produktions - und Vertreibs KG PrimAs Tiefkuhlprodukte GmbH and Great Star Food Production GmbH & Co KG, all of which are related group companies. These transactions were valued at £72,748,277 (2011 - £51,565,802). The company recharged costs incurred in respect of customer product refusals totalling £102,566 (2011 - £NIL).

The company also recharged packaging costs to Freiberger Lebensmittel GmBH with a total value of £89,359 (2011 - £206,486)

A dividend of £671,000 (2011 - £436,000) was declared, and the amount transferred to the intercompany creditor account

The year end Group balance owing shown at Note 13 relates to trading activities and is under normal commercial terms, with interest charged for late payment

During the year, the company also recharged services in respect of course attendance fees to Stateside Holdings Ltd, a sister company operating elsewhere in the UK. The value of these services recharged was £2 925 (2011 - £4,485) Similarly, Stateside Holdings Ltd recharged services to the company during the year, the value of these recharges was £900 (2011 - £NIL)

At the year end, the balance owed by Stateside Holdings Ltd was £NIL (2011 - £367)

21. Ultimate parent undertaking

In the opinion of the directors, the company's ultimate parent undertaking at the balance sheet date was Sudzucker AG, a company incorporated in Germany

22. Controlling interest

The Controlling Interest is held by Freiberger Lebensmittel GmbH & Co Produktions - und Vertreibs KG, a company incorporated in Germany

The Ultimate Controlling Interest is held by the shareholders of Sudzucker AG

Notes to the financial statements for the year ended 29 February 2012

continued

23. Gross cash flows

24.

			2012 £	2011 £
	Returns on investments and servicing of finance			
	Interest paid		(307,119)	(409,591)
	Taxation			
	Corporation tax paid		(504,500)	(691,175)
	Corporation tax repaid		(12)	-
			(504,512)	(691,175)
	Capital expenditure			
	Payments to acquire tangible assets		(6,600)	(44,356)
•	Analysis of changes in net funds			
		Opening	Cash	Closing
		balance	flows	balance
		£	£	£
	Cash at bank and in hand	697,380	276,277	973,657
	Net funds	697,380	276,277	973,657

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