

Annual Report and Financial Statements of

MATTHEWS FOODS LIMITED

(Registered Number 00515691)

For the year ended

31 December 2014



MATTHEWS FOODS LIMITED

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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MATTHEWS FOODS LIMITED

DIRECTORS AND OTHER INFORMATION

DIRECTORS

Stan McCarthy
Brian Mehigan
Flor Healy

SECRETARY

Brian Durran

REGISTERED OFFICE

Thorpe Lea Manor
Thorpe Lea Road
Egham, Surrey
TW20 8HY
United Kingdom

SOLICITORS

Legal Department
Kerry Group plc
Prince's Street
Tralee
Co Kerry
Ireland

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Reading
United Kingdom

BANKERS

National Westminster Bank
Law Courts
Temple Bar Branch
217 The Strand
London
WC2R 1AL

MATTHEWS FOODS LIMITED

DIRECTORS' REPORT

The directors present their Annual Report together with the audited financial statements of the company for the year ended 31 December 2014

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. The company is exempt from preparing a Strategic Report

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company is a wholly owned subsidiary of Kerry Group plc and operates as part of the group's foods division

The company's principal activity is that of a holding company

As shown in the company's profit and loss account on page 9, the company made a profit after tax of £3,817 (2013 loss of £1,293)

The balance sheet on page 10 of the financial statements shows the company's financial position at the year end

DIVIDENDS

The directors do not recommend the payment of a dividend (2013 £nil)

FUTURE DEVELOPMENTS

Both the level of business and the year end financial position remain satisfactory and the directors expect the general level of activity to remain consistent with 2014 in the forthcoming year

Details of significant events since the balance sheet date are contained in note 12 to the financial statements

DIRECTORS

The present membership of the Board is set out on page 2. There was no change to the directors or the company secretary during the year or to the date of approving this report

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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, and

MATTHEWS FOODS LIMITED

DIRECTORS' REPORT (CONTINUED)

DIRECTORS' RESPONSIBILITIES STATEMENT (CONTINUED)

- 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

PRINCIPAL RISKS AND UNCERTAINTIES

The company did not trade during the year and as a result, is not exposed to any commercial, financial or human resources risks or uncertainties.

GOING CONCERN

The directors have satisfied themselves that the company is a going concern, having adequate resources to continue in operational existence for the foreseeable future despite the continuing difficult economic conditions. In forming this view, the directors made enquiries into the financial position and resources available to the company including those provided by other group companies and including a review of the budget prepared for at least a period of twelve months from the date of approval of the financial statements. For this reason, the directors continue to adopt the going concern basis in preparing the financial statements.

POST BALANCE SHEET EVENTS

There were no material post balance sheet events.

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.


MATTHEWS FOODS LIMITED

DIRECTORS' REPORT (CONTINUED)

AUDITOR (CONTINUED)

Deloitte LLP, have indicated their willingness to remain in office as the company's auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors and signed on its behalf by



Brian Mehigan,
Director

Date 24-08-2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MATTHEWS FOODS LIMITED

We have audited the financial statements of Matthews Foods Limited for the year ended 31 December 2014 which comprise the Statement of Accounting Policies, the Profit and Loss Account, the Balance Sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities effective April 2008 (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for 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 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 applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

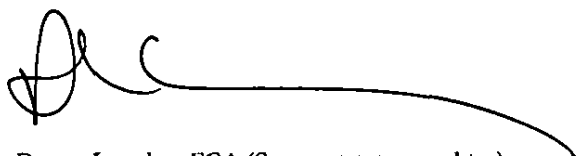
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MATTHEWS FOODS LIMITED
(CONTINUED)**

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, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report



Darren Longley, FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Reading, United Kingdom

Date 24 AUGUST 2015

MATTHEWS FOODS LIMITED

STATEMENT OF ACCOUNTING POLICIES

The principal accounting policies adopted by the company are as set out below. They have all been applied consistently throughout the current and preceding year.

BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

The accounts have been prepared on the going concern basis. This is discussed in the Directors' Report on page 4, under the heading "Going Concern".

REPORTING CURRENCY

The amounts shown are stated in sterling, the currency of the primary economic environment in which the company operates (its "functional currency").

BANK BORROWINGS

Debt instruments are initially recorded at the proceeds received, net of transaction costs. Subsequently they are reported at amortised cost. Discounts between the net proceeds received and the principal value due on redemption are recognised as a finance cost in the Profit and Loss Account.

CURRENT TAX

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

DEFERRED TAX

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 that result in an obligation to pay more tax in the future or the right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

The recognition of a deferred tax asset is based upon whether it is probable that sufficient and suitable taxable profits will be available in the future, against which the reversal of temporary differences can be deducted. Recognition, therefore, involves judgement regarding the future financial performance of the particular legal entity or tax group in which the deferred tax asset exists. Deferred tax assets are reviewed at each reporting date. Deferred tax assets and liabilities are not discounted.

MATTHEWS FOODS LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014**

		2014	2013
		£	£
	<i>Notes</i>		
Operating profit		-	-
Interest receivable/(payable) and similar income/(charges)	2	<u>3,817</u>	<u>(1,293)</u>
Profit/(loss) on ordinary activities before taxation		3,817	(1,293)
Tax on profit/(loss) on ordinary activities	3	<u>-</u>	<u>-</u>
Profit/(loss) for the financial year	8, 9	<u><u>3,817</u></u>	<u><u>(1,293)</u></u>

All recognised gains and losses have been reflected in the Profit and Loss Account for both the current year and the preceding financial year and arise solely from continuing operations. Accordingly a statement of total recognised gains and losses is not presented.

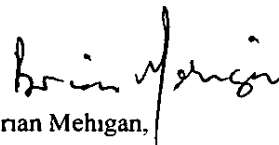
MATTHEWS FOODS LIMITED

**BALANCE SHEET
AS AT 31 DECEMBER 2014**

		2014 £	2013 £
	<i>Notes</i>		
CURRENT ASSETS			
Debtors amounts falling due within one year	4	10,576,317	10,582,778
Cash at bank and in hand		<u>1,956</u>	<u>-</u>
		10,578,273	10,582,778
CREDITORS amounts falling due within one year	5	<u>-</u>	<u>(8,322)</u>
NET CURRENT ASSETS		10,578,273	10,574,456
CREDITORS Amounts falling due after more than one year	6	<u>(493,202)</u>	<u>(493,202)</u>
NET ASSETS		<u><u>10,085,071</u></u>	<u><u>10,081,254</u></u>
CAPITAL AND RESERVES			
Called-up share capital	7	57,150	57,150
Share premium account	9	3,003	3,003
Profit and loss account surplus	8	<u>10,024,918</u>	<u>10,021,101</u>
SHAREHOLDER'S FUNDS	9	<u><u>10,085,071</u></u>	<u><u>10,081,254</u></u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and with the financial reporting standard for smaller entities (effective April 2008)

These financial statements of Matthews Foods Limited, registered number 00515691, were approved and authorised for issue by the Board of Directors and signed on its behalf by


Brian Mehigan,
Director

Date 29-08-2015

MATTHEWS FOODS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1 AUDIT COSTS, DIRECTORS' EMOLUMENTS AND EMPLOYEE INFORMATION

The audit costs and other non-audit services were borne and settled by the parent company

The company did not have any employees in the current or the prior year

The directors received no remuneration from Matthews Limited in the year ended 31 December 2014, nor in the preceding year for their services as directors Stan McCarthy, Brian Mehigan and Flor Healy are directors of the ultimate parent company, Kerry Group plc, where their remuneration and benefits of €3,607,000 (2013 €3,943,000) are disclosed and none of these are allocated to the company

2 INTEREST RECEIVABLE/(PAYABLE) AND SIMILAR INCOME/(CHARGES)

	2014 £	2013 £
Interest payable on bank loans and overdrafts wholly repayable within 5 years	-	(1,293)
	-	(1,293)
Interest receivable and similar income		
Bank interest receivable	3,817	-
	<u>3,817</u>	<u>(1,293)</u>

3 TAXATION

	2014 £	2013 £
Total current tax	-	-
Tax on profit/(loss) on ordinary activities	-	-

The tax assessed for the period is lower than the blended rate of corporation tax in the UK of 21.50% (2013 blended rate of 23.25%) The differences are explained below

Factors affecting current taxation charge for the year

	£	£
Profit/(loss) on ordinary activities before taxation	3,817	(1,293)
Corporation tax at blended rate of 21.50% (2013 blended rate 23.25%)	821	(301)
Permanent differences between taxable and accounting profits	<u>(821)</u>	<u>301</u>
Current taxation	<u>-</u>	<u>-</u>

MATTHEWS FOODS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

3 TAXATION (CONTINUED)

Factors affecting future taxation:

The Finance Act 2013, which provided for reductions in the main rate of corporation tax from 23% to 21% effective from 1 April 2014 and to 20% effective from 1 April 2015, was substantively enacted on 2 July 2013. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

4 DEBTORS amounts falling due within one year

	2014 £	2013 £
Amounts due from group companies	10,576,290	10,582,752
Other debtors	<u>27</u>	<u>26</u>
	<u>10,576,317</u>	<u>10,582,778</u>

The amounts due from group companies are non-interest bearing, unsecured with no fixed date for repayment.

5 CREDITORS amounts falling due within one year

	2014 £	2013 £
Bank loans and overdrafts	<u>-</u>	<u>8,322</u>

6 CREDITORS Amounts falling due after more than one year

	2014 £	2013 £
Amounts due to group companies	<u>493,202</u>	<u>493,202</u>

MATTHEWS FOODS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

7 SHARE CAPITAL

	2014 £	2013 £
Authorised 75,000 ordinary shares of £1 each	<u>75,000</u>	<u>75,000</u>
Allotted, called up and fully paid 57,150 ordinary shares of £1 each	<u>57,150</u>	<u>57,150</u>
The amounts due from group companies are non-interest bearing, unsecured with no fixed date for repayment		

8 PROFIT AND LOSS ACCOUNT RECONCILIATION

	2014 £	2013 £
At beginning of year	10,021,101	10,022,394
Profit/(loss) for the year	<u>3,817</u>	<u>(1,293)</u>
At end of year	<u>10,024,918</u>	<u>10,021,101</u>

9 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	Share Capital £	Share Premium £	Profit & Loss Account £	2014 Total £	2013 Total £
At beginning of year	57,150	3,003	10,021,101	10,081,254	10,082,547
Profit/(loss) for the year	<u>-</u>	<u>-</u>	<u>3,817</u>	<u>3,817</u>	<u>(1,293)</u>
At end of year	<u>57,150</u>	<u>3,003</u>	<u>10,024,918</u>	<u>10,085,071</u>	<u>10,081,254</u>

10 CASH FLOW STATEMENT

Under the provisions of Financial Reporting Standard 1 (revised 1996), a cash flow statement has not been prepared for the company as its ultimate parent undertaking, Kerry Group plc, has prepared consolidated financial statements which include a consolidated cash flow statement dealing with the cash flows of the Group

11 RELATED PARTY TRANSACTIONS

The company, a wholly owned subsidiary of Kerry Group plc, has elected to avail itself of the disclosure exemption available to wholly owned subsidiary undertakings in accordance with the terms of paragraph 3 (c) of FRS 8 "Related Party Disclosures"

MATTHEWS FOODS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014 (CONTINUED)

12 POST BALANCE SHEET EVENTS

There have been no significant events, outside the ordinary course of business affecting the company since 31 December 2014

13 ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's immediate parent company is Kerry Holdings (UK) Limited, a company incorporated in England and Wales. The company's ultimate parent undertaking and controlling party is Kerry Group plc, a company incorporated in the Republic of Ireland. The parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared is Kerry Group plc. Copies of the group financial statements are available on www.kerrygroup.com