TM Corporate Holdings UK Limited

Directors' Reports and Financial Statements

Registered number 09872321

Period Ended 31 December 2016

FRIDAY

A6F0H1UI

A10 15/09/2017 #108

COMPANIES HOUSE

Contents

	Page
Company Information	1
Strategic Report	2
Directors' Report	3
Statement of Directors' responsibilities	4
Statement of Comprehensive Income	5
Statement of Financial Position	6
Statement of Changes in Equity	7
Notes	8

Company Information

Directors	L Greenbury M Rana
Company number	09872321
Registered office	Tern Valley Business Park Shrewsbury Road Market Drayton Shropshire United Kingdom TF9 3SQ
Bankers	National Westminster Bank Plc 42 Cheshire Street Market Drayton Shropshire TF9 1PG

Strategic Report

The directors present their strategic report for the company for the period ended 31 December 2016.

Review of the business

The principal activity of the company is that of an investment holding company.

TM Corporate Holdings UK Limited was incorporated and started trading on 13th November 2015.

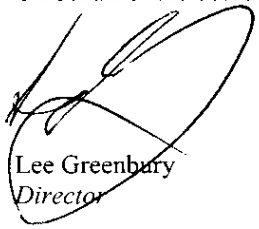
The financial statements for the period ended 31 December 2016 are set out on pages 5 to 13. The loss on ordinary activities before taxation for the period was £1,438k.

TM Corporate Holdings UK Limited actively embraces corporate and social responsibility, maintaining a positive attitude towards the environment, nutritional needs and the effect of its operations on the community at large.

Principal risks and uncertainties

The primary risk of the company is its capacity to meet future funding requirements of the subsidiary. This risk is managed in conjunction with its immediate parent company.

On behalf of the board



Lee Greenbury
Director

Shrewsbury Road
Market Drayton
Shropshire
TF9 3SQ

Directors' Report

The directors present their annual report and the financial statements for the period ended 31 December 2016.

General information

TM Corporate Holdings UK Limited is a company incorporated in the United Kingdom. TM Corporate Holdings UK Limited is a wholly owned subsidiary of TM Dairy Finance S.a.r.l. a company registered in Luxembourg. The directors consider the controlling party of the company to be Unternehmensgruppe Theo Müller S.e.c.s. a partnership whose principal place of business is 2b, rue Albert Borschette, L-1246, Luxembourg.

Company Secretary

The company made the decision not to appoint a Company Secretary.

Directors

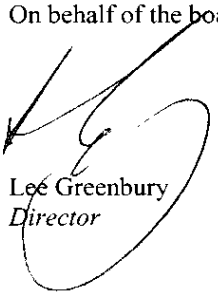
The directors of the company who were in office during the period and up to the date of filing the financial statements were:

R Kers	(appointed 22nd August 2016, resigned on 24th May 2017)
P Clancy	(appointed 16th December 2015, resigned on 22nd August 2016)
L Greenbury	(appointed 16th December 2015)
M Rana	(appointed 22nd August 2016, resigned on 24th May 2017)
A McInnes	(appointed on 24th May 2017)
B Merey	(appointed on 24th May 2017)
T Van Mourik	(appointed on 24th May 2017)

Dividends

The directors do not recommend the payment of a dividend for the period.

On behalf of the board



Lee Greenbury
Director

Shrewsbury Road
Market Drayton
Shropshire
TF9 3SQ

Statement of Directors' responsibilities in respect of the Strategic Report, the Directors' Report and the financial statements

The directors are responsible for preparing the Strategic Report, 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102, the Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102), 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 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of financial statements; and
- 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.

Statement of Comprehensive Income

for the period ended 31 December 2016

	Note	**Period ended 2016 £'000**
Revenue	*4*	**1,505**
Cost of sales		-
Gross profit		**1,505**
Administrative expenses		**(1,700)**
Operating loss	*6*	**(195)**
Finance costs	*7*	**(1,243)**
Loss before taxation		**(1,438)**
Tax on loss	*8*	**228**
Loss after taxation		**(1,210)**
Other comprehensive income		-
Total comprehensive loss for the period		**(1,210)**

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

Statement of Financial Position

at 31 December 2016

	Note	2016	
		£'000	**£'000**
Non-current assets			
Investments	*9*		**1,587,302**
			1,587,302
Current assets			
Trade and other receivables	*10*	**1,624**	
Cash and cash equivalents		**48**	
			1,672
Creditors: amounts falling due within one year	*11*		**(2,882)**
Net current (liabilities)			**(1,210)**
Total assets less current liabilities			**1,586,092**
Creditors: amounts falling due after more than one year	*12*		**(173,302)**
Net assets			**1,412,790**
Equity			
Share capital	*13*		**10**
Capital contribution reserve			**1,413,990**
Retained earnings			**(1,210)**
Total equity			**1,412,790**

Advantage is being taken of the audit exemption for subsidiary companies conferred by section 479A of the Companies Act 2006 on the grounds that for the financial period ended 31 December 2016 the company was entitled to the exemption from a statutory audit under section 479A of the Companies Act 2006 relating to subsidiary companies and that no notice has been deposited under section 476 of the Companies Act 2006 in relation to the financial statements for the financial period.

The directors acknowledge their responsibilities for ensuring that the company keep adequate accounting records which comply with section 386 of the Companies Act 2006 and preparing financial statements which give a true and fair view of the state of affairs of the company at 31 December 2016 and of its profit or loss for the period ended in accordance with the requirement of section 394 of the Companies Act 2006, and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements so for as applicable to the company.

The notes on pages 8 to 13 form part of the financial statements.

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

Lee Greenbury
Director
TM Corporate Holdings UK Limited
Registered no. 09872321

Statement of Changes in Equity
at 31 December 2016

	Share Capital	Share premium	Retained Earnings	Total Equity
	£'000	£'000	£'000	£'000
Issue of share capital	10	1,413,990	-	**1,414,000**
Loss for the financial period	-	-	(1,210)	**(1,210)**
Balance at 31 December 2016	**10**	**1,413,990**	**(1,210)**	**1,412,790**

Notes

(forming part of the financial statements)

1. General information

TM Corporate Holdings UK Limited is a company incorporated in the United Kingdom under the Companies Act 2006 and registered in England. These financial statements have been prepared in pounds Sterling because that is the currency of the primary economic environment in which the company operates. The address of the registered office is Tern Valley Business Park, Shrewsbury Road, Market Drayton, Shropshire, TF9 3SQ.

2. Statement of compliance

The financial statements of TM Corporate Holdings UK Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. The following accounting policies have been applied consistently to all the periods presented, in dealing with items which are considered material in respect to the financial statements.

Basis of preparation

The financial statements have been prepared on a going concern basis under the historical cost convention. The financial statements of the company for the period ended 31 December 2016 have been prepared in accordance with the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102) issued by the Financial Reporting Council.

All income and charges relating to the financial period to which the financial statements relate are taken into account irrespective of the date of receipt or payment. As permitted by FRS 102, the company has taken advantage of the disclosure exemptions available under that standard in relation to the presentation of a cash flow statement and related party transactions with other wholly-owned members of the Group. Where required, equivalent disclosures are given in the Group financials statements of Unternehmensgruppe Theo Müller S.e.c.s, a company registered in Luxembourg. The company prepares Group financial statements which are publically available and can be obtained as set out in note 15.

Going concern

The company's business activities, together with factors likely to affect its future development, performance and position are set out in the Strategic Report and Director's Report on pages 2 and 3. The financial position of the company and its liquidity position are laid out in these financial statements. The company has access to considerable financial resources through its parent company. As a consequence, the directors believe that the company is well placed to manage its business risks successfully.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Investments

Investments in subsidiaries are stated at cost.

Subsidiaries are all entities over which the company has the power to govern the financial and operating policies with accompanying shareholding of 100% of the voting rights.

Acquisition-related costs are expensed as incurred.

Consolidated financial statements

The company has taken exemption from s400 of the Companies act 2006 and has not prepared consolidated financial statements because the financial statements of TM Corporate Holdings UK Limited and its subsidiaries are consolidated within the consolidated financial statements of Unternehmensgruppe Theo Müller S.e.c.s. a partnership whose principal place of business is 2b, rue Albert Borschette, L-1246, Luxembourg. These financial statements are the company's separate financial statements.

Notes *(continued)*

Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for the sales of services provided in the normal course of business net of VAT. Revenue is recognised when the outcome of a transaction involving the rendering of services can be estimated reliably, by reference to the stage of completion of the transaction at the end of the reporting period. The outcome can be estimated reliably when (a) the amount of revenue can be measured reliably; (b) it is probable that the economic benefits associated with the transaction will flow to the entity; (c) the stage of completion of the transaction at the end of the reporting period can be measured reliably and (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably.

Trade receivables

Trade receivables are recognised initially at the transaction price. A provision for impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand and demand deposits.

Trade payables

Trade payables are recognised at their transaction price.

Taxation

Tax on the profit for the period comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable or receivable on the taxable income for the period, using tax rates enacted or substantively enacted at the statement of financial position reporting date, and any adjustment to tax payable in respect of previous years.

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 following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they are unlikely to reverse in the foreseeable future. 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 statement of financial position date.

Share capital

Ordinary shares are classified as equity.

Foreign currency translation

Transactions denominated in foreign currencies are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the statement of financial position date. All differences are taken to the income statement.

4. Revenue

The total revenue of the company for the period has been derived from providing a management service to other companies within the Group.

Notes *(continued)*

5. Staff costs

Directors' emoluments

	2016 £'000
Aggregate emoluments	1,103
Company contribution to money purchase pension schemes	36

The above is the only remuneration borne by TM Corporate Holdings UK Limited. The remaining remuneration to the executive directors was borne by intermediate parent companies within the controlling group, Unternehmensgruppe Theo Müller S.e.c.s., which makes no recharge to the company. The directors are directors of the parent company and a number of subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, the above details include no emoluments in respect of the directors. Their total emoluments are included in the aggregate of the directors' emoluments disclosed in the financial statements of the parent company. The company offers all employees the opportunity to join a defined contribution pension scheme. The number of directors who participated in the scheme during the period was 1. The aggregate of emoluments and remuneration of the highest paid director was £1,139k for the period. Included within this amount was £36k in contributions in respect of a defined contribution pension scheme.

Number of employees

The average monthly number of employees during the period was 1.

6. Operating loss

Operating loss is stated after charging:	2016 £'000
Net foreign exchange losses	6

7. Finance costs

	2016 £'000
Group interest payable	1,243

8. Tax on (loss)

	2016 £'000
Current tax	
UK corporation tax charge/(credit)	(228)

Notes *(continued)*

Factors affecting the tax (credit) for the period
The tax credit for the period is lower than that arising from applying the standard rate of corporation tax in the UK. The difference is explained below:

	2016 £'000
Profit/(loss) before taxation	**(1,438)**
Profit/loss) before taxation multiplied by the standard rate of UK corporation tax of 20%	**(288)**
Effects of:	
Expenses not deductible for tax purposes	60
Tax charge/(credit) for the period	(228)

Factors affecting the tax charge/(credit) for future periods

Changes to the UK corporation tax rates were substantively enacted as part of the Finance Bill 2015 on 26 October 2015 and Finance Bill 2016 on 7 September 2016. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 17% from 1 April 2020..

9. Investments

	2016 £'000
Investment in Muller Dairy UK Limited	**1,110,000**
Investment in TM UK Production Limited	**284,000**
Investment in Muller Service Limited	**20,000**
Investment in TM Dairy Services Jersey Limited	**173,302**
	1,587,302

The company owns 100% of the ordinary share capital of Muller Dairy UK Limited, TM UK Production Limited and Muller Service Limited whose principal place of business and registered address is Tern Valley Business Park, Shrewsbury Road, Market Drayton, Shropshire TF9 3SQ. The company also owns 100% of the ordinary share capital of TM Dairy Services Jersey Limited whose principal place of business and registered address is 22 Grenville Street, St Helier, Jersey JE4 8PX. During the year no dividends were received from any of the above entities.

10. Trade and other receivables

	2016 £'000
Amounts owed by group undertakings	**1,624**
	1,624

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

Notes *(continued)*

11. Creditors: amounts falling due within one year

	2016 £'000
Amounts owed to group undertakings	**2,715**
Accruals	**167**
	2,882

Amounts due to related parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

12. Creditors: amounts falling due after more than one year

	2016 £'000
Loan from group undertakings	**173,302**

Loan from group undertaking is unsecured, due for repayment on 29th October 2021 and has an interest rate of 4.31%.

13. *Share capital*

	2016 £'000
Allotted, called up and fully paid	
1,020,400 Ordinary shares of £0.01 each	**10**

On 13th November TM Corporate Holdings UK Limited was incorporated by TM Dairy (UK Holding) S.a.r.l. by issuing 1 share of £1. On 18th December this share was sub-divided into 100 shares of £0.01. On 15th January 2016 TM Corporate Holdings allotted 999,900 shares of £0.01. On 26th August 2016 TM Corporate Holdings UK Limited issued 20,400 A class shares with a nominal value of £0.01.

14. Pension costs

The company contributes to the personal pension schemes of certain employees. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the funds.

	2016 £'000
Contributions payable by the company for the period	**36**

Notes *(continued)*

15. Control

TM Corporate Holdings UK Limited is a subsidiary of TM Dairy Finance S.a.r.l. a company registered in Luxembourg. The directors consider the controlling party of the company to be Unternehmensgruppe Theo Müller S.e.c.s. a partnership whose principal place of business is 2b, rue Albert Borschette, L-1246, Luxembourg. This is the parent undertaking of the largest and smallest group which will include Müller Dairy (UK) Limited for which consolidated financial statements are prepared and can be obtained upon request in writing to the above address. The ultimate controlling party is Herr Theo Müller.

16. Related party transactions

All transactions are conducted under normal commercial terms.

The company has adopted the Financial Reporting Standards (FRS) 102 and has applied the Reduced Disclosure Framework in regards to related party transactions. These financial statements are consolidated within the consolidated financial statements of Unternehmensgruppe Theo Müller S.e.c.s. whose financial statements are available upon request in writing to the above address.