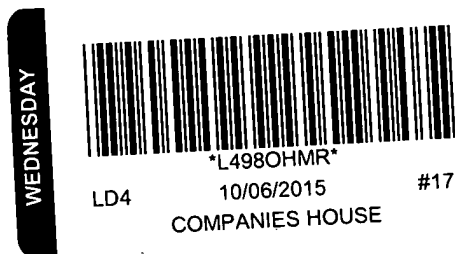




Financial Statements Winterhalter Limited

For the year ended 31 December 2014



Registered number: 00992463

Winterhalter Limited

Company Information

Directors	J Winterhalter D B Smithson Dr V Faller A K Blake D J Parsons P Huber S Kinhead R Winterhalter J Mackay A Salter P J Alsworth
Company secretary	D J Parsons
Registered number	00992463
Registered office	Winterhalter House Roebuck Way, Knowlhill Milton Keynes Buckinghamshire MK5 8WH
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor Grant Thornton House 202 Silbury Boulevard Milton Keynes MK9 1LW

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Strategic Report

For the year ended 31 December 2014

The principal activity of the company is the importation and distribution of commercial dishwashers and glasswashers, together with the supply of ancillary products and chemicals, and servicing of warewashing equipment.

Business review

The directors consider the company's performance to be acceptable in the current economic climate.

Principal risks and uncertainties

The company uses various financial instruments, including group borrowings, cash, and varying items, such as trade debtors and trade creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. The existence of these transactions exposes the company to a number of financial risks, which are described in more detail below. The main risks arising from the company's financial instruments are currency risk, interest rate risk and credit risk. The directors review and agree policies for managing each of these risks and they are summarised below. The policies have remained unchanged from previous years.

Currency Risk

The company is exposed to fluctuations in the sterling-euro exchange rate as a significant proportion of the product range is imported from Group companies in Europe.

The company manages its foreign currency requirements and exposure on an on-going basis, and uses a range of financial instruments such as currency bank accounts, to minimise risk exposure.

Credit Risk

The company's principal financial assets are cash and trade debtors. The credit risk associated with cash is limited as the counterparties have high credit ratings assigned by international credit-rating agencies. The principal credit risk arises, therefore, from the company's trade debtors.

In order to manage credit risk the directors set limits for customers based on a combination of payment history and third party credit references. Credit limits are reviewed by the credit controller on a regular basis in conjunction with debt ageing and collection history.

Financial key performance indicators

The directors have monitored the progress of the overall company strategy and the individual strategic elements by reference to certain key performance indicators

Percentage increase/(decrease) in sales: 18% (2013: 6%)

Percentage increase/(decrease) in gross profit: 22% (2013: 8%)

Financial performance

Financial Performance for the year has been analysed as follows

Gross profit: £5,352,522 (2013: £4,391,393)

Operating (loss)/profit: £403,134 (2013: (£588,738))

Winterhalter Limited

Strategic Report (continued)

For the year ended 31 December 2014

Competition

The market in which the company operates is highly competitive and as a result there is constant downward pressure on margins. The directors have procedures in place to monitor prices and ongoing market research is carried out to mitigate such risks.

This report was approved by the board and signed on its behalf.



D J Parsons
Director

Date: 21/5/15

Directors' Report

For the year ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, 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 period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting 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.

Results and dividends

The profit for the year, after taxation, amounted to £1,852,591 (2013: £170,453).

The directors have not recommended a dividend (2013: none).

Directors

The directors who served during the year were:

J Winterhalter
D B Smithson
Dr V Faller
A K Blake
D J Parsons
P Huber
S Kinkead
R Winterhalter
J Mackay
A Salter
P J Alsworth

Winterhalter Limited

Directors' Report

For the year ended 31 December 2014

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



D J Parsons
Director

Date: 21/5/15

Independent Auditor's Report to the Members of Winterhalter Limited

We have audited the financial statements of Winterhalter Limited for the year ended 31 December 2014, which comprise the Profit and loss account, the Balance sheet 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 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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31 December 2014 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.



Independent Auditor's Report to the Members of Winterhalter Limited

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.

Grant Thornton UK LLP

Philip Sayers (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
Milton Keynes

Date: *21 May 2015*

Profit and Loss Account

For the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	1,2	26,261,579	22,307,451
Cost of sales		(20,909,057)	(17,916,058)
Gross profit		<u>5,352,522</u>	<u>4,391,393</u>
Foreign exchange loss		(1,256,700)	(1,637,017)
Administrative expenses		(3,692,688)	(3,343,114)
Operating profit/(loss)	3	<u>403,134</u>	<u>(588,738)</u>
Income from other fixed asset investments		1,500,000	750,000
Interest receivable and similar income	6	45,555	7,921
Interest payable and similar charges	7	-	1,079
Profit on ordinary activities before taxation		<u>1,948,689</u>	<u>170,262</u>
Tax on profit on ordinary activities	8	(96,098)	191
Profit for the financial year	17	<u><u>1,852,591</u></u>	<u><u>170,453</u></u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account, hence no separate statement of total recognised gains and losses has been presented.

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents.

The notes on pages 9 to 18 form part of these financial statements.

Balance Sheet

As at 31 December 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Tangible assets	9		2,249,236		2,297,416
Investments	10		4,618,279		4,618,279
			<u>6,867,515</u>		<u>6,915,695</u>
Current assets					
Stocks	11	1,451,682		1,791,184	
Debtors	12	7,985,701		5,948,652	
Cash at bank and in hand		923,541		2,005,564	
		<u>10,360,924</u>		<u>9,745,400</u>	
Creditors: amounts falling due within one year	13	<u>(8,126,083)</u>		<u>(9,411,330)</u>	
Net current assets			<u>2,234,841</u>		<u>334,070</u>
Total assets less current liabilities			<u>9,102,356</u>		<u>7,249,765</u>
Provisions for liabilities					
Other provisions	14		<u>(261,870)</u>		<u>(261,870)</u>
Net assets			<u>8,840,486</u>		<u>6,987,895</u>
Capital and reserves					
Called up share capital	16		6,350,100		6,350,100
Profit and loss account	17		2,490,386		637,795
Shareholders' funds	18		<u>8,840,486</u>		<u>6,987,895</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


S Kinkad
Director

Date: 21/5/15

The notes on pages 9 to 18 form part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2014

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Going concern

The company has a cash balance of £923,541 (2013: £2,005,564) and net current assets of £2,234,841 (2013: £334,070) at 31 December 2014 and recorded an operating profit before foreign exchange losses for the year then ended of £1,659,834 (2013: £1,048,279). The financial statements have been prepared on the going concern basis as the directors believe they will receive support from group undertakings in terms of deferring collection of payables until the business can make payment.

As such, the directors have determined that there is a reasonable expectation that the company has adequate resources to continue operating for the foreseeable future. For this reason, the directors have adopted the going concern basis in preparing the financial statements.

1.3 Cashflow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

1.4 Turnover

Turnover is the revenue arising from the sales of goods and services. It is stated at the fair value of the consideration receivable, net of value added tax, rebates and discounts.

Revenue from the sale of goods is recognised when the significant risks and benefits of ownership of the product have transferred to the buyer, usually upon shipment.

Revenue from services is recognised when the company has performed its obligations and in exchange obtained the right to consideration.

Notes to the Financial Statements

For the year ended 31 December 2014

1. Accounting Policies (continued)

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property	-	50 years
Plant & machinery	-	5 years
Motor vehicles	-	3-5 years
Fixtures & fittings	-	7 years
Computer equipment	-	3-5 years
Other fixed assets	-	2-3 years

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.7 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

1.8 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

1.9 Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with the Companies Act 2006, is not required to produce, and has not published, consolidated accounts.

1.10 Financial instruments

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

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Notes to the Financial Statements

For the year ended 31 December 2014

1. Accounting Policies (continued)

1.11 Warranties provisions

Provisions for warranties are made where legal obligations arise.

2. Turnover

The turnover and profit before tax are attributable to the principal activity of the company. An analysis of turnover is as follows:

	2014 £	2013 £
United Kingdom	25,678,877	21,777,077
Europe	582,702	530,374
	<u>26,261,579</u>	<u>22,307,451</u>

3. Operating profit/(loss)

The operating profit/(loss) is stated after charging/(crediting):

	2014 £	2013 £
Depreciation of tangible fixed assets:		
- owned by the company	460,012	223,486
Auditor's remuneration	22,045	20,394
Profit on sale of tangible assets	(8,660)	(6,714)
Net loss on foreign currency translation	1,256,700	1,637,017
	<u>1,256,700</u>	<u>1,637,017</u>

4. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2014 £	2013 £
Wages and salaries	4,027,260	3,539,502
Social security costs	476,826	411,662
Other pension costs	492,900	446,130
	<u>4,996,986</u>	<u>4,397,294</u>

Notes to the Financial Statements

For the year ended 31 December 2014

4. Staff costs (continued)

The average monthly number of employees, including the directors, during the year was as follows:

	2014 No.	2013 No.
Administrative, selling and distribution staff	112	100

5. Directors' remuneration

	2014 £	2013 £
Emoluments receivable	639,303	620,873
Company pension contributions to defined contribution pension schemes	168,048	151,818

During the year retirement benefits were accruing to 6 directors (2013: 6) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £143,222 (2013: £137,078).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £46,024 (2013: £45,456).

6. Interest receivable

	2014 £	2013 £
Interest receivable from subsidiary	37,493	4,747
Other interest receivable	8,062	3,174
	45,555	7,921

7. Interest payable

	2014 £	2013 £
On bank loans and overdrafts	-	(1,079)

Notes to the Financial Statements

For the year ended 31 December 2014

8. Taxation

	2014	2013
	£	£
UK corporation tax charge/(credit) on profit for the year	<u>96,098</u>	<u>(191)</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%). The differences are explained below:

	2014	2013
	£	£
Profit on ordinary activities before tax	<u>1,948,689</u>	<u>170,262</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.49% (2013 - 23.25%)	418,835	39,630
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	33,419	28,495
Capital allowances for year in excess of depreciation	(33,287)	-
Fixed asset differences	4,693	5,076
Adjustments to tax charge in respect of prior periods	-	(191)
Short term timing difference leading to an increase in taxation	4,627	16,607
Non-taxable income	(322,397)	(174,349)
Group relief	-	86,382
Utilisation of tax losses and other deductions	(9,792)	(1,841)
Current tax charge/(credit) for the year (see note above)	<u>96,098</u>	<u>(191)</u>

Factors that may affect future tax charges

There is a potential deferred tax asset of £nil (2013: £258,183) which has not been recognised within the financial statements on the grounds that the directors do not believe that they can state with reasonable assurance that it is more likely than not that the asset will be realised within the foreseeable future.

Notes to the Financial Statements

For the year ended 31 December 2014

9. Tangible fixed asset

	Freehold property £	Plant & machinery £	Motor vehicles £	Fixtures & fittings £
Cost				
At 1 January 2014	1,560,756	197,551	1,367,037	484,334
Additions	-	30,393	331,567	52,525
Disposals	-	-	(158,365)	-
At 31 December 2014	<u>1,560,756</u>	<u>227,944</u>	<u>1,540,239</u>	<u>536,859</u>
Depreciation				
At 1 January 2014	297,371	120,461	647,508	417,656
Charge for the year	21,837	23,370	300,904	21,390
On disposals	-	-	(104,918)	-
At 31 December 2014	<u>319,208</u>	<u>143,831</u>	<u>843,494</u>	<u>439,046</u>
Net book value				
At 31 December 2014	<u>1,241,548</u>	<u>84,113</u>	<u>696,745</u>	<u>97,813</u>
At 31 December 2013	<u>1,263,385</u>	<u>77,090</u>	<u>719,529</u>	<u>66,678</u>
		Computer equipment £	Other fixed assets £	Total £
Cost				
At 1 January 2014		1,479,446	33,049	5,122,173
Additions		50,794	-	465,279
Disposals		(5,109)	-	(163,474)
At 31 December 2014		<u>1,525,131</u>	<u>33,049</u>	<u>5,423,978</u>
Depreciation				
At 1 January 2014		1,333,488	8,273	2,824,757
Charge for the year		81,495	11,016	460,012
On disposals		(5,109)	-	(110,027)
At 31 December 2014		<u>1,409,874</u>	<u>19,289</u>	<u>3,174,742</u>
Net book value				
At 31 December 2014		<u>115,257</u>	<u>13,760</u>	<u>2,249,236</u>
At 31 December 2013		<u>145,958</u>	<u>24,776</u>	<u>2,297,416</u>

Notes to the Financial Statements

For the year ended 31 December 2014

10. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2014 and 31 December 2014	<u>4,618,279</u>
Net book value	
At 31 December 2014	<u><u>4,618,279</u></u>
At 31 December 2013	<u><u>4,618,279</u></u>

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
Classeq Limited	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2014 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Classeq Limited	<u><u>3,678,287</u></u>	<u><u>1,206,192</u></u>

11. Stocks

	2014 £	2013 £
Finished goods	<u><u>1,451,682</u></u>	<u><u>1,791,184</u></u>

Notes to the Financial Statements

For the year ended 31 December 2014

12. Debtors

	2014	2013
	£	£
Due after more than one year		
Amounts owed by group undertakings	2,000,000	500,000
Due within one year		
Trade debtors	5,596,541	4,629,619
Amounts owed by group undertakings	258,767	699,897
Other debtors	5,113	4,542
Prepayments and accrued income	125,280	114,594
	<u>7,985,701</u>	<u>5,948,652</u>

13. Creditors:

Amounts falling due within one year

	2014	2013
	£	£
Trade creditors	873,748	555,199
Amounts owed to group undertakings	5,290,235	6,871,329
Corporation tax	46,098	-
Other taxation and social security	938,623	937,991
Other creditors	14,196	243,382
Accruals and deferred income	963,183	803,429
	<u>8,126,083</u>	<u>9,411,330</u>

14. Provisions

	Warranty provision £
At 1 January 2014	261,870
Additions	106,880
Utilised	(106,880)
At 31 December 2014	<u>261,870</u>

Warranty provision

Provision for warranties are made where legal obligations arise.

Notes to the Financial Statements

For the year ended 31 December 2014

15. Financial commitments

As at 31 December 2014, Winterhalter Limited is committed to a forward contract to hedge payments due to Winterhalter Gastronom GmbH. Winterhalter Limited is committed to purchasing between €1million and €3million each month until September 2016 at pre-determined exchange rates under this forward contract agreement. The fair value of the forward contract as at 31 December 2014 was £2,012,223.

16. Share capital

	2014 £	2013 £
Authorised, allotted, called up and fully paid		
6,350,100 Ordinary shares of £1 each	<u>6,350,100</u>	<u>6,350,100</u>

17. Reserves

	Profit and loss account £
At 1 January 2014	637,795
Profit for the year	<u>1,852,591</u>
At 31 December 2014	<u>2,490,386</u>

18. Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Opening shareholders' funds	6,987,895	6,817,442
Profit for the financial year	<u>1,852,591</u>	<u>170,453</u>
Closing shareholders' funds	<u>8,840,486</u>	<u>6,987,895</u>

19. Related party transactions

The company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" from disclosing transactions with entities which are part of the group, since 90% or more of the voting rights in the company are controlled within the group and the company is included within the group accounts which are publicly available.

Notes to the Financial Statements

For the year ended 31 December 2014

20. Ultimate parent undertaking and controlling party

The immediate parent company is Winterhalter Gastronom AG, a company incorporated in Switzerland.

The ultimate parent company is Karl Winterhalter GmbH & Co. KG, a company incorporated in Germany. Copies of the group accounts are available from Amtsgericht Ulm, Registergericht, Zeughausgasse 14, 89073 Ulm.