Wittington
INVESTMENTS

Financial Statements

14 September 2024

Wittington Investments Limited
Registered number 00366054

Contents

Strategic report

Group Business Model and Strategy

The business of Wittington Investments Limited ('Wittington' or 'the Company') and its subsidiaries (the 'Group') is the management of investments in a wide range of assets.

The Group's investments are managed in five businesses, being Luxury Retail, Real Estate, Hotels, Other Investments and Associated British Foods plc ('ABF'). The latter refers to the Group's 56.6% shareholding in ABF (2023: 56.2%), which is quoted on The London Stock Exchange.

The Group takes a long-term approach to investment and is committed to increasing shareholder value through sound business decisions which will deliver sustainable growth in earnings and dividends.

Given the materiality of the ABF business and for ease of cross-reference to the published financial statements of ABF, the directors have elected to provide additional information in the notes which follow setting out the contribution of the ABF business to the consolidated financial statements of the Group. **For clarity, all references to the ABF business are shown in *italics* in the notes to these statements and are consistent with the published financial statements of ABF.**

The Garfield Weston Foundation ("The Foundation") is an English charitable trust, established in 1958 by the late W Garfield Weston. As at 14 September 2024, the Foundation holds 683,073 shares (2023 - 683,073) in Wittington representing 79.2% (2023 – 79.2%) of the Group's issued share capital and is, therefore, the Group's ultimate controlling party.

The Trustees of the Foundation made total grants of £100.6 million (year to 5 April 2024) in support of 1,797 appeals (2023: £91.1 million in support of 2,147 appeals). The Foundation accepts appeals from UK registered charities. No applications from individuals are considered and the Trustees do not typically fund projects outside the UK.

Business Strategies

Luxury Retail
Luxury Retail comprises Fortnum & Mason plc and Heal & Sons Ltd, two long-established retailers. The aim for each of these businesses is to build a sustainable and profitable business over the long term by providing an outstanding customer experience through all channels and by developing the product offer. They also aim to develop their respective digital businesses and, where appropriate, international activities.

Real Estate
The Group invests in high-quality investment properties in the retail, office and distribution sectors across the UK. It also takes strategic positions in selected development opportunities, alongside local partners or sector specialists, where it can use its patient capital to unlock the potential in those sites.

Hotels
As an extension of its Real Estate strategy, the Group invests in hotels with high-quality real estate backing and with a broad mix of customers from corporate, event and leisure markets.

Other Investments
The Group invests in a variety of credit and equity strategies via public and private funds alongside a small portfolio of direct private equity investments. It seeks to achieve attractive risk-adjusted returns from diverse sources within this segment, owning assets which provide a mix of income and capital appreciation.

Associated British Foods plc
ABF is a diversified international food, ingredients and retail Group with revenue of £20.1bn, 138,271 employees and operations in 56 countries across Europe, southern Africa, the Americas, Asia and Australia. Further details can be found in ABF's Annual Report 2024 which can be found at www.abf.co.uk.

Business Review

Luxury Retail

Fortnum & Mason

Fortnum & Mason's financial year saw total revenue grow 9% to £228.3m (2023: £208.6m). Profit before taxation grew to £9.2m (2023: £7.5m) and EBITDA grew to £19.8m (2023: £16.0m). Capital investment in the year amounted to £5.8m (£2023: £8.2m) centred on continuing improvements in customer services across digital and physical channels. Closing cash was £35m (2023: £21m), with no debt. The directors declared a dividend of 16p per ordinary share on 25 November 2024 (2023: £nil).

Heal's

Heal's revenue declined marginally to £34.8m (2023: £37.4m), while profitability declined to a net loss of £1.2m (2023: net profit of £0.9m). However, Heal's continues to generate a positive EBITDA and the underlying performance remains sound. The strategic focus of the company going forward is to capitalise on its new store layout on Tottenham Court Road and to grow its online presence, which now accounts for half of sales revenue.

Real Estate

One property was acquired during the year with an aggregate consideration of £18m. Income grew to £14.0m (2023: £12.3m) while the net loss in the year of £4.3m (2023: loss of £8.3m) included an aggregate impairment charge of £16.4m (2023: £13.6m) in respect of the carrying value of some of the office properties. Over the year, 99.0% of rents demanded were collected (2023: 99.9%) comparing favourably with the sector as a whole.

Hotels

Richmond Hill Hotel
Richmond Hill Hotel continued to benefit from strong demand in the leisure market. Revenue for the period was the highest in the hotel's history at £10.3m (2023: £10.1m), whilst current and future bookings remain strong. Operating profit increased to £1.2m (2023: loss of £2.7m, including a one-off impairment).

Other Investments

Over the year, the Group was active in terms of allocating to higher return-seeking assets, re-deploying from its cash and near-cash resources. A cornerstone passive equity investment into a global equity fund was completed and further commitments made to certain private equity strategies, amounting to approximately £122m of new equities exposure. Investments and commitments were made to a variety of credit strategies totalling some £376m. This included allocations to high yield bond funds, direct lending funds and opportunistic credit funds. The strength of the US stock market and the technology sector in particular delivered very good performance from our equities portfolios. Higher base rates of interest in major markets have also underpinned strong credit returns. Unrealised foreign exchange losses suppressed underlying performance; overall the net profit from this segment increased to £96m (2023: £36m).

Associated British Foods plc

FY24 was a year of very strong financial and operational progress across ABF, with substantial improvements in profitability, excellent cash generation and strong returns as a result of consistent, multi-year investment and a broad return to normality in ABF's markets and supply chains.

Primark achieved good sales growth with significant recovery in margin. Its low-cost model is as strong as ever, as it maintains relentless focus on delivering great-value clothing and a unique store experience underpinned by a step up in investment in strategic initiatives across digital, product and brand. It is expected that new stores across Europe and the US will help to drive sustainable growth over the medium and long term. ABF's food businesses delivered good growth and strong profitability, benefitting from an easing in input costs, as well as increased investment in marketing, strong commercial execution and good product innovation.

Looking ahead, ABF is well-positioned. Strong cash flow generation is enabling disciplined capital allocation to growth opportunities. Ongoing multi-year projects are delivering ABF's focused sustainability priorities. ABF's long-term, patient investment approach will deliver strong returns and continue to create value for all stakeholders.

ABF posted statutory operating profit for the year of £1,932m (2023: £1,383m) after exceptional charges of £35m (2023: £109m) (see note 4). Given the strength of ABF's balance sheet and its confidence in the future, ABF announced a special dividend of 27 pence per share and a third share buyback programme of up to £500m on November 5th 2024.

Directors' duties

The directors are required to act in a way which they consider, in good faith, is most likely to promote the success of the Company for the benefit of its members as a whole and, in doing so, have regard to the matters set out in section 172(1) (a) to (f) of the Companies Act 2006.

Stakeholder engagement

The Company engages regularly with stakeholders at Group and/or business unit level, depending on the particular issue. Regardless of the legal duties, the directors consider regular engagement with stakeholders to be part and parcel of our value of progressing through collaboration and to be fundamental to the success of the Group.

The Board has identified the following stakeholder groups with whom engagement is fundamental to the Group's ongoing success:

1. **The Garfield Weston Foundation:** The largest single shareholder of the Group is the Garfield Weston Foundation, a charitable grant-making body which supports a wide range of causes across the UK. The Group engages regularly with the Foundation to understand its grant pipeline and to ensure that it is in a position to pay dividends to a level commensurate with the Foundation's objectives. An additional key concern for the Foundation is that the Group operate with high ethical standards so as not to undermine the Foundation's charitable aims and objectives.
2. **Governments:** The Group is impacted by changes in laws and public policy. The key issues of concern in relation to the government are regulatory changes (including tax legislation), climate and environmental related matters and support of businesses and workers. The directors of the Group engage with this stakeholder group in various ways including meetings, responding to requests for inputs (e.g. on sustainability reporting guidelines) and applications to participate in government schemes.
3. **Communities and the environment:** As the Group's controlling shareholder, the Foundation is heavily engaged in national efforts to mitigate climate change. This is primarily achieved through the award of grants to relevant bodies. Through the ABF business segment, the Group is also engaged in community relations at a national and international level and with the design and implementation of strategies to promote climate change mitigation and a circular economy. ABF engages with these stakeholder groups in various ways including coaching and training programmes and community programmes and schemes.
4. **Customers / consumers:** The Group depends heavily on its reputation with customers, in the UK and globally, across its grocery, retail and hotel operations. The key issues of concern to customers are health and safety, products and services, value for money, availability of products and services, impact on the environment, store and hotel environments and customer relations. The business engages with this stakeholder group in various ways including customer surveys, labelling, social media and customer/consumer information lines.

5. **Employees:** Our people are central to our success. The Group employs 139,586 people of which 138,271 are employed by ABF. Given this, responsibility for engagement with employees lies principally with the ABF business segment. ABF engages with its employees in various ways including email, health and safety programmes, intranet, newsletters, surveys, town halls, training, virtual meetings and notice boards. The key issues of concern to employees are health and safety, engagement & development and diversity & inclusion.

   The Group is committed to an active equal opportunities policy from recruitment and selection, through training and development, performance reviews and promotions to retirement. It is our policy to promote an environment free from discrimination, harassment and victimisation, where everyone receives equal treatment regardless of gender, colour, ethnic or national origin, disability, age, marital status, sexual orientation or religion. All decisions relating to employment practices are objective, free from bias and based solely upon work criteria and individual merit. It is our policy that people with disabilities who fulfil the minimum criteria should have full and fair consideration for all vacancies. We endeavour to retain employees in the workforce if they become disabled during employment. It is the Group's policy to provide continuing employment wherever practicable in the same or an alternative position and to provide appropriate training to achieve this aim.

6. **Suppliers:** Through the ABF business segment, the Group is indirectly dependent on many complex supply chains operating at an international level. The key issues of concern with regards to supply chains are payment practices, responsible sourcing and supply chain sustainability & responsibility. The Group engages with this stakeholder group in various ways including conversations (face-to-face or virtual), training, communications fora, correspondence, press releases and audits.

Principal decisions

The directors decided to pay a first interim dividend in January 2024 and a second interim dividend in July 2024, with the primary beneficiary of the decision being the Garfield Weston Foundation and – indirectly – the recipients of the grants awarded by the Foundation.

The Directors agreed a first interim dividend of £86.50 per share, paid in January 2024 which, together with the second interim dividend paid in July 2024 of £92.00 per share, made a total of £178.50 per share for the year, representing 44% of distributable profit.

The decision to pay both dividends factored in the net cash position before lease liabilities for the Group of £2.4 bn at the 2023 year end.

Non-Financial and Sustainability Information Statement

The Group Board recognises that climate change represents a material risk throughout its supply chains and poses challenges to some of its businesses worldwide. The Board wholly support policies that are aligned with the goals of the 2015 Paris Climate Agreement to limit the rise in global temperatures to well below 2˚C above pre-industrial levels, and to pursue efforts to limit the temperature increase even further to 1.5˚C.

Wittington Group has included climate-related financial disclosures in accordance with the Companies (Strategic Report) (Climate-related Financial Disclosure) Regulations 2022 (SI 2022/31).

Governance

The Board is responsible for overseeing climate-related issues across the Group. The Board reviews each business segment in depth every year, which will include a review of material ESG issues.

Risk management

The Board is accountable for effective risk management, for agreeing the principal, including emerging, risks facing the Group and ensuring they are successfully managed.

The process for identifying, assessing and managing climate-related risks is the same as for other risks within the Group and sits with the business where the risk resides.

These risks, including climate risks, are collated and reviewed at both a business and divisional level, and then reported to the Chief Financial Officer who reviews the key risks with the Board.

Strategy and action, metrics and targets

Wittington operates a decentralised business model because the Group Board believes in giving the leaders of its businesses the scope and accountability to create and run the best businesses they can. They are therefore responsible for identifying and implementing strategies that both create value and ensure value is protected by taking action to mitigate or adapt to the impacts of climate change. Enabling decision-making by the people closest to these issues, with the closest relationships with the stakeholders affected, provides resilience, agility and flexibility in planning, allowing for quick action on impacts and opportunities.

Climate risks and opportunities

The ABF division accounts for the most material climate risks and opportunities in the Wittington Group.

ABF comprises businesses that provide safe, nutritious and affordable food, and clothing that is great value for money. There will be many value creation opportunities which ABF's businesses will be well positioned to take advantage of as the world transitions to a low carbon economy. There will also be physical and transitional climate risks which they may be susceptible to. Many of ABF's businesses rely on agricultural crops with complex supply chains which are spread across the world. Long-term climate change will impact agricultural crops and workers while extreme weather events have the potential to cause disruption across value chains.

Cross-functional teams within the ABF business worked with third-party experts to understand climate-related, physical and transition risks and opportunities. These were included in the Group's scenario analysis.

Non-Financial and Sustainability Information Statement *continued*

The scenario analysis included the following scenarios:

Warming trajectory by 2100	Transitional scenarios[1]	Physical scenarios[2]
< 2˚ C	CNet Zero Emissions by 2050 Scenario ('NZE') (1.5˚ C) Sustainable Development Scenario ('SDS')	RCP2.6
2-3˚ C	Stated Policies Scenario ('STEPS')	RCP4.5
~4˚C		RCP8.51

1. The International Energy Agency's scenarios have been used to assess transition impacts with each scenario built on a set of assumptions on how the energy system might evolve. Each scenario has a different temperature outcome. ABF used scenarios covering 1.5˚ C, <2˚ C and <3˚ C.
2. ABF used the Intergovernmental Panel on Climate Change's Representative Concentration Pathways (RCP) to assess physical climate risk. RCPs are commonly used by climate scientists to assess physical climate risk, with each pathway representing a different greenhouse gas concentration trajectory which can then be translated into global warming impacts. ABF used climate data from the World Climate Research Programmes Coupled Model Intercomparison Project – Phase 5 (CMIP 5 adjusted for spatial resolution and bias corrected) to do this translation. RCPs feed into climate, crop and flood models. There are four RCP pathways with RCP8.5 representing the worst case scenario.

The impact of compounding means that even small changes in assumptions can lead to a significant range of outcomes from climate models and scenarios. ABF therefore placed more emphasis on projections to 2030, using them for action planning, and used projections to 2050, where there is more uncertainty, to check sense of direction and consider the resilience of ABF's businesses should certain hypothetical scenarios take place.

Risks and opportunities have been considered over the following time horizons:

	Years	Rationale
Short-term	2025	Mid-decade
Medium-term	2030	The most financially material businesses, ABF Sugar, Primark and Twinings have set 2030 emission targets, which are supported by emission reduction plans
Long-term	2050	2050 is consistent with many national and industry targets. Primark is aligned with the UNFCCC Fashion Industry Charter goal of net zero emissions across all three Scopes by 2050

ABF's risk assessment process identified the following climate risks and opportunities that may have a significant impact on ABF; these are denoted in *italics* below.

Determining the potential impact of climate risks and the size of climate opportunities is challenging. Climate models include several fixed assumptions and there is significant uncertainty around the impacts of climate change and how governments will respond to its threats.

Impact assessment	Description
Low	Projected impacts from scenario analysis are positive or not significant
Medium	Impacts not judged to be significant once mitigating actions are considered
High	Impacts judged to be significant even after mitigating actions have been considered

Note: "Significance" refers here to the considered impact of climate risks and opportunities on the Group's financial performance and position

1. ***Climate impact on cotton yields (Primark)***

2024 assessment

Medium term: **Low** *Long-term* **Medium**

Metrics for mitigating actions & targets:

– Proportion of cotton clothing sales (units) that contains cotton that is organic, recycled or sourced from Primark's Sustainable Cotton Programme (%): 100% by 2027. **2024: 57% (2023: 46%)**

– Number of farmers trained in Primark's Sustainable Cotton Programme: 275,000 by end of 2023. **2024: 309,394**

2. ***Climate impact on Illovo's sugar yields (Malawi, South Africa, Tanzania and Zambia)***

2024 assessment

Medium term: **Low** *Long-term* **Medium**

Metrics for mitigating actions & targets:

– Sugar production (tonnes). **2024: 3,200kt (2023: 2,800kt)**

– AB Sugar has a target to reduce its end-to-end supply chain water usage by 30% vs 2017/2018 by 2030 **2024: 6.7% increase in water usage this year**

3. ***Impact of carbon pricing mechanisms (AB Sugar and Primark)***

2024 assessment

Medium term **Medium**

Metrics for mitigating actions & targets:

– Primark: GHG emissions: Scope 3 emissions vs target of 50% absolute reduction by 2030 vs 2018/19 baseline. **2024: 0.6% reduction vs 2018/19 baseline**

– AB Sugar: GHG emissions: Scope 1 and 2 emissions vs target of 30% absolute reduction by 2030 vs 2017/18 baseline **2024: 18% reduction vs 2017/18 baseline**

We consider that the scenario analysis performed in conjunction with the mitigating actions undertaken by our businesses demonstrate that our business models and strategy are resilient to climate change in each of the transition and physical scenarios outlined above.

Principal Risks and Uncertainties

The Group's board reviews annually the material risks facing the business together with the internal control procedures and resources devoted to them.

The principal risks currently identified are:

External Risks: the conflicts in Ukraine and the Middle East and their impact on the UK and Global economies; events impacting consumer confidence leading to reduced consumer spending; movement in exchange rates; wage and materials inflation; fluctuations in commodity and energy prices; operating in global markets; health and nutrition concerns.

Operational Risks: supply chain interruptions and labour shortages; workplace health and safety; product safety and quality; use of natural resources and managing environmental impact; ethical business practices; and breaches of IT and information security.

Energy and Global Greenhouse Gas Emissions

The Group is committed to making year-on-year improvements in operational energy efficiency.

The Group calculates and discloses GHG emissions based on the WRI/WBCSD GHG Protocol Corporate Accounting and Reporting Standard Revised Edition, except for alignment with the GHG Protocol's approach for determining organisational boundary and limitations for Scope 3 disclosures. The Group use carbon conversion factors published by the UK's Department for Business, Energy and Industrial Strategy (BEIS) in June 2022, other internationally recognised sources, and bespoke factors based on laboratory calculations at selected locations. Scope 2 market-based emissions have been calculated in accordance with the GHG Protocol Scope 2 Guidance on procured renewable energy.

ABF's emissions (Scopes 1 and 2) were 2.87 million tonnes CO_2e (2023: 2.83 million tonnes CO_2e). ABF's energy consumption reduced by 2.0% to 20,697 GWh (2023: 21,129 GWh). The principal energy efficiency measures to reduce ABF's carbon emissions include the introduction of energy monitoring systems; conversions to LED lighting; and upgrades to production machinery such as compressors and boilers to improve efficiencies.

Fortnum & Mason's emissions (Scopes 1 and 2) were 1,588 tonnes CO_2e (2023: 1,620 tonnes CO_2e) and its energy consumption was 8,118 GwH (2023: 8,089 GWh).

Corporate Responsibility

The Group's corporate responsibility activities centre on those of ABF. As a diversified international food, ingredients and retail Group with 138,271 employees and operations in 56 countries across Europe, southern Africa, the Americas, Asia and Australia, ABF takes its responsibilities to wider society seriously. ABF most recently published a full corporate responsibility report in 2023. Corporate responsibility is a central part of how the business is run and is incorporated into the day to day decision making processes. In the Corporate Responsibility Report, ABF shares information on its anti-bribery and corruption policy, whistleblowing policy, approach to human rights, social matters, environment policy, employees and diversity. Further information and a copy of the 2023 ABF Corporate Responsibility Report are available at http://www.abf.co.uk/responsibility.

ABF is committed to gender diversity and, across the business overall, the gender split is close to equal with 57% of the workforce last year being female. The Equality Act 2010 (Gender Pay Gap Information) Regulations 2017 were introduced in April 2017, and ABF has collected the required data for all of its relevant employees. Further details for each of the UK legal entities that are required to report data is published online and submitted to the Government's Gender Pay Reporting website in accordance with the legislation. Further information can be found in in the ABF 2024 Annual Report at http://www.abf.co.uk/investors/results-reports-presentations/annual-reports.

Being a responsible company means respecting the human rights of all the people who interact with the business, whether they are direct employees, temporary workers or those in the supply chain. ABF's approach to human rights and the steps it takes to try to ensure that modern slavery, in any of its forms, is not present within its operations or supply chains is set out in its 2024 Modern Slavery and Human Trafficking Statement. Many of the businesses have compiled their own statements, and all published statements can be found at http://www.abf.co.uk/responsibility.

ABF is committed to maintaining the highest standard of ethics and compliance with all relevant laws wherever it does business. Compliance with anti-bribery and anti-corruption laws is an essential part of this and ABF maintains a robust compliance system which is designed to respect both the spirit and letter of the relevant laws. A copy of the Group's Anti-Bribery and Corruption Policy is available at http://www.abf.co.uk/responsibility.

Effective and honest communication is essential if malpractice and wrongdoing are to be dealt with effectively. ABF's Whistleblowing Policy provides guidelines for people who feel they need to raise certain issues in confidence. A copy of the Whistleblowing Policy is available at http://www.abf.co.uk/responsibility.

Fortnum & Mason, as a business that has been around for over 300 years, sees its primary responsibility as conducting business today in a way that truly considers the next 300 years. Fortnum & Mason's strategy is called Future Matters within which are four sustainability and social responsibility pillars: People, Product, Packaging and Planet. These drive a commitment to doing more things more often to create long-lasting change, with the help of suppliers, employees and customers. More information is available in the Fortnum & Mason PLC Annual Directors Report and Consolidated Financial Statements which can be found at the Companies House website (https://find-and-update.company-information.service.gov.uk/).

Geopolitical uncertainty

Our management teams in all business segments continue to monitor cost inflation closely. Whilst cost inflation has decreased in many parts of the global economy, the escalation of conflict in the Middle East has added further risk to an already fragile geopolitical and economic environment. Its impacts on the Group's trading and investing activities will depend on the duration of the current crises in Ukraine and the Middle East, on geopolitical repercussions and on central bank responses to inflation.

For the avoidance of doubt, the Group does not have any operations or investments in Russia.

Sir Guy Weston
Chairman

16 December 2024

Wittington Investments Limited
Registered office:
Weston Centre
10 Grosvenor Street
London
W1K 4QY

Company Number 00366054

Directors' report

The directors present their annual report and audited financial statements for the 52 weeks ended 14 September 2024, in accordance with section 415 of the Companies Act 2006. The Board considers that the Group's Report and Accounts 2024, taken as a whole, is fair, balanced and understandable and provides information necessary for shareholders to assess the Group's performance, business model and strategy.

Given the materiality of the ABF (Associated British Foods plc) business segment and for ease of cross-reference to the published financial statements of ABF, the directors have elected to provide additional information in the notes which follow setting out the contribution of the ABF business segment to the consolidated financial statements of the Group. For clarity, all references to the ABF business segment are shown in *italics* in the notes to these statements and are consistent with the published financial statements of ABF.

Results and Dividends

The consolidated income statement is on page 13. Profit for the period amounted to £1,579m (2023: £1,099m). Dividends paid amounted to £154m (2023: £128m). Dividends are detailed in note 8. Profit for the financial period attributable to equity shareholders amounted to £922m (2023: £618m).

Future business developments

Future business developments are outlined in the Strategic Report in the sections concerned with Business Strategies and Business Review.

Directors

The Directors who held office throughout the year were as follows:

Sir Guy Weston (Chairman)
Emma Adamo
Sir Harry Djanogly
Martin Hattrell
Anna Catrina Hobhouse
Charles Mason
Lindsay Pearson
Alannah Weston (resigned 12 December 2023)
Garth Weston
George Weston
Graham Weston

The Company Secretary was Jennifer Dooley.

Directors' Indemnities

The Group has in place appropriate directors' and officers' liability insurance cover in respect of legal action against its executive and non-executive directors amongst others. The directors of a subsidiary company that acts as trustee of a pension scheme benefited from a qualifying pension scheme indemnity provision during the financial year and at the date of the ABF 2024 Annual Report. Other than these, there were no qualifying third-party indemnity provisions provided by the Group or its subsidiaries during the financial year and as at the date of the ABF 2024 Report.

Controlling Shareholder Relationship Agreement

Any person who exercises or controls, on their own or together with any person with whom they are acting in concert, 30% or more of the votes able to be cast at general meetings of a UK listed company are known as a 'controlling shareholder' under the UK Listing Rules. The Group and, through their control of the Group, the trustees of the Garfield Weston Foundation are controlling shareholders of ABF. On 14 November 2014, Wittington and the trustees of the Foundation entered into a relationship agreement with ABF (the 'Relationship Agreement') as required by the then provisions of the UK Listing Rules. The Relationship Agreement remains in force and contains certain independence-related undertakings from the controlling shareholders.

Controlling Interest

Details of a controlling interest in the shares of the Group are given in note 31. Other than as noted, so far as is known, no other person holds or is beneficially interested in a disclosable holding in the Group.

Branches

The Group, through various subsidiaries, has established branches in a number of different countries in which the Group operates.

Engagement with suppliers, employees, customers and others in a business relationship with the company

The way the Group engages with stakeholders is outlined in the Strategic Report in the section concerned with directors' duties.

Political donations

During the year, the Group did not make any political donations or incur any political expenditure (within the ordinary meaning of those words) in the UK. However, under the wider definition of those terms in Part 14 of the Companies Act 2006, ABF paid costs totalling approximately £12,200 during the year for attendance of employees at the Conservative and Labour Party Conferences which could potentially fall within that wider definition. The Group did not make any contributions to non-UK political parties during the year.

Directors' report

Research and development

Innovative use of existing and emerging technologies will continue to be crucial to the successful development of new products and processes for the Group.

ABF has a technical centre in the UK at the Allied Technical Centre. R&D facilities also exist across ABF, including at: ACH Food Companies in the USA; AB Mauri in Australia and the Netherlands (including the Global Technology Centre); AB Enzymes in Germany; and the Roal joint venture pilot plant in Rajamäki, Finland. These centres support the technical resources of the ABF operating divisions in the search for new technology and in monitoring and maintaining high standards of quality and food safety. ABF also acquired National Milk Records plc in 2023 (see further details on page 48) which invests in an innovative range of milk quality, herd health and genomic testing services, generating data and building robust insights that empower farmers to make informed decisions on cow productivity.

Financial risk management

Details of the Group's use of financial instruments, together with information on our risk objectives and policies and our exposure to price, credit, liquidity, cash flow and interest rate risks, can be found in note 27.

Disclosure of information to auditors

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the auditor is unaware, and each director has taken all the reasonable steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information. For these purposes, relevant audit information means information needed by the auditor in connection with the preparation of its report on pages 10-12.

Auditors

In accordance with section 485(4) of the Companies Act 2006, a resolution for the re-appointment of Ernst & Young LLP as auditors of the Group will be proposed at the forthcoming annual general meeting.

Corporate Governance

Maintaining effective corporate governance is fundamental to the Board's ability to discharge its duties to shareholders.

The Board acknowledges its responsibilities for the system of internal control to facilitate the identification, assessment and management of risk. Effective controls ensure that the Group's exposure to avoidable risk is minimised, that proper accounting records are maintained, that the financial information used within the business is reliable and that the consolidated accounts preparation and financial reporting processes comply with all relevant regulatory reporting requirements. The directors confirm that there is a process for identifying, evaluating and managing the risks faced by the Group and the operational effectiveness of the related controls. They also confirm that they have regularly reviewed the system of internal controls.

Going concern

Our management teams in all business segments continue to monitor cost inflation closely. Whilst cost inflation has decreased in many parts of the global economy, the escalation of conflict in the Middle East has added further risk to an already fragile geopolitical and economic environment. Its impacts on the Group's trading and investing activities will depend on the duration of the current crises in Ukraine and the Middle East, on geopolitical repercussions and on central bank responses to inflation.

For the avoidance of doubt, the Group does not have any operations or investments in Russia.

The directors believe the Group's resilience has been evidenced by the growth in operating cash flows achieved over the periods of greatest trading uncertainty (FY20-FY23) and believe that the Group is well placed to trade through future uncertainty with adequate resources to continue to meet its commitments when called. As such these financial statements are prepared on a going concern basis (see note 1).

Sir Guy Weston 16 December 2024
Chairman

Wittington Investments Limited
Registered office:
Weston Centre
10 Grosvenor Street
London
W1K 4QY

Company Number 00366054

Statement of directors' responsibilities

Statement of directors' responsibilities in respect of the annual report and the financial statements

The directors are responsible for preparing the Strategic Report, the Directors' Report and the Group and parent company financial statements in accordance with applicable UK law and regulations.

Company law requires the directors to prepare Group and parent company financial statements for each financial year. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and UK Adopted International Accounting Standards ('UK Adopted IFRS'). The directors have elected to prepare the parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' ('FRS 101').

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent company and of their profit or loss for that period.

In preparing each of the Group and parent company financial statements, the directors are required to:

- select suitable accounting policies in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in UK Adopted IFRS, and in respect of the parent company financial statements, FRS 101, is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Group and company financial position and financial performance;
- for the Group financial statements, state whether UK Adopted IFRS have been followed, subject to any material departures disclosed and explained in the financial statements;
- for the parent company financial statements, state whether applicable UK Accounting Standards including FRS 101 have been followed, subject to any material departures disclosed and explained in the parent company financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's and Group's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and the Group and enable them to ensure that the parent company and the Group financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the parent company and the Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Strategic Report and Directors' Report which comply with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility statement of the directors in respect of the annual report

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with the applicable set of accounting standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole; and
- the Strategic report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as whole, together with a description of the principal risks and uncertainties that they face.

On behalf of the Board

Sir Guy Weston
Chairman
16 December 2024

Wittington Investments Limited
Registered office:
Weston Centre
10 Grosvenor Street
London
W1K 4QY

Company Number 00366054

Independent Auditor’s Report

to the Members of Wittington Investments Limited

Opinion

We have audited the financial statements of Wittington Investments Limited (‘the parent company’) and its subsidiaries (the ‘group’) for the 52 weeks ended 14 September 2024 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated and company balance sheet, consolidated cash flow statement, the consolidated and company statement of changes in equity and the related notes 1 to 31, including a summary of material accounting policy information. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards, including FRS 101 “Reduced Disclosure Framework” (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group’s and of the parent company’s affairs as at 14 September 2024 and of the group’s profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC’s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors’ assessment of the group and parent company’s ability to continue to adopt the going concern basis of accounting included:

- Understanding the process taken by management to evaluate the operational and economic impacts of macroeconomic factors on the group and to reflect these in the group’s forecasts;
- Challenging the assumptions underpinning the group’s forecasts and going concern period until 30 June 2026;
- Confirming the opening cash and cash equivalents to the financial statements;
- Testing the clerical accuracy of the model used to prepare the group’s going concern assessment;
- We evaluated the cash position for the next 18 months, considering cash outflows and commitments while assuming no income, and determined that the group have sufficient funds to sustain themselves; and
- Assessing the appropriateness of the group’s disclosure concerning the going concern basis of preparation.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company’s ability to continue as a going concern until 30 June 2026.

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

Other information

The other information comprises the information included in the annual report set out on pages one to nine, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 9, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant frameworks are those that relate to the reporting framework (FRS 101 "Reduced Disclosure Framework", United Kingdom Generally Accepted Accounting Practice and the Companies Act 2006) and the relevant tax laws and regulations in the jurisdictions in which the group operates. In addition, we concluded that there are certain significant laws and regulations which may have an effect on the determination of the amounts and disclosures in the financial statements being those laws and regulations relating to health and safety, employee matters, food standards and food safety.
- We understood how Wittington Investments Limited is complying with those frameworks by making enquiries of management and observing the oversight of those charged with governance, the culture of honesty and ethical behaviour and whether a strong emphasis is placed on fraud prevention, which may reduce opportunities for fraud to take place, and fraud deterrence, which could persuade individuals not to commit fraud because of the likelihood of detection and punishment.
- We assessed the susceptibility of the group's financial statements to material misstatement, including how fraud might occur by meeting with management from various parts of the business to understand where it considered there was susceptibility to fraud. We also considered performance targets and their influence on efforts made by management to manage earnings. We considered the programmes and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how management monitors those programmes and controls. Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from material fraud or error.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved a focus on journal entry testing and journals indicating large or unusual transactions or meeting our defined risk criteria based on our understanding of the business and enquiries of management.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Simon O'Neill (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham

16 December 2024

Consolidated income statement

for the 52 weeks ended 14 September 2024

Continuing operations	Note	2024 £m	2023 £m
Revenue	3	**20,360**	20,028
Operating costs before exceptional items	4	**(18,535)**	(18,698)
Exceptional items	4	**(35)**	(109)
		1,790	1,221
Share of profit after tax from joint ventures and associates	13	**120**	124
Profits less losses on disposal of non-current assets		**16**	27
Operating profit		**1,926**	1,372
Adjusted operating profit	3	**1,992**	1,503
Profits less losses on disposal of non-current assets		**16**	27
Amortisation of non-operating intangibles	9	**(40)**	(41)
Acquired inventory fair value adjustments	4	**(2)**	(3)
Transaction costs	4	**(5)**	(5)
Exceptional items	4	**(35)**	(109)
Profits less losses on sale and closure of businesses	24	**26**	1
Profit before interest		**1,952**	1,373
Finance income	6	**239**	116
Finance expense	6	**(136)**	(131)
Other financial income	6	**3**	26
Profit before taxation		**2,058**	1,384
Adjusted profit before taxation		**2,098**	1,514
Profits less losses on disposal of non-current assets		**16**	27
Amortisation of non-operating intangibles	9	**(40)**	(41)
Acquired inventory fair value adjustments	4	**(2)**	(3)
Transaction costs	4	**(5)**	(5)
Exceptional items	4	**(35)**	(109)
Profits less losses on sale and closure of businesses	24	**26**	1
Taxation – UK (excluding tax on exceptional items)		**(150)**	(56)
– UK (on exceptional items)		**5**	3
– Overseas (excluding tax on exceptional items)		**(335)**	(166)
– Overseas (on exceptional items)		**1**	(66)
	7	**(479)**	(285)
Profit for the period		**1,579**	1,099
Attributable to			
Equity shareholders		**922**	618
Non-controlling interests		**657**	481
Profit for the period		**1,579**	1,099

Consolidated statement of comprehensive income

for the 52 weeks ended 14 September 2024

	Note	2024 £m	2023 £m
Profit for the period recognised in the income statement		**1,579**	1,099
Other comprehensive income			
Remeasurements of defined benefit schemes	14	**36**	(6)
Deferred tax associated with defined benefit schemes		**(10)**	4
Items that will not be reclassified to profit or loss		**26**	(2)
Effect of movements in foreign exchange		**(350)**	(473)
Net gain on hedge of net investment in foreign subsidiaries		**–**	1
Net loss on other investments held at fair value through other comprehensive income		**(5)**	–
Deferred tax associated with movements in foreign exchange		**–**	(5)
Current tax associated with movements in foreign exchange		**(2)**	6
Movement in cash flow hedging position		**(51)**	(260)
Deferred tax associated with movement in cash flow hedging position		**13**	40
Deferred tax associated with movement in other investments		**1**	–
Share of other comprehensive loss of joint ventures and associates		**(10)**	(18)
Effect of hyperinflationary economies		**59**	40
Items that are or may be subsequently reclassified to profit or loss		**(345)**	(669)
Other comprehensive loss for the period		**(319)**	(671)
Total comprehensive income for the period		**1,260**	428
Attributable to			
Equity shareholders		**752**	251
Non-controlling interests		**508**	177
Total comprehensive income for the period		**1,260**	428

Consolidated balance sheet

at 14 September 2024

	Note	2024 £m	2023 £m
Non-current assets			
Intangible assets	9	**1,905**	1,880
Property, plant and equipment	10	**6,160**	5,742
Right-of-use assets	11	**2,280**	2,362
Investment property	12	**388**	381
Investments in joint ventures	13	**288**	305
Investments in associates	13	**97**	93
Employee benefits assets	14	**1,506**	1,446
Investments	27	**205**	149
Income tax	7	**–**	23
Deferred tax assets	15	**223**	195
Other receivables	16	**37**	63
Total non-current assets		**13,089**	12,639
Current assets			
Inventories	17	**2,975**	3,246
Biological assets	18	**94**	99
Trade and other receivables	16	**1,719**	1,807
Derivative assets	27	**28**	96
Investments	27	**2,172**	1,329
Income tax		**107**	103
Cash and cash equivalents	19	**1,399**	1,596
Total current assets		**8,494**	8,276
Total assets		**21,583**	20,915
Current liabilities			
Lease liabilities	11	**(270)**	(338)
Loans and overdrafts	20	**(160)**	(169)
Trade and other payables	21	**(2,974)**	(3,000)
Derivative liabilities	27	**(97)**	(69)
Income tax		**(137)**	(117)
Provisions	22	**(78)**	(55)
Total current liabilities		**(3,716)**	(3,748)
Non-current liabilities			
Lease liabilities	11	**(2,823)**	(2,852)
Loans	20	**(454)**	(394)
Provisions	22	**(60)**	(48)
Deferred tax liabilities	15	**(716)**	(642)
Employee benefits liabilities	14	**(82)**	(75)
Total non-current liabilities		**(4,135)**	(4,011)
Total liabilities		**(7,851)**	(7,759)
Net assets		**13,732**	13,156
Equity			
Issued capital	23	**–**	–
Share premium		**382**	382
Other reserves	23	**100**	101
Translation reserve	23	**(216)**	(22)
Hedging reserve	23	**(25)**	1
Retained earnings		**8,503**	7,733
Total equity attributable to equity shareholders		**8,744**	8,195
Non-controlling interests		**4,988**	4,961
Total equity		**13,732**	13,156

The financial statements on pages 13 to 72 were approved by the Board of Directors on 16 December 2024 and were signed on its behalf by:

Sir Guy Weston
Chairman

Consolidated cash flow statement

for the 52 weeks ended 14 September 2024

	Note	2024 £m	2023 £m
Cash flow from operating activities			
Profit before taxation		**2,058**	1,384
Profits less losses on disposal of non-current assets		**(16)**	(27)
Profits less losses on sale and closure of businesses		**(26)**	(1)
Transaction costs	4	**5**	5
Finance income	6	**(239)**	(116)
Finance expense	6	**136**	131
Other financial income	6	**(3)**	(26)
Share of profit after tax from joint ventures and associates	13	**(120)**	(124)
Amortisation	9	**104**	86
Depreciation (including depreciation of right-of-use assets and investment properties)		**859**	815
Impairment of property, plant & equipment and right-of-use assets		**2**	5
Impairment of investment properties		**16**	14
Exceptional items	4	**35**	109
Acquired inventory fair value adjustments		**2**	3
Effect of hyperinflationary economies		**21**	14
Net change in the fair value of current biological assets		**(22)**	(11)
Share-based payment expense	25	**31**	18
Pension costs less contributions		**58**	(8)
Decrease/(increase) in inventories		**178**	(99)
Decrease/(increase) in receivables		**27**	(104)
Increase/(Decrease) in payables		**96**	(18)
Purchases less sales of current biological assets		**1**	(9)
Increase/(Decrease) in provisions		**30**	(27)
Cash generated from operations		**3,233**	2,014
Income taxes paid		**(370)**	(349)
Net cash generated from operating activities		**2,863**	1,665
Cash flow from investing activities			
Dividends received from joint ventures and associates	13	**108**	109
Purchase of property, plant and equipment		**(1,128)**	(1,004)
Purchase of intangibles		**(63)**	(79)
Sale of property, plant and equipment		**43**	48
Purchase of investment properties		**(25)**	(45)
Sale of investment properties		**–**	3
Purchase of subsidiaries, joint ventures and associates	24	**(93)**	(94)
Sale of subsidiaries, joint ventures and associates		**24**	66
Purchase of non-current investments		**(55)**	(26)
Redemption of non-current investments		**15**	19
Purchase of current investments	26	**(1,841)**	(1,689)
Redemption of/decrease in current investments	26	**1,115**	1,640
Interest and dividends received		**86**	54
Net cash used in investing activities		**(1,814)**	(998)
Cash flow from financing activities			
Dividends paid to non-controlling interests		**(228)**	(163)
Dividends paid to equity shareholders	8	**(154)**	(128)
Interest paid	26	**(141)**	(119)
Lease incentives received		**40**	62
Repayment of lease liabilities	26	**(351)**	(312)
Decrease in short-term loans	26	**(50)**	(13)
Increase in long-term loans	26	**66**	–
Sale of shares in subsidiary undertaking to non-controlling interests	31	**261**	–
Purchase of shares in subsidiary undertaking from non-controlling interests	31	**(562)**	(448)
Movement from changes in ABF shares held		**(20)**	(46)
Net cash used in financing activities		**(1,139)**	(1,167)
Net decrease in cash and cash equivalents	26	**(90)**	(500)
Cash and cash equivalents at the beginning of the period		**1,527**	2,100
Effect of movements in foreign exchange		**(126)**	(73)
Cash and cash equivalents at the end of the period	26	**1,311**	1,527

Consolidated statement of changes in equity

for the 52 weeks ended 14 September 2024

			Attributable to equity shareholders							
	Note	Issued capital £m	Share premium £m	Other reserves £m	Translation reserve £m	Hedging reserve £m	Retained earnings £m	Total £m	Non-controlling interests £m	Total equity £m
Balance as at 17 September 2022		–	382	97	235	84	7,308	8,106	5,316	13,422
Total comprehensive income										
Profit for the period recognised in the income statement		–	–	–	–	–	618	618	481	1,099
Remeasurements of defined benefit schemes	14	–	–	–	–	–	(3)	(3)	(3)	(6)
Deferred tax associated with defined benefit schemes		–	–	–	–	–	2	2	2	4
Items that will not be reclassified to profit or loss		–	–	–	–	–	(1)	(1)	(1)	(2)
Effect of movements in foreign exchange		–	–	–	(255)	–	–	(255)	(218)	(473)
Net loss on hedge of net investment in foreign subsidiaries		–	–	–	1	–	–	1	–	1
Deferred tax associated with movements in foreign exchange		–	–	–	(3)	–	–	(3)	(2)	(5)
Current tax associated with movements in foreign exchange		–	–	–	3	–	–	3	3	6
Movement in cash flow hedging position		–	–	–	–	(146)	–	(146)	(114)	(260)
Deferred tax associated with movements in cash flow hedging position		–	–	–	–	22	–	22	18	40
Share of other comprehensive income of joint ventures and associates		–	–	–	(10)	–	–	(10)	(8)	(18)
Effect of hyperinflationary economies		–	–	–	–	–	22	22	18	40
Items that are or may be subsequently reclassified to profit or loss		–	–	–	(264)	(124)	22	(366)	(303)	(669)
Other comprehensive income		–	–	–	(264)	(124)	21	(367)	(304)	(671)
Total comprehensive income		–	–	–	(264)	(124)	639	251	177	428
Inventory cash flow hedge movements										
Losses transferred to cost of inventory		–	–	–	–	38	–	38	30	68
Total inventory cash flow hedge movements		–	–	–	–	38	–	38	30	68
Transactions with owners										
Dividends paid to equity shareholders	8	–	–	–	–	–	(128)	(128)	–	(128)
Net movement in ABF shares held		–	–	–	–	–	(16)	(16)	(12)	(28)
Acquisition of non-controlling interests		–	–	4	7	3	(71)	(57)	(387)	(444)
Deferred tax associated with share-based payments		–	–	–	–	–	1	1	–	1
Dividends paid to non-controlling interests		–	–	–	–	–	–	–	(163)	(163)
Total transactions with owners		–	–	4	7	3	(214)	(200)	(562)	(762)
Balance as at 16 September 2023		–	382	101	(22)	1	7,733	8,195	4,961	13,156
Total comprehensive income										
Profit for the period recognised in the income statement		**–**	**–**	**–**	**–**	**–**	**922**	**922**	**657**	**1,579**
Remeasurements of defined benefit schemes	14	**–**	**–**	**–**	**–**	**–**	**20**	**20**	**16**	**36**
Deferred tax associated with defined benefit schemes		**–**	**–**	**–**	**–**	**–**	**(5)**	**(5)**	**(5)**	**(10)**
Items that will not be reclassified to profit or loss		**–**	**–**	**–**	**–**	**–**	**15**	**15**	**11**	**26**
Effect of movements in foreign exchange		**–**	**–**	**–**	**(187)**	**–**	**–**	**(187)**	**(163)**	**(350)**
Net loss on other investments held at FVOCI		**–**	**–**	**(3)**	**–**	**–**	**–**	**(3)**	**(2)**	**(5)**
Current tax associated with movements in foreign exchange		**–**	**–**	**–**	**(1)**	**–**	**–**	**(1)**	**(1)**	**(2)**
Movement in cash flow hedging position		**–**	**–**	**–**	**–**	**(29)**	**–**	**(29)**	**(22)**	**(51)**
Deferred tax associated with movements in cash flow hedging position		**–**	**–**	**–**	**–**	**7**	**–**	**7**	**6**	**13**
Deferred tax associated with movements in other investments		**–**	**–**	**1**	**–**	**–**	**–**	**1**	**–**	**1**
Share of other comprehensive income of joint ventures and associates		**–**	**–**	**–**	**(6)**	**–**	**–**	**(6)**	**(4)**	**(10)**
Effect of hyperinflationary economies		**–**	**–**	**–**	**–**	**–**	**33**	**33**	**26**	**59**
Items that are or may be subsequently reclassified to profit or loss		**–**	**–**	**(2)**	**(194)**	**(22)**	**33**	**(185)**	**(160)**	**(345)**
Other comprehensive income		**–**	**–**	**(2)**	**(194)**	**(22)**	**48**	**(170)**	**(149)**	**(319)**
Total comprehensive income		**–**	**–**	**(2)**	**(194)**	**(22)**	**970**	**752**	**508**	**1,260**
Inventory cash flow hedge movements										
Losses transferred to cost of inventory		**–**	**–**	**–**	**–**	**(4)**	**–**	**(4)**	**(4)**	**(8)**
Total inventory cash flow hedge movements		**–**	**–**	**–**	**–**	**(4)**	**–**	**(4)**	**(4)**	**(8)**
Transactions with owners										
Dividends paid to equity shareholders	8	**–**	**–**	**–**	**–**	**–**	**(154)**	**(154)**	**–**	**(154)**
Net movement in ABF shares held		**–**	**–**	**–**	**–**	**–**	**6**	**6**	**5**	**11**
Acquisition of non-controlling interests	31	**–**	**–**	**1**	**–**	**–**	**(53)**	**(52)**	**(255)**	**(307)**
Current tax associated with share-based payments		**–**	**–**	**–**	**–**	**–**	**1**	**1**	**1**	**2**
Dividends paid to non-controlling interests		**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(228)**	**(228)**
Total transactions with owners		**–**	**–**	**1**	**–**	**–**	**(200)**	**(199)**	**(477)**	**(676)**
Balance as at 14 September 2024		**–**	**382**	**100**	**(216)**	**(25)**	**8,503**	**8,744**	**4,988**	**13,732**

Notes to the consolidated financial statements

for the 52 weeks ended 14 September 2024

1. Material Accounting policies

Wittington Investments Limited ('Wittington' or 'the Company') is a private company limited by shares incorporated and registered in England, United Kingdom.

The Company's consolidated financial statements for the 52 weeks ended 14 September 2024 comprise those of the Company and its subsidiaries (the 'Group') and its interests in joint ventures and associates.

The directors authorised the consolidated financial statements for issue on 16 December 2024.

Statement of compliance

The consolidated financial statements have been prepared and approved by the directors in accordance with UK-adopted International Accounting Standards ('UK Adopted IFRS').

Given the materiality of the ABF (Associated British Foods plc) business segment and for ease of cross-reference to the published financial statements of ABF, the directors have elected to provide additional information in the notes which follow setting out the contribution of the ABF business segment to the consolidated financial statements of the Group. For clarity, all references to the ABF business segment are shown in *italics* in the notes to these statements and are consistent with the published financial statements of ABF.

The directors have elected to prepare the parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. These are presented on pages 73 to 78.

Basis of preparation

The Company presents its consolidated financial statements in sterling, rounded to the nearest million (except where otherwise indicated), prepared on the historical cost basis except that current biological assets held by ABF (Associated British Foods plc) and certain financial instruments are stated at fair value.

The preparation of financial statements under UK-Adopted IFRS requires management to make judgements, estimates and assumptions about the reported amounts of assets and liabilities, income and expenses and the disclosure of contingent assets and liabilities. The estimates and associated assumptions are based on experience. Actual results may differ from these estimates.

Judgements made by management in the application of UK-Adopted IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment next year, are discussed in note 2.

The estimates and underlying assumptions are reviewed on a regular basis. Revisions to accounting estimates are recognised from the period in which the estimates are revised.

The accounting policies set out below have been applied to all periods presented, except where stated otherwise.

Details of new accounting standards which came into force in the year are set out at the end of this note.

The Group's consolidated financial statements are prepared to the Saturday nearest to 15 September. Accordingly, these financial statements have been prepared for the 52 weeks ended 14 September 2024 (2023 - 52 weeks ended 16 September 2023).

To avoid delay in the preparation of the consolidated financial statements, the results of certain subsidiaries, joint ventures and associates are included up to 31 August each year and Fortnum and Mason plc is included up to 14 July 2024. Adjustments are made as appropriate for significant transactions or events occurring between 14 September and these other balance sheet dates.

The Group's business activities, together with factors likely to affect its future development, performance and position are set out in the Strategic report on pages 1 to 6. The Principal risks and uncertainties on page 5 and note 27 on pages 50 to 61 provide details of the Group's policy on managing its financial and commodity risks. The Group has considerable financial resources, good access to debt markets, a diverse range of businesses and a wide geographic spread. It is therefore well placed to manage business risks successfully.

Climate change

In preparing the consolidated financial statements, management has considered the impact of climate change, particularly in the context of the Non-Financial and Sustainability Information Statement set out on pages 3 to 4 and our sustainability targets. These considerations did not have a material impact on the financial reporting judgements and estimates, consistent with the assessment that climate change is not expected to have a significant impact on the Group's going concern assessment to 30 June 2026 nor the viability of the Group over the next three years.

Management has considered the impact of climate change on a number of key estimates within the financial statements, including the estimates of future cash flows used in impairment assessments of the carrying value of goodwill and other non-current assets. The assessment with respect to the impact of climate change will be kept under review by management, as the future impacts depend on factors outside of the Group's control, which are not all currently known.

Going concern

Our management teams in all business segments continue to monitor cost inflation closely. Whilst cost inflation has decreased in many parts of the global economy, the escalation of conflict in the Middle East has added further risk to an already fragile geopolitical and economic environment. Its impacts on the Group's trading and investing activities will depend on the duration of the current crises in Ukraine and the Middle East, on geopolitical repercussions and on central bank responses to inflation.

For the avoidance of doubt, the Group does not have any operations or investments in Russia.

The directors believe the Group's resilience has been evidenced by the growth in operating cash flows achieved over the periods of greatest trading uncertainty (FY20-FY23). Having reviewed the Board's best estimate of future cash flow to 30 June 2026, and having applied reverse stress tests, the possibility that the financial headroom could be exhausted is considered to be extremely remote. After making enquiries, the directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to

1. Material Accounting policies *continued*

adopt the going concern basis in preparing the consolidated financial statements. The directors understand the risks, sensitivities and judgements included in the cash flow forecast and have a high degree of confidence in these cash flows. There is substantial financial headroom between this cash flow forecast and the cash on hand and funding available to the Group over the period. This is evidenced by the net cash position before lease liabilities for the Group of £2.96bn at 14 September 2024 (2023: £2.36bn).

Basis of consolidation
The consolidated financial statements include the results of the Company and its subsidiaries from the date that control commences to the date that control ceases.

They also include the Group's share of the after-tax results, other comprehensive income and net assets of its joint ventures and associates on an equity-accounted basis from the point at which joint control or significant influence respectively commences, to the date that it ceases.

Subsidiaries are entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to direct the relevant activities of an entity so as to affect significantly the returns of that entity.

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for within equity.

All the Group's joint arrangements are joint ventures, which are entities over whose activities the Group has joint control, typically established by contractual agreement and requiring the venturers' unanimous consent for strategic financial and operating decisions.

Associates are those entities in which the Group has significant influence, being the power to participate in the financial and operating policy decisions of the entity, but which does not amount to control or joint control.

Where the Group's share of losses exceeds its interest in a joint venture or associate, the carrying amount is reduced to zero and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of an investee.

Control, joint control and significant influence are generally assessed by reference to equity shareholdings and voting rights.

Business acquisitions
On acquisition of a business, the Group attributes fair values to the identifiable assets, liabilities and contingent liabilities acquired, reflecting conditions at the date of acquisition. These include aligning accounting policies with those of the Group.

The Group finalises provisional fair values within 12 months of the date of acquisition and, where significant, reflects them by restatement of the comparative period in which the acquisition occurred. The Group measures non-controlling interests at the proportionate share of the net identifiable assets acquired.

The Group remeasures existing equity interests in the acquiree to fair value at the date of acquisition, with any resulting gain or loss taken to the income statement.

Goodwill arising on acquisition of a business is the excess of the remeasured carrying amount of any existing equity interest plus the fair value of consideration payable for the additional stake over the fair value of the share of net identifiable assets and liabilities acquired (including separately identified intangible assets), net of non-controlling interests. Total consideration does not include transaction costs, which the Group expenses as incurred.

The Group measures contingent consideration at fair value at the date of acquisition, classified as a liability or equity (usually as a liability).

Other than for the finalisation of provisional fair values, the Group accounts for changes in contingent consideration classified as a liability in the income statement.

Exceptional items
Exceptional items are those items that, in the judgement of the Directors, need to be disclosed separately by virtue of their nature, size or incidence. Items that may be considered exceptional in nature include disposals of businesses or significant assets, business restructurings, significant onerous contract charges/releases, debt repurchase costs, certain pension past service credits/costs, asset impairments/write-backs and the tax effects of these items.

The Group distinguishes between exceptional and non-exceptional impairments/write-backs on the basis of the underlying driver of the impairment, as well as the magnitude of the impairment. Drivers that are deemed to be outside of the control of the Group give rise to exceptional impairments. Additionally, impairment charges that are of a one-off nature and significant enough value to distort the underlying results of the business are considered to be exceptional.

Revenue
Revenue represents the value of sales made to customers after deduction of discounts, sales taxes and a provision for returns. Discounts include sales rebates, price discounts, customer incentives, certain promotional activities and similar items. Revenue does not include sales between Group companies.

The Group recognises revenue when performance obligations are satisfied, goods are delivered to customers and control of goods is transferred to the buyer.

In the Food businesses of ABF, the Group generally recognises revenue from the sale of goods on dispatch or delivery to customers, dependent on shipping terms, and provides for discounts and returns as a reduction to revenue when sales are recorded, based on management's best estimate of the amount required to meet claims by customers, taking into account contractual and legal obligations, historical trends and past experience.

In the Retail business of ABF, the Group generally recognises revenue from the sale of goods when a customer purchases goods, and provides for returns as a reduction to revenue when sales are recorded, based on management's best estimate of the amount required to meet claims by customers, taking into account historical trends and past experience.

Borrowing costs
The Group accounts for borrowing costs using the effective interest method. The Group capitalises borrowing costs directly attributable to the acquisition,

1. Material Accounting policies *continued*

construction or production of qualifying items of property, plant and equipment as part of their cost.

Foreign currencies

Individual Group companies record transactions in foreign currencies at the exchange rate at the date of the transaction, and translate monetary assets and liabilities in foreign currencies at the exchange rate at the balance sheet date, with any resulting differences taken to the income statement, unless designated in a hedging relationship, in which case hedge accounting applies.

On consolidation, the Group translates the assets and liabilities of operations denominated in foreign currencies into sterling at the exchange rate at the balance sheet date. The Group translates the income statements of those operations into sterling at average exchange rates.

The Group records differences arising from the retranslation of opening net assets of Group companies, together with differences arising from the restatement of the net results of Group companies from average exchange rates to those at the balance sheet date, in the statement of comprehensive income and accumulated in the translation reserve in equity.

Pensions and other post-employment benefits

The Group's pension and other post-employment benefit arrangements comprise defined benefit plans, defined contribution plans and other unfunded post-employment plans.

For defined benefit plans, the income statement charge comprises the cost of benefits earned by members and benefit improvements granted to members during the year, as well as net interest income/(expense) calculated by applying the liability discount rate to the opening net pension asset or liability.

The Group records the difference between the market value of scheme assets and the present value of scheme liabilities on a scheme-by-scheme basis as net pension assets (to the extent recoverable) or liabilities.

The Group recognises remeasurements and movements in irrecoverable surpluses in other comprehensive income.

The Group charges contributions payable in respect of defined contribution plans to operating profit as incurred.

The Group accounts for other unfunded post-employment plans in the same way as defined benefit plans.

Income tax

Income tax on profit or loss for the period comprises current and deferred tax. The Group recognises income tax in the income statement except to the extent that it relates to items taken to the statement of comprehensive income or directly to equity.

Current tax is the tax expected to be payable on taxable income for the year, using tax rates enacted or substantively enacted for the period, together with any adjustment to tax payable in respect of prior periods.

The Group provides for deferred tax using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes.

The Group does not provide for the following temporary differences: initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The Group bases the amount of deferred tax provided on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

The Group recognises deferred tax assets only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

The Group offsets deferred tax assets and liabilities if, and only if, it has a legally enforceable right to set off current tax assets and liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

As required by IAS 12, the Group has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

The Group recognises income tax arising from dividend distributions at the same time as the liability to pay the related dividend.

Financial assets and liabilities

The Group recognises financial assets and liabilities when it becomes a party to the contractual provision of the relevant financial instrument.

Trade and other receivables

The Group records trade and other receivables initially at fair value and subsequently at amortised cost. This generally results in recognition at nominal value less an expected credit loss provision, which is recognised based on management's expectation of losses without regard to whether or not a specific impairment trigger has occurred.

Other non-current receivables

Other non-current receivables comprise minority shareholdings in private companies.

The Group records minority shareholdings in designated private companies initially at fair value, including directly attributable transaction costs, and subsequently at fair value through other comprehensive income (FVOCI).

On disposal of a minority shareholding, the cumulative gain or loss previously recognised in other comprehensive income is included directly in retained earnings, without recycling it to the income statement.

Bank and other borrowings

The Group records bank and other borrowings initially at fair value, which equals the proceeds received, net of direct issue costs, and subsequently at amortised cost. The Group accounts for finance charges, including premiums payable on settlement or redemption and direct issue costs, using the effective interest rate method.

1. Material Accounting policies *continued*

Trade payables
The Group records trade payables initially at fair value and subsequently at amortised cost. This generally results in recognition at nominal value.

Other financial assets
Other financial assets are classified, at initial recognition, as valued at amortised cost or fair value through profit and loss (FVTPL). The classification of financial assets depends on the financial asset's cash flow characteristics and the business model for managing them. Financial assets at amortised cost are subject to impairments with gains and losses being recognised in the profit and loss when the assets are derecognised or impaired. Financial assets at fair value through profit and loss are typically held for trading and are carried in the statement of financial position at fair value with net changes in fair value recognised in profit and loss. Designated equity investments where the Company does not have significant influence, control or joint control are measured at FVTPL.

Cash and cash equivalents
Cash and cash equivalents comprise bank and cash balances, call deposits and short-term investments with original maturities of three months or less.

For the purposes of the cash flow statement, the Group includes bank overdrafts that are repayable on demand and form an integral part of the Group's cash management as a component of cash and cash equivalents.

Intangible assets other than goodwill
Non-operating intangible assets are intangible assets that arise on business combinations and typically include technology, brands, customer relationships and grower agreements. The Group acquires operating intangible assets in the ordinary course of business, typically including computer software, land use rights and emissions trading licences.

The Group records intangible assets other than goodwill at cost less accumulated amortisation and impairment charges.

Amortisation is charged to the income statement on a straight-line basis over the estimated useful lives of intangible assets from the date they are available for use. The estimated useful lives are generally deemed to be no longer than:

Technology and brands	– up to 15 years
Customer relationships	– up to 10 years
Grower agreements	– up to 10 years
Operating intangibles	– up to 10 years

Goodwill
Goodwill is defined under 'Business acquisitions' on page 19. Certain commercial assets associated with the acquisition of a business are not capable of being recognised in the acquisition balance sheet. In such circumstances, goodwill is recognised, which may include, but is not necessarily limited to, workforce assets and the benefits of expected future synergies.

Goodwill is subject to an annual impairment review.

Impairment
The Group reviews the carrying amounts of its intangible assets and property, plant and equipment at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the Group estimates the indicated asset's recoverable amount. For goodwill and intangibles without a finite life, the Group does this at least annually.

The Group recognises an impairment charge in the income statement whenever the carrying amount of an asset or its CGU exceeds its recoverable amount.

The Group allocates impairment charges recognised in respect of CGUs first to reduce the carrying amount of any goodwill relating to that CGU and then to reduce the carrying amount of the other assets in the CGU on a pro rata basis.

Calculation of recoverable amount
The recoverable amount of assets is the greater of their fair value less costs to sell and their value in use. In assessing value in use, the Group discounts estimated future cash flows to present value using a pre-tax discount rate reflective of current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, the Group determines recoverable amount for the CGU to which the asset belongs.

Reversals of impairment
The Group does not subsequently reverse impairments of goodwill. For other assets, the Group does reverse an impairment charge if there has been a change in the estimates used to determine the recoverable amount, but only to the extent that the new carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment charge had previously been recognised.

Property, plant & equipment
The Group records property, plant and equipment at cost less accumulated depreciation and impairment charges.

The Group charges depreciation to the income statement on a straight-line basis over the estimated useful economic lives of each item sufficient to reduce it to its estimated residual value. Land is not depreciated. Estimated useful economic lives are generally deemed to be no longer than:

Freehold buildings	up to 66 years
Plant and equipment, fixtures and fittings	
– sugar factories, yeast plants, mills and bakeries	up to 20 years
– other operations	up to 12 years
Vehicles	up to 10 years
Sugar cane roots	up to 10 years

Leases
A lease is an agreement whereby the lessor conveys to the lessee, in return for a payment or a series of payments, the right to use a specific asset for an agreed period.

Where the Group is a lessee, the following accounting policy is applied.

Right-of-use assets
The Group records right-of-use assets at cost at the commencement date of the lease, which is the date the underlying asset is available for use, less any accumulated depreciation and impairment losses, and adjusted for subsequent remeasurement of lease liabilities.

1. Material Accounting policies *continued*

Cost includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date, less any lease incentives received.

The Group charges depreciation to the income statement on a straight-line basis over the shorter of the estimated useful life and the lease term.

Lease liabilities
The Group records lease liabilities at the commencement date of the lease at the present value of lease payments to be made over the lease term, discounted using the incremental borrowing rate at the commencement date of the lease if the interest rate implicit in the lease is not readily determinable.

Lease payments include fixed payments, including in-substance fixed payments, and variable lease payments that depend on an index or a rate, less any lease incentives receivable.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

The Group subsequently measures lease liabilities at amortised cost using the effective interest rate method. The Group records the accretion and settlement of interest through accruals and reduces the carrying amount of lease liabilities for the capital element of lease payments made.

The carrying amount of lease liabilities is also remeasured when there is a change in future lease payments due to a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment of whether to purchase the underlying asset.

Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the low-value asset recognition exemption to groups of underlying leases considered uniformly low-value.

The Group expenses lease payments on short-term leases and leases of low-value assets in the income statement as incurred.

Lessor accounting
The Group classifies subleases based on the right-of-use asset of the head lease. A portion of the right-of-use asset is derecognised based on the ratio of sublease income to head lease payments. Finance lease receivables are recorded at the net investment, with any difference recognised in the income statement. Finance income is recognised over the lease term, while operating lease income is recognised on a straight-line basis.

Inventories
The Group records inventories at the lower of cost and net realisable value. Cost includes raw materials, direct labour and expenses and an appropriate proportion of production and other overheads, calculated on a first-in first-out basis.

The Group records retail inventories at the lower of cost and net realisable value using the retail method, calculated on the basis of selling price less appropriate trading margin. All retail inventories are finished goods.

On acquisition of a business, the Group records inventories at fair value. Subsequently, the Group charges the book value of the inventories to adjusted operating profit as they are sold or used. Any fair value uplift, if significant, is charged below adjusted operating profit as the inventories are sold or used.

Investment property
The Group records investment properties at cost less accumulated depreciation and impairment charges.

Impairment is determined by reference to the fair value of property estimated either by independent valuers or by the directors. Depreciation is provided where the directors consider that the residual value of major components of the property is less than current book value.

The book value of ABF's investment properties was not previously material and was included in property, plant and equipment and right-of-use assets. This book value is now more significant and the Group has decided to present these ABF assets in investment properties on the face of the balance sheet.

For ease of comparison, the comparative balance sheet has been re-presented. There is no change to any balance sheet sub-total, net assets, profit, earnings or cash flows and therefore no opening balance sheet has been disclosed. The reclassification for the 2023 opening position was £120m and for the 2023 balance sheet was £107m.

The following accounting policies relate exclusively to the income, expenditure, assets and liabilities of the Associated British Foods plc ("ABF") segment within the consolidated Group financial statements of Wittington Investments Limited ('Wittington' or 'the Company').

Share-based payments
The Group recognises the fair value of share awards at grant date as an employee expense with a corresponding increase in equity, spread over the period during which the employees become unconditionally entitled to the shares.

The Group adjusts the amount recognised to reflect expected and actual levels of vesting except where the failure to vest is as a result of not meeting a market condition.

Derivative financial instruments and hedging
The Group primarily uses derivatives to manage economic exposure to financial and commodity risks. The principal instruments used are foreign exchange , interest rate and commodity contracts, futures, swaps and options. The Group does not use derivatives for speculative purposes.

The Group recognises derivatives at fair value based on market prices or rates, or calculated using discounted cash flow or option pricing models.

The Group recognises changes in the fair value of derivatives in the income statement unless the derivative is designated in a hedging relationship, when recognition of the change in fair value depends on the nature of the item being hedged.

The purpose of hedge accounting is to mitigate the impact on the Group of changes in foreign exchange or interest rates and commodity prices.

1. Material Accounting policies *continued*

At the inception of each hedging relationship, the Group documents the hedging instrument, the hedged item, the risk management objectives and strategy for undertaking the hedge and assesses hedge effectiveness.

During the life of each hedging relationship, the Group performs testing to demonstrate that the hedge remains effective.

For derivatives hedging future cash flows, the Group recognises the change in fair value through other comprehensive income in either the cost of hedging reserve (for the element of the change in fair value relating to the currency spread) or in the hedging reserve (for the remaining change in fair value). Any ineffective portion is recognised immediately in the income statement.

When the future cash flow results in the recognition of a non-financial asset or liability, then at the time that asset or liability is recognised, the Group includes the associated gains and losses previously recognised in the hedging reserve in the initial measurement of that asset or liability.

When the future cash flow does not result in the recognition of a non-financial asset or liability, the Group includes the associated gains and losses previously recognised in the hedging reserve in the income statement in the same period in which the hedged item affects profit or loss.

Hedges of the Group's net investment in foreign operations principally comprise borrowings in the currency of the investment's net assets.

For derivative or non-derivative financial instruments used as hedges of the Group's net investment in foreign operations, the Group recognises the change in fair value through other comprehensive income in the net investment hedging reserve. Any ineffective portion is recognised immediately in the income statement.

The Group discontinues hedge accounting when a hedging instrument expires or is sold, terminated, exercised, or no longer qualifies for hedge accounting.

At that time, the Group retains the cumulative associated gain or loss recognised in the hedging reserve until the forecast transaction occurs. Gains or losses on hedging instruments relating to an underlying exposure that no longer exists are taken to the income statement.

The Group economically hedges foreign currency exposure on recognised monetary assets and liabilities but does not normally seek hedge accounting. The Group records any derivatives held to hedge this exposure at fair value through profit and loss.

Research and development

The Group expenses research and development expenditure as incurred, unless development expenditure relates to products or processes which are technically and commercially feasible, in which case it is capitalised. The Group records capitalised development expenditure at cost less accumulated amortisation and impairment charges.

Current biological assets

The Group records current biological assets at fair value less costs to sell.

The basis of valuation for growing cane is estimated sucrose content valued at estimated sucrose price for the following season, less the estimated costs for harvesting and transport.

When harvested, growing cane is transferred to inventory at fair value less costs to sell.

Grants

The Group recognises grants only when there is reasonable assurance that the Group will comply with the conditions attached and that the grants will be received. Grants receivable as compensation for expenses already incurred are recognised in profit or loss in the period in which they become receivable.

Hyperinflation

The Argentinian economy was designated hyperinflationary from 1 July 2018. The Turkish economy was designated hyperinflationary from 1 July 2022.

The Group has applied IAS 29 Financial Reporting in Hyperinflationary Economies to ABF's Argentinian operations from the beginning of the 2019 financial year and ABF's Turkish operations from the beginning of the 2022 financial year. IAS 29 requires that hyperinflationary adjustments are reflected from the start of the reporting period in which it is applied.

The adjustments required by IAS 29 are set out below:

- adjustment of historical cost non-monetary assets and liabilities from their date of initial recognition to the balance sheet date to reflect the changes in purchasing power of the currency caused by inflation, according to the official indices for Argentina published by the Federación Argentina de Consejos Profesionales de Ciencias Económicas (FACPCE) *and for Turkey published by Turkish Statistical Institute ('TUIK');*
- *adjustment of the components of the income statement and cash flow statement for the inflation index since their generation, with a balancing entry in the income statement and a reconciling item in the cash flow statement, respectively;*
- *adjustment of the income statement to reflect the impact of inflation on holding monetary assets and liabilities in local currency;*
- the financial statements of the Group's Argentinian and Turkish operations have been translated into sterling at the closing exchange rate at 14 September 2024 *(ARS 1261.46:£1; TRL 44.63:£1);* and
- *the cumulative impact corresponding to previous years has been reflected in other comprehensive income in the year.*

In Argentina, the FACPCE index was 2044.2832 at 31 August 2023 and 6883.4412 at 31 August 2024. The inflation index for the year is therefore 3.367.

In Turkey, the TUIK index was 58.94 at 31 August 2023 and 51.97 at 31 August 2024. The inflation index for the year is therefore 0.882.

The Venezuelan economy has been designated hyperinflationary for a number of years, but the impact on the Group's results remains immaterial.

1. Material Accounting policies *continued*

New accounting standards

The following accounting standards and amendments were adopted during the year and had no significant impact on the Group:

- International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)
- Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)
- Definition of Accounting Estimates (Amendments to IAS 8)
- Disclosure of Accounting policies (Amendments to IAS 1 and IFRS Practice Statement 2)
- IFRS 17 Insurance Contracts, Amendments to IFRS 17, Initial Adoption of IFRS 17 and IFRS 9 – Comparative Information

The Group is assessing the impact of the following relevant standards, interpretations and amendments that are not yet effective. Where already endorsed by the UKEB, these changes will be adopted on the effective dates noted. Where not yet endorsed by the UKEB, the adoption date is less certain:

- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16), effective 2025 financial year
- Amendments to IAS 1 Presentation of Financial Statements, effective 2025 financial year
- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1), effective 2025 financial year
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7), effective 2025 financial year
- Lack of Exchangeability (Amendments to IAS 21), effective 2026 financial year
- IFRS 18 Presentation and Disclosures in Financial Statements, effective 2028 financial year (not yet endorsed by UKEB)
- Amendments to the Classification and Measurement of Financial Instruments effective 2027 financial year (not yet endorsed by UKEB).

2. Significant accounting estimates

In applying the accounting policies detailed on pages 18 to 25, the directors have made estimates in a number of areas. The actual outcome may differ from those estimates. Key sources of estimation uncertainty at the balance sheet date, with the potential for material adjustment to the carrying value of assets and liabilities within the next financial year, are set out below.

Forecasts and discount rates

The carrying values of a number of items on the balance sheet are dependent on estimates of future cash flows arising from the Group's operations and investments which, in some circumstances, are discounted to arrive at a net present value.

Assessment for impairment involves comparing the book value of an asset with its recoverable amount (being the higher of value in use and fair value less costs to sell). Value in use is determined with reference to projected future cash flows discounted at an appropriate rate. Both the cash flows and the discount rate involve a significant degree of estimation uncertainty.

Further details are included in note 9 for intangible assets, note 10 for property, plant and equipment and note 12 for investment property.

The recovery of deferred tax assets is dependent on the generation of sufficient future taxable profits. The Group recognises deferred tax assets to the extent that it is considered probable that sufficient taxable profits will be available in the future. This involves a significant degree of estimation uncertainty.

When considering sources of future taxable profit, the Group firstly considers existing deferred tax liabilities. However, the majority of deferred tax assets are recognised based on future profit forecasts, including the deferred tax assets in ABF's most material jurisdictions of the United Kingdom, the United States, Australia, Germany and Spain.

When relying on profit forecasts, the assessment of whether to recognise deferred tax assets is based on the following year's budget and expectations of the future performance of individual businesses (or groups of businesses in the case of national tax groups). Where possible, this is consistent with forecasts used for impairment assessments. Forecasts for impairment assessments are discounted, but this is not permitted for recognition of deferred tax assets.

Deferred tax assets are reduced when it is no longer considered probable that the related tax benefit will be realised.

The widespread nature of the ABF's activities across multiple jurisdictions means that it is not practical to provide detailed sensitivities in respect of individual deferred tax assets.

Further details of deferred tax assets are included in note 15.

Post-retirement benefits

The Group's defined benefit pension schemes and similar arrangements are assessed annually in accordance with IAS 19 Employee Benefits. The accounting valuations, assessed using assumptions determined with independent actuarial advice, resulted in a significant net surplus as at 14 September 2024, principally relating to the UK defined benefit scheme, which is separately disclosed.

The net surplus is highly sensitive to the market value of scheme assets, to discount rates used in assessing liabilities, to actuarial assumptions (including price inflation, rates of pension and salary increases, mortality and other demographic assumptions) and to the level of contributions.

Further details are included in note 14, including associated sensitivities.

2. Significant accounting estimates *continued*

Other areas of judgement and accounting estimates

The consolidated financial statements include other areas of judgement and accounting estimates. While these areas do not meet the definition of significant accounting estimates or critical accounting judgements, the recognition and measurement of certain material assets and liabilities are based on assumptions and/or are subject to longer term uncertainties. The following other areas of judgement and accounting estimates relate exclusively to the income, expenditure, assets and liabilities of the Associated British Foods plc ("ABF") segment within the consolidated Group financial statements of Wittington Investments Limited ('Wittington' or 'the Company').

Biological assets

In valuing growing cane, estimating sucrose content requires the Group to assess expected cane and sucrose yields for the following season considering weather conditions and harvesting programmes. Estimating sucrose price requires the Group to assess into which markets the forthcoming crop will be sold and assess domestic and export prices as well as related foreign currency exchange rates. The carrying value of growing cane and associated sensitivities is disclosed in note 18.

Income tax

The Group is exposed to a range of uncertain tax positions. It provides for open tax matters, where it believes it is probable that payments will be required, including those for routine tax audits, which are by nature complex and may take a number of years to resolve. Uncertainty is driven by the resolution of the issue and estimation process in arriving at the amount. The Group has recognised potential current corporate tax liabilities for a number of uncertain tax positions, none of which are individually material. The provision for these uncertain tax positions is £82m (2023 – £55m). The increase reflects a change in judgement on a number of exposures as well as an additional year of risk where applicable. The majority of the provisions relate to transfer pricing risks across a number of jurisdictions in which the Group has operations. Transfer pricing is a complex area with resolution of matters taking many years. Given the underlying nature of these risks, the timing of when they will resolve is uncertain.

The Group applies IFRIC 23 Uncertainty over Income Tax Treatments to measure uncertain tax positions. The Group calculates each provision using management's best estimate of the liability based on interpretation of tax law in each jurisdiction and ongoing monitoring of tax cases and rulings. The Group believes it has adequate provision for these matters. Final conclusion of each matter may result in an outcome different to any amounts provided, but the Group has concluded that this is unlikely to have a material impact.

3. Our businesses

ABF has five operating divisions, as described below, plus Central ABF. These are ABF's operating divisions, based on the management and internal reporting structure, which combine businesses with common characteristics, primarily in respect of the type of products offered by each business, but also the production processes involved and the manner of the distribution and sale of goods.

Inter-division pricing is determined on an arm's length basis. Division result is adjusted operating profit, as shown on the face of the consolidated income statement. Division results include items directly attributable to a division as well as those that can be allocated on a reasonable basis. Businesses disposed are shown separately and comparatives are re-presented for businesses sold or closed during the year. ABF is comprised of the following operating divisions:

Retail
Buying and merchandising value clothing and accessories through the Primark and Penneys retail chains.

Grocery
The manufacture of grocery products, including hot beverages, sugar, vegetable oils, balsamic vinegars, bread and baked goods, cereals, ethnic foods, and meat products, which are sold to retail, wholesale and foodservice businesses.

Ingredients
The manufacture of yeast and bakery ingredients as well as speciality ingredients focused on enzymes, procession extracts, health and nutrition and pharmaceutical delivery systems.

Sugar
The growing and processing of sugar beet and sugar cane for production of a range of sugar and other products in Africa, the UK and Spain.

Agriculture
The manufacture of speciality feed ingredients, premix and compound animal feed, as well as the provision of other products and services for the agriculture sector.

In addition to ABF, the Group presents the revenue and adjusted operating profit of 'Luxury retail' and 'Other'. The latter includes the Group's 'Real Estate', 'Hotels' and 'Other Investments' businesses, none of which are individually material for separate disclosure. For more information see pages 1-2.

Adjusted operating profit
Adjusted operating profit is a key alternative performance measure used in the ABF performance framework as outlined in the Remuneration Report in the annual report and accounts of ABF on pages 114 to 127. Adjusted operating profit is stated before amortisation of non-operating intangibles, transaction costs, amortisation of fair value adjustments made to acquired inventory, profits less losses on disposal of non-current assets and exceptional items.

Items defined above which arise in the Group's joint ventures and associates are also treated as adjusting items for the purposes of adjusted operating profit.

A reconciliation of this measure is provided on the face of the consolidated income statement.

	Revenue		Adjusted operating profit	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Retail	**9,448**	9,008	**1,108**	735
Grocery	**4,242**	4,198	**511**	448
Ingredients	**2,134**	2,157	**233**	214
Sugar	**2,529**	2,474	**199**	179
Agriculture	**1,650**	1,840	**41**	41
Central ABF	**–**	–	**(100)**	(94)
	20,003	19,677	**1,992**	1,523
Business disposed				
Sugar	**70**	73	**6**	(10)
ABF Total	**20,073**	19,750	**1,998**	1,513
Luxury retail	**263**	246	**7**	9
Other	**24**	32	**(13)**	(19)
Group Total	**20,360**	20,028	**1,992**	1,503

	ABF		Consolidated Group	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Geographical information - Revenue				
United Kingdom	***7,297***	*7,271*	**7,571**	7,537
Europe & Africa	***7,830***	*7,552*	**7,832**	7,553
The Americas	***2,513***	*2,420*	**2,515**	2,421
Asia Pacific	***2,363***	*2,434*	**2,372**	2.444
Asia Pacific – Businesses disposed	***70***	*73*	**70**	73
Group Total	***20,073***	*19,750*	**20,360**	20,028

4. Operating costs

	Note	ABF 2024 £m	ABF 2023 £m	Consolidated Group 2024 £m	Consolidated Group 2023 £m
Operating costs					
Costs of sales (including amortisation of intangibles)		**15,191**	15,587	**15,334**	15,725
Distribution costs		**1,682**	1,603	**1,703**	1,623
Administration expenses		**1,366**	1,220	**1,498**	1,350
Exceptional items		**35**	109	**35**	109
		18,274	18,519	**18,570**	18,807
Operating costs are stated after charging/(crediting):					
Employee benefits expense	5	**3,408**	3,158	**3,476**	3,222
Amortisation of non-operating intangibles	9	**37**	38	**37**	38
Amortisation of operating intangibles	9	**63**	44	**67**	48
Acquired inventory fair value adjustments		**2**	3	**2**	3
Depreciation of owned property, plant & equipment and investment properties	10, 12	**555**	531	**562**	538
Depreciation of right-of-use assets and non-cash lease adjustments	11	**294**	273	**297**	277
Impairment of property, plant & equipment and right-of-use assets (excluding exceptional items)		**–**	–	**2**	5
Net impairment of investment property	12	**–**	–	**16**	14
Transaction costs		**5**	5	**5**	5
Effect of hyperinflationary economies		**21**	14	**21**	14
Other operating income		**(43)**	(35)	**(43)**	(36)
Research and development expenditure		**49**	42	**49**	42
Fair value gains on financial assets and liabilities held for trading		**(13)**	(19)	**(13)**	(19)
Fair value losses on financial assets and liabilities held for trading		**19**	22	**19**	23
Foreign exchange gains on operating activities		**(43)**	(48)	**(43)**	(48)
Foreign exchange losses on operating activities		**47**	62	**47**	62

Amortisation of non-operating intangibles of £40m (2023 – £41m) shown as an adjusting item in the income statement, includes £3m (2023 – £3m) incurred by joint ventures, in addition to the amounts shown above.

Auditor's remuneration	Consolidated Group 2024 £m	Consolidated Group 2023 £m
Fees payable to the Company's auditor and its associates in respect of the audit		
Group audit of these financial statements	**0.2**	0.2
Audit of Company's subsidiaries' financial statements	**10.5**	10.4
Total audit remuneration	**10.7**	10.6
Fees payable to the Company's auditor and its associates in respect of non-audit related services		
Audit-related assurance services	**0.4**	0.4
All other services	**0.7**	0.6
Total non-audit relate remuneration	**1.1**	1.0

Exceptional items

2024

The income statement this year included a non-cash exceptional impairment charge of £35m.

In the ABF Sugar segment, Vivergo recognised a £17m impairment write-down against property, plant and equipment and £1m against right-of-use assets driven by the volatility of ethanol prices impacting trading margins. Due to the severe flooding in Mozambique last year, the related damage to the sugar crop fields and the inability to plant for the foreseeable future, our sugar business in Mozambique recognised a further £3m impairment write-down against property, plant and equipment and £3m against working capital.

In the ABF Retail segment, the Group recognised £11m of exceptional impairment charges still relating to the German stores impaired in 2022, after additional right-of-use assets were recognised due to rent indexation adjustments in the current financial year.

4. Operating costs *continued*

2023

The prior year exceptional impairment charge of £109m comprised non-cash write-downs of assets predominantly against property, plant and equipment and right-of-use assets specifically £41m for the Don businesses in the ABF Grocery segment, £50m for the ABF Sugar segment including £15m for China North Sugar and £35m for Maragra, our sugar business in Mozambique, and £18m for the ABF Retail segment relating to the German Primark store portfolio.

5. Employees and directors

	ABF		Consolidated Group	
Average number of employees	**2024 £m**	2023 £m	**2024 £m**	2023 £m
United Kingdom	***44,110***	*42,071*	**45,373**	43,407
Europe & Africa	***74,766***	*73,411*	**74,766**	73,411
The Americas	***7,663***	*6,769*	**7,663**	6,769
Asia Pacific	***11,732***	*11,236*	**11,784**	11,294
	138,271	*133,487*	**139,586**	134,881

		ABF		Consolidated Group	
Employee benefits expense	Note	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Wages and salaries		***2,852***	*2,657*	**2,912**	2,714
Social security contributions		***391***	*355*	**398**	360
Contributions to defined contribution schemes	14	***103***	*95*	**104**	97
Charge for defined benefit schemes	14	***31***	*33*	**31**	33
Equity-settled share-based payment schemes	25	***31***	*18*	**31**	18
		3,408	*3,158*	**3,476**	3,222

Directors' remuneration	**2024 £'000**	2023 £'000
Aggregate directors' emoluments	**8,441**	6,374

The aggregate emoluments of the highest paid director, George Weston, were £6,053,000 (2023: £4,316,000). He was a member a Group pension scheme and his annual accrued pension at the period end was £784,886 (2023: £754,991). Further details are provided on page 114 of the ABF annual report and accounts as he received this remuneration directly from ABF.

The aggregate directors' emoluments are short-term employee benefits except for i) £28,546 (2023: £27,215) post-employment benefits and ii) £3,297,000 (2023:£2,013,000) related to short-term and long-term incentive plans (i.e., share-based payment schemes) attributable to George Weston for services provided to ABF. Retirement benefits are accruing to four directors (2023: four) under Defined benefit schemes.

6. Interest and other financial and expense

		ABF		Consolidated Group	
	Note	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Finance income					
Cash and cash equivalents		***71***	*48*	**86**	58
Fair value gains on investments		**–**	–	**153**	57
Dividends receivable		**–**	–	**–**	1
		71	*48*	**239**	116
Finance expense					
Bank loans and overdrafts		***(19)***	*(23)*	**(19)**	(23)
All other borrowings		***(12)***	*(11)*	**(12)**	(11)
Fair value losses on investments		**–**	–	**–**	(2)
Lease liabilities		***(102)***	*(91)*	**(103)**	(92)
Other payables		***(2)***	*(3)*	**(2)**	(3)
		(135)	*(128)*	**(136)**	(131)
Other financial income					
Interest income on employee benefit scheme assets	14	***206***	*185*	**206**	185
Interest charge on employee benefit scheme liabilities	14	***(131)***	*(123)*	**(131)**	(123)
Interest charge on irrecoverable surplus	14	***(2)***	*(2)*	**(2)**	(2)
Net financial income from employee benefit schemes		***73***	*60*	**73**	60
Net foreign exchange losses on financing activities		***(50)***	*(20)*	**(70)**	(34)
Total other financial income		***23***	*40*	**3**	26

Finance expense on bank loans and overdrafts is net of interest capitalised of £5m (2023 – £nil).

7. Income tax expense

	ABF		Consolidated Group	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Current tax expense				
UK – corporation tax at 25% (2023 – 21.8%)	**51**	26	**78**	40
Overseas – corporation tax	**337**	249	**337**	249
UK – under/(over) provided in prior periods	**4**	(14)	**(1)**	(15)
Overseas – under provided in prior periods	**10**	18	**10**	18
	402	279	**424**	292
Deferred tax expense				
UK - deferred tax	**61**	54	**75**	51
Overseas - deferred tax	**(16)**	28	**(16)**	28
UK – over provided in prior periods	**(13)**	(26)	**(7)**	(23)
Overseas – under/(over) provided in prior periods	**3**	(63)	**3**	(63)
	35	(7)	**55**	(7)
Total income tax expense in the income statement	**437**	272	**479**	285
Reconciliation of effective tax rate				
Profit before taxation	**1,917**	1,340	**2,058**	1,384
Less share of profit after tax from joint ventures and associates	**(117)**	(124)	**(120)**	(124)
Profit before taxation excluding share of profit after tax from joint ventures and associates	**1,800**	1,216	**1,938**	1,260
Nominal tax charge at UK corporation tax rate of 25% (2023 – 21.8%)	**450**	265	**485**	274
Effect of higher and lower tax rates on overseas earnings	**(92)**	(16)	**(92)**	(16)
Effect of changes in tax rates on the income statement	**7**	5	**7**	5
Expenses not deductible for tax purposes	**101**	66	**103**	66
Disposal of assets covered by tax exemptions or unrecognised capital losses	**(9)**	(2)	**(9)**	(2)
Deferred tax not recognised	**(24)**	39	**(20)**	40
Adjustments in respect of prior periods	**4**	(85)	**5**	(83)
Other tax adjustments	**–**	–	**–**	1
	437	272	**479**	285
Income tax recognised directly in Other comprehensive income or equity				
Deferred tax associated with defined benefit schemes	**10**	(4)	**10**	(4)
Deferred tax associated with share-based payments	**–**	(1)	**–**	(1)
Current tax associated with share-based payments	**(2)**	–	**(2)**	–
Deferred tax associated with movements in cash flow hedging position	**(13)**	(40)	**(13)**	(40)
Deferred tax associated with movement in foreign exchange	**–**	5	**–**	5
Current tax associated with movement in foreign exchange	**2**	(6)	**2**	(6)
Deferred tax associated with movements in other investment reserves	**(1)**	–	**(1)**	–
	(4)	(46)	**(4)**	(46)

The UK corporation tax rate of 19% increased to 25% from 1 April 2023.

The EU state aid case relating to the Group Financing Exemption in the UK's controlled foreign company legislation concluded on 19 September 2024 with no further appeals being permitted. The Court of Justice of the European Union ('CJEU') found in favour of the UK Government and the UK companies appealing the case. Therefore, there is no longer a potential liability (2023 – £26m) for the Group relating to the case. In prior years the Group considered a provision was not required and therefore there is no impact on the tax charge in the year. Payments were made to HM Revenue & Customs ('HMRC') in 2021 following the receipt of charging notices. These payments, totalling £22.9m, will now be refunded to the Group by HMRC.

In the prior year an exceptional prior year tax credit of £58m was recognised in relation to deferred tax asset recognition in Germany.

Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Group operates, including the UK. The legislation will be effective for the Group's 2025 financial year. The Group has performed an assessment of the Group's potential exposure to Pillar Two income taxes. This assessment is based on data available from the Group's 2023 consolidated financial statements and the 2023 financial year Country-by Country Report. Based on the assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15%. However, there are a limited number of jurisdictions where the transitional safe harbour relief does not apply. Of these jurisdictions, the most noteworthy is Ireland, where the statutory tax rate is 12.5% and where there will be a local top up tax to 15%. Based on a high-level assessment, the impact in 2023 of Pillar 2 on the ABF adjusted effective tax rate would have been less than 1%. The Pillar 2 legislation is complex and still evolving. We will continue to monitor the impact of future developments.

Notes to the consolidated financial statements

for the 52 weeks ended 14 September 2024

7. Income tax expense *continued*

We recognise the importance of complying fully with all applicable tax laws as well as paying and collecting the right amount of tax in every country in which the Group operates. Our tax strategy, approved by the Board, is based on seven tax principles that are embedded in the financial and non financial processes and controls of the Group. This tax strategy is available in the Policies section of the Group's website.

Deferred taxation balances are analysed in note 15.

8. Dividends

	2024 £ per share	2023 £ per share	2024 £m	2023 £m
First interim	**86.50**	78.50	**75**	68
Second interim	**92.00**	69.50	**79**	60
	178.50	148.00	**154**	128

9. Intangible assets

	Consolidated Group							
	Non-operating [i]						Operating [i]	
	Goodwill [i] £m	Technology £m	Brands £m	Customer relationships £m	Grower agreements £m	Other £m	Other £m	Total £m
Cost								
At 17 September 2022	1,414	285	488	290	110	5	715	3,307
Acquisitions – externally purchased	–	–	4	–	–	–	146	150
Acquired through business combinations	39	2	9	21	–	–	3	74
Other disposals	–	–	–	(15)	–	(5)	(69)	(89)
Transfer from assets classified as held for sale	–	–	–	–	–	–	15	15
Effect of hyperinflationary economies	2	–	–	–	–	–	–	2
Effect of movements in foreign exchange	(79)	(15)	(15)	(11)	(16)	–	(25)	(161)
At 16 September 2023	1,376	272	486	285	94	–	785	3,298
Acquisitions – externally purchased	–	–	–	–	–	–	129	129
Acquired through business combinations	77	2	28	5	–	–	2	114
Businesses disposed	–	–	–	–	–	–	(14)	(14)
Other disposals	–	–	–	–	–	–	(63)	(63)
Effect of hyperinflationary economies	8	–	–	–	–	–	–	8
Effect of movements in foreign exchange	(42)	(10)	(12)	(8)	1	–	(15)	(86)
At 14 September 2024	**1,419**	**264**	**502**	**282**	**95**	–	**824**	**3,386**
Amortisation and impairment								
At 17 September 2022	122	221	415	226	110	5	329	1,428
Amortisation for the year	–	9	15	14	–	–	48	86
Other disposals	–	–	–	(15)	–	(5)	–	(20)
Transfer from assets classified as held for sale	–	–	–	–	–	–	4	4
Impairment	–	–	–	–	–	–	1	1
Effect of movements in foreign exchange	(12)	(13)	(11)	(8)	(16)	–	(21)	(81)
At 16 September 2023	110	217	419	217	94	–	361	1,418
Amortisation for the year	–	9	13	15	–	–	67	104
Businesses disposed	–	–	–	–	–	–	(3)	(3)
Other disposals	–	–	–	–	–	–	(1)	(1)
Effect of movements in foreign exchange	(2)	(9)	(12)	(7)	1	–	(8)	(37)
At 14 September 2024	**108**	**217**	**420**	**225**	**95**	**–**	**416**	**1,481**
Net book value								
At 16 September 2023	1,266	55	67	68	–	–	424	1,880
At 14 September 2024	**1,311**	**47**	**82**	**57**	**–**	**–**	**408**	**1,905**

i. All Goodwill and Non-operating Intangible assets are ABF assets. Of the total Operating Intangible assets of £408m (2023: £424m), £399m (2023: £414m) are ABF assets.

Amortisation of non-operating intangibles of £40m (2023 – £41m) shown as an adjusting item in the income statement includes £3m (2023 – £3m) incurred by joint ventures, in addition to the amounts shown above.

9. Intangible assets *continued*

Impairment

As at 14 September 2024, the consolidated balance sheet included goodwill of £1,311m (2023 – £1,266m). Goodwill is allocated to the Group's cash-generating units (CGUs), or groups of CGUs, that are expected to benefit from the synergies of the business combination that gave rise to the goodwill, as follows:

CGU or Group of CGUs	Primary reporting segment within ABF business segment	Discount rate	2024 £m	2023 £m
Acetum	Grocery	12.4%	**89**	91
ACH	Grocery	13.9%	**182**	193
AB Mauri	Ingredients	14.8%	**292**	267
Twinings Ovaltine	Grocery	13.3%	**119**	119
Illovo	Sugar	23.6%	**90**	89
AB World Foods	Grocery	13.3%	**78**	78
Other (not individually significant)	Various	Various	**461**	429
			1,311	1,266

A CGU, or group of CGUs, to which goodwill has been allocated must be assessed for impairment annually, or more frequently if events or circumstances indicate that the carrying amount may not be recoverable. There has been no change in CGUs or group of CGUs from the prior year.

The carrying value of goodwill is assessed by reference to its value in use reflecting the projected cash flows of each of the CGUs or group of CGUs. These projections are based on the most recent budget and reflects management's expectations of sales growth, operating costs and margin, taking into consideration past experience and external sources of information. Long-term growth rates for periods not covered by the annual budget reflect the products, industries and countries in which the relevant CGU, or group of CGUs, operate.

Management expects to achieve growth over the next three to five years in excess of the long-term growth rates for the applicable country or region. In these circumstances, budgeted cash flows are extended, generally to between three and five years, using specific growth assumptions and taking into account the specific business risks.

The key assumptions in the most recent annual budget on which the cash flow projections are based relate to discount rates, growth rates and expected changes in volumes, selling prices and direct costs.

The cash flow projections have been discounted using a pre-tax weighted average cost of capital for each business, adjusted for country, industry and market risk. Inflation assumptions used to calculate discount rates are aligned with those used in the cash flow projections. The rates used were between 10.4% and 23.6% (2023 – between 10.2% and 23.7%).

The long-term growth rates beyond the initial budgeted cash flows, applied in the value in use calculations for goodwill allocated to each of the CGUs or groups of CGUs that are significant to the total carrying amount of goodwill, were in a range between 2% and 5.7%, consistent with the inflation factors included in the discount rates applied (2023– between 0% and 6.0%).

Changes in volumes, selling prices and direct costs are based on past results and expectations of future changes in the market.

Sensitivity to changes in key assumptions

Impairment testing is dependent on management's estimates and judgements, particularly as they relate to the forecasting of future cash flows, the discount rates selected and expected long-term growth rates. Each of the Group's CGUs had headroom under the annual impairment review.

In light of the supply side inflationary pressures combined with the cost of living pressures faced by ABF' UK Grocery business, management performed a detailed impairment review of Jordans Dorset Ryvita, and concluded that no impairment was required. Key drivers of the forecast improvement in performance include completion of a number of margin improvement initiatives, implementation of planned strategic initiatives and the completion of ongoing new product development. Headroom was £65m on a CGU carrying value of £133m (2023 – headroom of £59m on a CGU carrying value of £137m).

The discount rate used was 11.5% and would have to increase to more than 15.4% before value in use fell below the CGU carrying value. The long-term growth rate applied into perpetuity was 2.5%.

10. Property, plant and equipment

	Consolidated Group					
	Land and buildings £m	Plant and machinery £m	Fixtures and fittings £m	Assets under construction £m	Sugar cane roots £m	Total £m
Cost						
At 17 September 2022	2,954	4,431	4,478	606	105	12,574
Opening balance adjustment – investment property re-presentation	(112)	–	–	(26)	–	(138)
Acquisitions – externally purchased	21	86	434	451	16	1,008
Acquired through business combinations	–	4	–	–	–	4
Disposal of subsidiaries	(52)	(11)	(4)	–	–	(67)
Other disposals	(36)	(57)	(9)	(1)	(1)	(104)
Transfers from assets under construction	28	191	89	(308)	–	–
Transfer from assets classified as held for sale	37	75	2	–	–	114
Effect of movements in hyperinflation	–	78	19	–	–	97
Effect of movements in foreign exchange	(93)	(257)	(84)	(34)	(19)	(487)
At 16 September 2023	2,747	4,540	4,925	688	101	13,001
Acquisitions – externally purchased	44	105	352	598	18	1,117
Acquired through business combinations	21	49	1	3	–	74
Interest capitalised	–	–	–	5	–	5
Transfer to investment properties	(3)	–	–	–	–	(3)
Other disposals	(7)	(99)	(40)	–	(1)	(147)
Disposal of subsidiaries	(35)	(71)	(2)	–	–	(108)
Transfers from assets under construction	24	234	231	(489)	–	–
Effect of movements in hyperinflation	–	76	10	–	–	86
Effect of movements in foreign exchange	(45)	(177)	(85)	(49)	(22)	(378)
At 14 September 2024	**2,746**	**4,657**	**5,392**	**756**	**96**	**13,647**
Depreciation and impairment						
At 17 September 2022	862	3,129	2,796	–	60	6,847
Opening balance adjustment – investment property re-presentation	(36)	–	–	–	–	(36)
Depreciation for the year	50	184	293	–	9	536
Impairment	27	56	3	–	2	88
Disposal of subsidiaries	(1)	(8)	(3)	–	–	(12)
Other disposals	(34)	(47)	(9)	–	(1)	(91)
Transfer from assets classified as held for sale	20	75	2	–	–	97
Effect of movements in hyperinflation	–	64	17	–	–	81
Effect of movements in foreign exchange	(33)	(158)	(50)	–	(10)	(251)
At 16 September 2023	855	3,295	3,049	–	60	7,259
Depreciation for the year	47	184	321	–	8	560
Impairment	5	14	3	–	–	22
Transfer to investment properties	(1)	–	–	–	–	(1)
Other disposals	(4)	(77)	(40)	–	(1)	(122)
Disposal of subsidiaries	(36)	(72)	1	–	–	(107)
Effect of movements in hyperinflation	–	56	8	–	–	64
Effect of movements in foreign exchange	(15)	(109)	(50)	–	(14)	(188)
At 14 September 2024	**851**	**3,291**	**3,292**	**–**	**53**	**7,487**
Net book value						
At 16 September 2023	1,892	1,245	1,876	688	41	5,742
At 14 September 2024	**1,895**	**1,366**	**2,100**	**756**	**43**	**6,160**

	2024 £m	2023 £m
Capital expenditure commitments – contracted but not provided for	**430**	493

10. Property, plant and equipment *continued*

	ABF					
	Land and buildings £m	Plant and machinery £m	Fixtures and fittings £m	Assets under construction £m	Sugar cane roots £m	Total £m
Cost						
At 17 September 2022	2,825	4,419	4,419	605	105	12,373
Opening balance adjustment – investment property re-presentation	(112)	–	–	(26)	–	(138)
Acquisitions – externally purchased	20	86	431	449	16	1,002
Acquired through business combinations	–	4	–	–	–	4
Other disposals	(24)	(57)	(3)	(1)	(1)	(86)
Transfers from assets under construction	28	191	87	(306)	–	–
Transfer from assets classified as held for sale	37	75	2	–	–	114
Effect of movements in hyperinflation	–	78	19	–	–	97
Effect of movements in foreign exchange	(93)	(257)	(84)	(34)	(19)	(487)
At 16 September 2023	2,681	4,539	4,871	687	101	12,879
Acquisitions – externally purchased	44	105	350	597	18	1,114
Acquired through business combinations	21	49	1	3	–	74
Interest capitalised	–	–	–	5	–	5
Transfer to investment properties	(3)	–	–	–	–	(3)
Other disposals	(7)	(99)	(39)	–	(1)	(146)
Disposal of subsidiaries	(35)	(71)	(2)	–	–	(108)
Transfers from assets under construction	24	234	231	(489)	–	–
Effect of movements in hyperinflation	–	76	10	–	–	86
Effect of movements in foreign exchange	(45)	(177)	(85)	(49)	(22)	(378)
At 14 September 2024	**2,680**	**4,656**	**5,337**	**754**	**96**	**13,523**
Depreciation and impairment						
At 17 September 2022	834	3,120	2,760	–	60	6,774
Opening balance adjustment – investment property re-presentation	(36)	–	–	–	–	(36)
Depreciation for the year	50	183	287	–	9	529
Impairment	22	56	3	–	2	83
Other disposals	(22)	(46)	(3)	–	(1)	(72)
Transfer from assets classified as held for sale	20	75	2	–	–	97
Effect of movements in hyperinflation	–	64	17	–	–	81
Effect of movements in foreign exchange	(33)	(158)	(50)	–	(10)	(251)
At 16 September 2023	835	3,294	3,016	–	60	7,205
Depreciation for the year	46	184	315	–	8	553
Impairment	5	14	1	–	–	20
Transfer of investment properties	(1)	–	–	–	–	(1)
Other disposals	(4)	(77)	(39)	–	(1)	(121)
Disposal of subsidiaries	(36)	(72)	1	–	–	(107)
Effect of movements in hyperinflation	–	56	8	–	–	64
Effect of movements in foreign exchange	(15)	(109)	(50)	–	(14)	(188)
At 14 September 2024	**830**	**3,290**	**3,252**	**–**	**53**	**7,425**
Net book value						
At 16 September 2023	1,846	1,245	1,855	687	41	5,674
At 14 September 2024	**1,850**	**1,366**	**2,085**	**754**	**43**	**6,098**

Impairment

The methodology used to assess property, plant and equipment for impairment is the same as that described for impairment assessments of goodwill. See note 9 for further details. In addition where the fair value less costs of disposal is higher than value in use, this methodology has been used to determine the recoverable amount. This method uses inputs that are unobservable, using the best information available in the circumstances for valuing the CGU, and therefore falls into the Level 3 category of fair value measurement.

In ABF Grocery, for the Australian Don business, management performed a detailed impairment review and of the methodologies available to assess impairment, the Group applied the 'fair value less costs of disposal' approach to identify its best estimate of impairment. ABF Management have concluded that no further impairment was required. Headroom was A$39m on a CGU carrying value of A$218m. An impairment of A$72m (£39m) was recorded in the prior year under the value-in-use methodology.

Azucarera's operating performance has been impacted by the sharp decline in European sugar pricing due to increased supply in the market. Accordingly, ABF management performed a detailed impairment review and concluded no impairment was required. Headroom was €1.2m on a CGU carrying value of €279m.

10. Property, plant and equipment *continued*

The impairment model assumed a long-term growth rate beyond the forecast period of 2% (2023 – 2%) and a discount rate of 10.6% (2023 – 10.2%).

The CGU carrying value is sensitive to assumptions around sugar and beet prices, beet crop area and discount rate. A sensitivity of +/- 5% on long-term beet area affects value-in-use by +/- €14m; and increasing the discount rate used by 1% causes the value-in-use to reduce by €39m. Applying sensitivities to these assumptions, a change of +/- 5% on long-term sugar prices affects carrying value by +/- €52m, and an increase in the long-term beet price of +/- 5% per tonne changes value-in-use by +/- €29m.

In the year there was a £17m (2023 – £nil) impairment of property, plant and equipment assets related to the Vivergo business (included within exceptional items).

11. Leases

Most of the Group's right-of-use assets are associated with ABF's leased property portfolio in its Retail segment.

Right-of-use assets

	Consolidated Group			
	Land and buildings £m	Plant and machinery £m	Fixtures and fittings £m	Total £m
Cost				
At 17 September 2022	3,536	76	1	3,613
Opening balance adjustment – investment property re-presentation	(24)	–	–	(24)
Additions	192	17	–	209
Lease incentives	(53)	–	–	(53)
Acquired through business combinations	1	–	–	1
Other disposals	(1)	(4)	–	(5)
Other movements	80	5	–	85
Effect of movements in foreign exchange	(72)	(4)	–	(76)
At 16 September 2023	3,659	90	1	3,750
Additions	200	15	1	216
Lease incentives	(46)	–	–	(46)
Acquired through business combinations	–	8	–	8
Other disposals	–	(2)	–	(2)
Other movements	92	(1)	–	91
Effect of movements in foreign exchange	(65)	(9)	–	(74)
At 14 September 2024	**3,840**	**101**	**2**	**3,943**
Depreciation and impairment				
At 17 September 2022	1,086	50	–	1,136
Opening balance adjustment – investment property re-presentation	(6)	–	–	(6)
Depreciation for the year	261	16	–	277
Impairment	13	1	–	14
Other disposals	(1)	(4)	–	(5)
Effect of movements in foreign exchange	(25)	(3)	–	(28)
At 16 September 2023	1,328	60	–	1,388
Depreciation for the year	280	17	–	297
Impairment	12	–	–	12
Other disposals	–	(2)	–	(2)
Effect of movements in foreign exchange	(28)	(4)	–	(32)
At 14 September 2024	**1,592**	**71**	–	**1,663**
Net book value				
At 16 September 2023	2,331	30	1	2,362
At 14 September 2024	**2,248**	**30**	**2**	**2,280**

11. Leases *continued*

Right-of-use assets continued

	ABF Land and buildings £m	ABF Plant and machinery £m	ABF Fixtures and fittings £m	Total £m
Cost				
At 17 September 2022	3,502	76	1	3,579
Opening balance adjustment – investment property re-presentation	(24)	–	–	(24)
Additions	182	17	–	199
Lease incentives	(53)	–	–	(53)
Acquired through business combinations	1	–	–	1
Other disposals	(1)	(4)	–	(5)
Other movements	80	5	–	85
Effect of movements in foreign exchange	(72)	(4)	–	(76)
At 16 September 2023	3,615	90	1	3,706
Additions	199	15	1	215
Lease incentives	(46)	–	–	(46)
Acquired through business combinations	–	8	–	8
Other disposals	–	(2)	–	(2)
Other movements	92	(1)	–	91
Effect of movements in foreign exchange	(65)	(9)	–	(74)
At 14 September 2024	**3,795**	**101**	**2**	**3,898**
Depreciation and impairment				
At 17 September 2022	1,073	50	–	1,123
Opening balance adjustment – investment property re-presentation	(6)	–	–	(6)
Depreciation for the year	257	16	–	273
Impairment	13	1	–	14
Other disposals	(1)	(4)	–	(5)
Effect of movements in foreign exchange	(25)	(3)	–	(28)
At 16 September 2023	1,311	60	–	1,371
Depreciation for the year	277	17	–	294
Impairment	12	–	–	12
Other disposals	–	(2)	–	(2)
Effect of movements in foreign exchange	(28)	(4)	–	(32)
At 14 September 2024	**1,572**	**71**	**–**	**1,643**
Net book value				
At 16 September 2023	2,304	30	1	2,335
At 14 September 2024	**2,223**	**30**	**2**	**2,255**

Impairment

The methodology used to assess right-of-use assets for impairment is the same as that described for impairment assessments of goodwill. See note 9 for further details.

In the year there was a £12m (2023 - £14m) impairment of right-of-use assets related to Primark and the Vivergo business (included within exceptional items).

11. Leases *continued*

Lease liability

	Consolidated Group			
	Land and buildings £m	Plant and machinery £m	Fixtures and fittings £m	Total £m
Cost				
At 17 September 2022	3,260	29	–	3,289
Additions	191	18	–	209
Interest expense relating to lease liabilities	90	2	–	92
Repayment of lease liabilities	(378)	(18)	–	(396)
Other movements	80	5	–	85
Other disposals	(5)	–	–	(5)
Effect of movements in foreign exchange	(60)	(3)	–	(63)
At 16 September 2023	3,178	33	–	3,211
Additions	199	14	1	214
Interest expense relating to lease liabilities	101	2	–	103
Repayment of lease liabilities	(435)	(18)	–	(453)
Acquisition of businesses	–	8	–	8
Other movements	89	(1)	–	88
Effect of movements in foreign exchange	(52)	(4)	–	(56)
At 14 September 2024	**3,080**	**34**	**1**	**3,115**

	Consolidated Group	
	2024 £m	2023 £m
Current	**292**	359
Non-current	**2,823**	2,852
	3,115	3,211

Lease liabilities comprise £3,093m (2023 – £3,190m) capital payable and £22m (2023 – £21m) interest payable. The interest payable is all current and disclosed within trade and other payables. Repayments comprise £351m (2023 – £312m) capital and £102m (2023 – £84m) interest.

	ABF			
	Land and buildings £m	*Plant and machinery £m*	*Fixtures and fittings £m*	*Total £m*
Cost				
At 17 September 2022	*3,237*	*29*	*–*	*3,266*
Additions	*180*	*18*	*–*	*198*
Interest expense relating to lease liabilities	*89*	*2*	*–*	*91*
Repayment of lease liabilities	*(373)*	*(18)*	*–*	*(391)*
Other movements	*80*	*5*	*–*	*85*
Other disposals	*(5)*	*–*	*–*	*(5)*
Effect of movements in foreign exchange	*(60)*	*(3)*	*–*	*(63)*
At 16 September 2023	*3,148*	*33*	*–*	*3,181*
Additions	*198*	*14*	*1*	*213*
Interest expense relating to lease liabilities	*100*	*2*	*–*	*102*
Repayment of lease liabilities	*(431)*	*(18)*	*–*	*(449)*
Acquisition of businesses	*–*	*8*	*–*	*8*
Other movements	*89*	*(1)*	*–*	*88*
Effect of movements in foreign exchange	*(52)*	*(4)*	*–*	*(56)*
At 14 September 2024	***3,052***	***34***	***1***	***3,087***

	ABF	
	2024 £m	*2023 £m*
Current	***289***	*356*
Non-current	***2,798***	*2,825*
	3,087	*3,181*

11. Leases *continued*

Other information relating to leases

The Group had the following expense relating to short-term leases and low-value leases:

	ABF		Consolidated Group	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Land and buildings	**–**	2	**–**	2
Plant and machinery	**2**	1	**2**	1
	2	3	**2**	3

The Group expensed £nil (2023 – £1m) of variable lease payments that do not form part of the lease liability. Cash outflows of £1m (2023 – £2m) that do not form part of the lease liability are expected to be made in the next 12 months.

Rental receipts of £13m (2023 – £13m) were recognised relating to operating leases. The total of future minimum rental receipts expected to be received is £137m (2023 – £117m). £8m (2023 – £10m) is due to be received in respect of sub-leasing right-of-use assets.

12. Investment property

	Consolidated Group £m
Cost	
At 17 September 2022	293
Opening balance adjustment – investment property re-presentation	162
Acquisitions – externally purchased	49
Disposals	(13)
Effect of movements in foreign exchange	(8)
At 16 September 2023	483
Acquisitions – externally purchased	33
Disposals	(9)
Transfer from property, plant and equipment	3
Effect of movement in foreign exchange	(2)
At 14 September 2024	**508**

Depreciation and impairment	
At 17 September 2022	47
Opening balance adjustment – investment property re-presentation	42
Depreciation for the year	2
Impairment losses	14
Impairment reversals	–
Effect of movements in foreign exchange	(3)
At 16 September 2023	102
Depreciation for the year	2
Impairment losses	18
Impairment reversals	(2)
Transfer from property, plant and equipment	1
Effect of movement in foreign exchange	(1)
At 14 September 2024	**120**
Net book value	
At 16 September 2023	381
At 14 September 2024	**388**
Fair value	
At 16 September 2023	395
At 14 September 2024	**418**

Impairment losses were recorded in both 2023 and 2024 to reflect where the fair value of investment properties was below cost as determined by an independent valuer. The impairments reflect prevailing market conditions.

13. Investments in joint ventures and associates

	ABF Joint ventures £m	ABF Associates £m	Consolidated Group Joint ventures £m	Consolidated Group Associates £m
At 17 September 2022	301	85	303	89
Acquisitions	9	–	9	–
Profit for the period	106	18	106	18
Dividends received	(102)	(5)	(102)	(7)
Effect of movements in foreign exchange	(11)	(7)	(11)	(7)
At 16 September 2023	303	91	305	93
Transfers	(15)	–	(15)	–
Profit for the period	94	23	94	26
Dividends received	(90)	(15)	(90)	(18)
Effect of movements in foreign exchange	(6)	(4)	(6)	(4)
At 14 September 2024	**286**	**95**	**288**	**97**

Details of joint ventures and associates are listed in note 31.

Included in the consolidated financial statements are the following items that represent the Group's share of the assets, liabilities and profit of joint ventures and associates:

	ABF				Consolidated Group			
	Joint ventures		Associates		Joint ventures		Associates	
	2024 £m	2023 £m	**2024 £m**	2023 £m	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Non-current assets	**199**	222	**45**	47	**199**	222	**45**	47
Current assets	**470**	541	**435**	500	**481**	555	**439**	505
Current liabilities	**(342)**	(414)	**(385)**	(454)	**(351)**	(426)	**(387)**	(456)
Non-current liabilities	**(58)**	(67)	**(1)**	(3)	**(58)**	(67)	**(1)**	(4)
Goodwill	**21**	25	**1**	1	**21**	25	**1**	1
Non-controlling interest	**(4)**	(4)	**–**	–	**(4)**	(4)	**–**	–
Net assets	**286**	303	**95**	91	**288**	305	**97**	93
Revenue	**2,001**	2,539	**1,880**	1,605	**2,007**	2,540	**1,889**	1,614
Profit for the period	**94**	106	**23**	18	**94**	106	**26**	18

14. Employee entitlements

The Group operates a number of defined benefit and defined contribution retirement benefit schemes in the UK and overseas.

The defined benefit schemes expose the Group to a variety of actuarial risks including demographic assumptions such as mortality and financial assumptions such as discount rate, inflation risk and market (investment) risk. The Group is not exposed to any unusual, entity-specific or scheme-specific risks. All schemes comply with local legislative requirements.

UK defined benefit scheme

The Group's principal UK defined benefit scheme is the Associated British Foods Pension Scheme (the 'Scheme'), which is a funded final salary scheme that is closed to new members. Defined contribution arrangements are in place for other employees. The UK defined benefit scheme represents 90% (2023 – 90%) of the Group's defined benefit scheme assets and 85% (2023 – 85%) of defined benefit scheme liabilities. The Scheme is governed by a trustee board which is independent of the Group and which agrees a schedule of contributions with the Company each time a formal funding valuation is performed.

The most recent triennial funding valuation of the Scheme was carried out as at 5 April 2023, using the current unit method, and revealed a surplus of £1,013m. The market value of the Scheme assets was £3,648m, representing 138% of members' accrued benefits after allowing for expected future salary increases.

The Scheme's assets are managed using a risk-controlled investment strategy, which includes a liability-driven investment policy that seeks to match, where appropriate, the profile of the liabilities. This includes the use of derivative instruments to hedge inflation, interest and foreign exchange risks. The Scheme utilises both market and solvency triggers to develop the level of hedges in place. To date, the Scheme is fully hedged for 91% of inflation sensitivity and 90% of interest rate risk. It is intended to hedge 90% of total exposure.

The Scheme is forbidden by the trust deed from holding direct investments in the equity of ABF, although it is possible that the Scheme may hold indirect interests through investments in some equity funds.

Overseas defined benefit schemes

The Group also operates defined benefit retirement schemes in a number of overseas businesses, which are primarily funded final salary schemes, as well as a small number of unfunded post-retirement medical benefit schemes, which are accounted for in the same way as defined benefit retirement schemes.

14. Employee entitlements *continued*

Defined contribution schemes

The Group operates a number of defined contribution schemes for which the charge was £55m in the UK and £49m overseas, totalling £104m (2023 – UK £49m, overseas £48m, totalling £97m).

Actuarial assumptions

The principal actuarial assumptions for the Group's defined benefit schemes at the year end were:

	2024 UK %	**2024 Overseas %**	2023 UK %	2023 Overseas %
Discount rate	**4.8**	**0 – 15.7**	5.5	1 - 15.8
Inflation	**2.5 – 3**	**0 – 52**	2.7-3.4	0 - 17.4
Rate of increase in salaries	**3 – 4**	**0 – 95.6**	3.7-4.3	0 - 150.0
Rate of increase for pensions in payment	**1.9 – 2.9**	**0 – 78**	1.9-3.1	0 - 49.0
Rate of increase for pensions in deferment (where provided)	**2.5**	**0 – 3.6**	2.5-2.8	0 - 3.9

Discount rates are determined by reference to market yields at the balance sheet date on high-quality corporate bonds consistent with the estimated term of the obligations. This has been done in conjunction with independent actuaries in each jurisdiction.

The UK inflation assumption includes assumptions on both the Retail Price Index and Consumer Price Index measures of inflation on the basis that the gap between the two measures is expected to remain stable in the long term.

The mortality assumptions used to value the UK defined benefit schemes in 2024 are derived from the S3 mortality tables with improvements in line with the 2023 projection model prepared by the Continuous Mortality Investigation of the UK actuarial profession (2023 – S3 mortality tables with improvements in line with the 2022 projection model), with a 0-year rating movement for males and females (2023 – 0-year rating movement for males and females), both with a long-term trend of 1.75% (2023 – 1.75%). These mortality assumptions take account of experience to date, and assumptions for further improvements in life expectancy of scheme members. Examples of the resulting life expectancies in the UK defined benefit schemes are as follows:

	2024		2023	
Life expectancy from age 65 (in years)	**Male**	**Female**	Male	Female
Member aged 65 in 2024 (2023)	**21.8**	**24.2**	21.8	24.2
Member aged 65 in 2044 (2043)	**23.7**	**26.2**	23.7	26.2

An allowance has been made for cash commutation in line with emerging scheme experience. Other demographic assumptions for the UK defined benefit schemes are set having regard to the latest trends in scheme experience and other relevant data.

The assumptions are reviewed and updated as necessary as part of the periodic funding valuation of the schemes.

For the overseas schemes, regionally appropriate assumptions for mortality, financial and demographic factors have been used.

A sensitivity analysis on the principal assumptions used to measure UK defined benefit scheme liabilities at 14 September 2024 is:

	Change in assumption	Impact on scheme liabilities
Discount rate	increase/decrease by 0.1 %	increase/decrease by 1.2 %
Inflation	increase/decrease by 0.1 %	increase by 0.6 %/decrease by 1 %
Rate of real increase in salaries	increase/decrease by 0.1 %	increase/decrease by 0.1 %
Rate of mortality	members assumed to be one year younger/older	increase/decrease by 3.1 %

A sensitivity to the rate of increase in pensions in payment and pensions in deferment is represented by the inflation sensitivity, as all pensions increases and deferred revaluations are linked to inflation.

The sensitivity analysis above has been determined based on reasonably possible changes in the respective assumptions occurring at the end of the period and may not be representative of the actual change. It is based on a change in the specific assumption while holding all other assumptions constant. When calculating the sensitivities, the same method used to calculate scheme liabilities recognised in the balance sheet has been applied. The method and assumptions used in preparing the sensitivity analysis have not changed since the prior year.

Notes to the consolidated financial statements

for the 52 weeks ended 14 September 2024

14. Employee entitlements *continued*

Balance sheet

	Consolidated Group					
	2024			2023		
	UK £m	Overseas £m	Total £m	UK £m	Overseas £m	Total £m
Equities	**898**	**160**	**1,058**	1,020	172	1,192
Government bonds	**568**	**154**	**722**	455	89	544
Corporate and other bonds	**872**	**40**	**912**	619	55	674
Property	**242**	**35**	**277**	314	36	350
Cash and other assets	**1,157**	**41**	**1,198**	1,145	57	1,202
Scheme assets	**3,737**	**430**	**4,167**	3,553	409	3,962
Scheme liabilities	**(2,315)**	**(390)**	**(2,705)**	(2,182)	(373)	(2,555)
Aggregate net surplus	**1,422**	**40**	**1,462**	1,371	36	1,407
Irrecoverable surplus*	**–**	**(38)**	**(38)**	–	(36)	(36)
Net pension asset	**1,422**	**2**	**1,424**	1,371	–	1,371
Analysed as						
Schemes in surplus	**1,454**	**52**	**1,506**	1,397	49	1,446
Schemes in deficit	**(32)**	**(50)**	**(82)**	(26)	(49)	(75)
	1,422	**2**	**1,424**	1,371	–	1,371
Unfunded liability included in the present value of scheme liabilities above	**(32)**	**(34)**	**(66)**	(26)	(32)	(58)

* The surpluses in the plans are only recoverable to the extent that the Group can benefit from either refunds formally agreed or from future contribution reductions.

UK Scheme

Scheme assets include £99m (2023 – £64m) of derivative instruments, £597m (2023 – £409m) of corporate debt instruments and £1,559m (2023 – £1,119m) of government debt.

Corporate and other bonds assets of £872m (2023 – £619m) include £49m (2023 – £235m) of assets whose valuation is not derived from quoted market prices. The valuation for all other equity assets, government bonds, and corporate and other bonds is derived from quoted market prices. The carrying value of UK property assets is based on a 30 June market valuation, adjusted for purchases, disposals and price indexation between the valuation and the balance sheet date. Cash and other assets includes £828m (2023 – £888m) of assets whose valuation is not derived from quoted market prices.

For financial reporting in the Group's financial statements, liabilities are assessed by actuaries using the projected unit method.

The accounting value is different from the result obtained using the funding basis, mainly due to different assumptions used to project scheme liabilities.

The defined benefit scheme liabilities comprise 20% (2023 – 18%) in respect of active participants, 22% (2023 – 21%) for deferred participants and 58% (2023 – 61%) for pensioners.

The weighted average duration of the defined benefit scheme liabilities at the end of the year is 12 years for both UK and overseas schemes (2023 – 12 years for both UK and overseas schemes).

The Group recognises the accounting surplus as it has the ability to use the surplus to meet employer contributions to the UK Scheme, covering both the defined benefit and defined contribution sections. This has been agreed with the independent Trustee Board for the new financial year. See the Cash flow section below for further details.

A UK High Court judgment in 2023 was upheld by the Court of Appeals on 25 July 2024. This confirmed that actuarial confirmations should have been provided for amendments made to contracted-out schemes in the period between 6 April 1997 and 5 April 2016, including for amendments that only affected future service benefits. The UK Scheme Trustee commissioned a review of historic scheme amendment documentation to check for appropriate evidence that the required actuarial confirmations were given in respect of relevant deeds of amendment. The review concluded that there was appropriate evidence in relation to all relevant deeds of amendment which changed contracted-out benefits over the relevant period and that no further action is required.

14. Employee entitlements *continued*

Income statement
The charge to the income statement for employee benefit schemes comprises:

	Consolidated Group 2024 £m	2023 £m
Charged to operating profit:		
Defined benefit schemes		
Current service cost	**(31)**	(31)
Past service cost	**–**	(2)
Defined contribution schemes	**(104)**	(97)
Total operating cost	**(135)**	(130)
Reported in other financial income:		
Net interest income on the net pension asset	**75**	62
Interest charge on irrecoverable surplus	**(2)**	(2)
Net financial income from employee benefit schemes	**73**	60
Net impact on profit before tax	**(62)**	(70)

Cash flow
Group cash flow in respect of employee benefits schemes comprises contributions paid to funded schemes of £9m (2023 – £36m) and benefits paid in respect of unfunded schemes of £2m (2023 – £5m). Contributions to funded defined benefit schemes are subject to periodic review. Contributions to defined contribution schemes amounted to £66m (2023 – £97m).

Total contributions to funded schemes and benefit payments by the Group in respect of unfunded schemes in 2025 are currently expected to be approximately £1m in the UK and £9m overseas, totalling £10m (2024 – UK £3m, overseas £10m, totalling £13m).

As part of the triennial funding valuation of the UK Scheme as at 5 April 2023, which was finalised with the independent trustee board in September 2023, the Group agreed an abatement of all UK employer contributions to the UK Scheme, covering both the defined benefit and defined contribution sections from the start of the 2024 financial year, since when the employer contributions have been met from the surplus in the UK Scheme. This is subject to a solvency check, assessed annually by the Scheme Actuary.

Other comprehensive income
Remeasurements of the net pension asset recognised in other comprehensive income are as follows:

	Consolidated Group 2024 £m	2023 £m
Return on scheme assets excluding amounts included in net interest in the income statement	**182**	(238)
Actuarial (losses)/gains arising from changes in financial assumptions	**(142)**	265
Actuarial gains arising from changes in demographic assumptions	**6**	18
Experience losses on scheme liabilities	**(10)**	(57)
Change in unrecognised surplus	**–**	6
Remeasurements of the net pension asset/(liability)	**36**	(6)

Reconciliation of change in assets and liabilities

	Consolidated Group 2024 assets £m	2023 assets £m	2024 liabilities £m	2023 liabilities £m	2024 net £m	2023 net £m
At beginning of year	**3,962**	4,151	**(2,555)**	(2,802)	**1,407**	1,349
Current service cost	**–**	–	**(31)**	(31)	**(31)**	(31)
Employee contributions	**6**	7	**(6)**	(7)	**–**	–
Employer contributions	**9**	36	**–**	–	**9**	36
Abatement of employer contributions to defined contribution schemes	**(38)**	–	**–**	–	**(38)**	–
Benefit payments	**(157)**	(161)	**159**	166	**2**	5
Past service cost	**–**	–	**–**	(2)	**–**	(2)
Interest income/(expense)	**206**	185	**(131)**	(123)	**75**	62
Loss/(return) on scheme assets less interest income	**182**	(238)	**–**	–	**182**	(238)
Actuarial (losses)/gains arising from changes in financial assumptions	**–**	–	**(142)**	265	**(142)**	265
Actuarial gains arising from changes in demographic assumptions	**–**	–	**6**	18	**6**	18
Experience losses on scheme liabilities	**–**	–	**(10)**	(57)	**(10)**	(57)
Effect of movements in foreign exchange	**(3)**	(18)	**5**	18	**2**	–
At end of year	**4,167**	3,962	**(2,705)**	(2,555)	**1,462**	1,407

14. Employee entitlements *continued*

Reconciliation of change in irrecoverable surplus

	Consolidated Group	
	2024 **£m**	2023 £m
At beginning of year	**(36)**	(42)
Change recognised in other comprehensive income	**–**	6
Interest charge on irrecoverable surplus	**(2)**	(2)
Effect of movements in foreign exchange	**–**	2
At end of year	**(38)**	(36)

15. Deferred tax assets and liabilities

	Consolidated Group							
	Property, plant and equipment £m	Intangible assets £m	Employee benefits £m	Financial assets and liabilities £m	Provisions and other temporary differences £m	Leases £m	Tax value of carry-forward losses £m	Total £m
At 17 September 2022	190	117	325	46	(68)	(78)	(28)	504
Amount charged/(credited) to the Income statement	76	(3)	10	(6)	(8)	(30)	(51)	(12)
Amount (credited)/charged to Other comprehensive income or equity	–	–	(5)	(40)	5	–	–	(40)
Acquired through business combinations	–	7	1	–	(1)	–	(1)	6
Effect of changes in tax rates on the income statement	3	–	2	–	–	–	–	5
Effect of hyperinflationary economies taken to operating profit	4	–	–	–	–	–	–	4
Transfer from assets/liabilities held for sale	(5)	–	–	–	–	–	–	(5)
Effect of movements in foreign exchange	(19)	(3)	–	–	2	3	2	(15)
At 16 September 2023	249	118	333	–	(70)	(105)	(78)	447
Amount charged/(credited) to the Income statement	46	(10)	2	–	(1)	(4)	15	48
Amount charged/(credited) to Other comprehensive income or equity	–	–	9	(13)	(1)	–	–	(5)
Acquired through business combinations	7	6	–	–	(7)	–	–	6
Effect of changes in tax rates on the Income statement	6	–	–	–	2	(1)	–	7
Effect of changes in tax rate on equity	–	–	1	–	–	–	–	1
Effect of hyperinflationary economies taken to operating profit	6	–	–	–	–	–	–	6
Effect of movements in foreign exchange	(14)	(5)	–	–	(3)	3	2	(17)
At 14 September 2024	**300**	**109**	**345**	**(13)**	**(80)**	**(107)**	**(61)**	**493**

Provisions and other temporary differences include provisions of £(118)m (2023 - £(103)m), biological assets of £35m (2023 - £33m), tax credits of £(10)m (2023 - £(9)m) and other temporary differences of £14m (2023 - £9m).

15. Deferred tax assets and liabilities

	ABF							
	Property, plant and equipment £m	Intangible assets £m	Employee benefits £m	Financial assets and liabilities £m	Provisions and other temporary differences £m	Leases £m	Tax value of carry-forward losses £m	Total £m
At 17 September 2022	187	117	324	40	(75)	(78)	(26)	489
Amount charged/(credited) to the Income statement	73	(3)	12	–	(11)	(30)	(53)	(12)
Amount (credited)/charged to to Other comprehensive income or equity	–	–	(5)	(40)	5	–	–	(40)
Acquired through business combinations	–	7	1	–	(1)	–	(1)	6
Effect of changes in tax rates on the income statement	3	–	2	–	–	–	–	5
Effect of hyperinflationary economies taken to operating profit	4	–	–	–	–	–	–	4
Transfer from assets/liabilities held for sale	(5)	–	–	–	–	–	–	(5)
Effect of movements in foreign exchange	(19)	(3)	–	–	3	3	2	(14)
At 16 September 2023	243	118	334	–	(79)	(105)	(78)	433
Amount charged/(credited) to the Income statement	46	(10)	2	–	(21)	(4)	15	28
Amount charged/(credited) to to Other comprehensive income or equity	–	–	9	(13)	(1)	–	–	(5)
Acquired through business combinations	7	6	–	–	(7)	–	–	6
Effect of changes in tax rates on the Income statement	6	–	–	–	2	(1)	–	7
Effect of changes in tax rate on equity	–	–	1	–	–	–	–	1
Effect of hyperinflationary economies taken to operating profit	6	–	–	–	–	–	–	6
Effect of movements in foreign exchange	(14)	(5)	–	–	(3)	3	2	(17)
At 14 September 2024	**294**	**109**	**346**	**(13)**	**(109)**	**(107)**	**(61)**	**459**

Certain deferred tax assets and liabilities have been offset in the table above. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	ABF		Consolidated Group	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Deferred tax assets	**223**	193	**223**	195
Deferred tax liabilities	**(682)**	(626)	**(716)**	(642)
	(459)	(433)	**(493)**	(447)

Deferred tax assets have not been recognised in respect of tax losses of £328m (2023 – £360m). Of these tax losses, £187m (2023 – £186m) will expire at various dates between 2024 and 2029 (2023 – 2023 and 2028). Tax losses not recognised also include capital losses in Ireland and Australia of £16m and £86m respectively (2023 – £16m and £98m). Deferred tax assets have also not been recognised in respect of other temporary differences of £256m (2023 – £368m). This includes £88m (2023 – £160m) relating to property, plant and equipment and leases in Germany which were derecognised following the impairment in 2022. These deferred tax assets have not been recognised on the basis that their future economic benefit is uncertain.

In addition, the Group's overseas subsidiaries have net unremitted earnings of £2,476m (2023 – £2,527m), resulting in temporary differences of £1,514m (2023 – £1,426m). No deferred tax has been provided in respect of these differences since the timing of the reversals can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

16. Trade and other receivables

	ABF		Consolidated Group	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Non-current – other receivables				
Loans and receivables	–	31	**7**	31
Investments designated FVOCI	**30**	32	**30**	32
	30	63	**37**	63
Current – trade and other receivables				
Trade receivables	**1,271**	1,319	**1,282**	1,330
Other receivables	**213**	223	**217**	234
Accrued income	**21**	26	**25**	29
	1,505	1,568	**1,524**	1,593
Prepayments and other non-financial receivables	**192**	210	**195**	214
	1,697	1,778	**1,719**	1,807

16. Trade and other receivables *continued*

The directors consider that the carrying amount of receivables approximates to fair value.

For details of credit risk exposure on trade and other receivables, see note 27.

Prior year trade and other receivables included £32m in respect of finance lease receivables, which related to property, plant and equipment leased to a joint venture of the Group (see note 29).

17. Inventories

	ABF		Consolidated Group	
	2024 £m	*2023 £m*	**2024 £m**	2023 £m
Raw materials and consumables	***474***	*599*	**474**	605
Work in progress	***103***	*78*	**103**	78
Finished goods and goods held for resale	***2,365***	*2,530*	**2,398**	2,563
	2,942	*3,207*	**2,975**	3,246
Write down of inventories	***(141)***	*(123)*	**(141)**	(124)

18. Biological assets

	Consolidated Group		
	Growing cane £m	Other £m	Total £m
At 17 September 2022	97	8	105
Transferred to inventory	(121)	(14)	(135)
Purchases	3	6	9
Impairment	(7)	–	(7)
Changes in fair value	135	11	146
Effect of movements in foreign exchange	(19)	–	(19)
At 16 September 2023	88	11	99
Transferred to inventory	(93)	(11)	(104)
Purchases	–	7	7
Other disposals	–	(8)	(8)
Changes in fair value	113	11	124
Effect of movements in foreign exchange	(24)	–	(24)
At 14 September 2024	**84**	**10**	**94**

Impairment

The methodology used to assess current biological assets for impairment is the same as that described for impairment assessments of goodwill. See note 9 for further details.

In the prior year there was a £7m impairment charge booked on current biological assets in Mozambique due to the severe flooding and damage to the sugar crop fields and that was included within exceptional items. This year there was no impairment booked on these assets.

Growing cane

The fair value of growing cane is determined using inputs that are unobservable, using the best information available in the circumstances for valuing the growing cane, and therefore falls into the Level 3 category of fair value measurement. The following assumptions were used in the determination of the estimated sucrose tonnage at 14 September 2024:

	South Africa	**Malawi**	**Zambia**	**Eswatini**	**Tanzania**
Expected area to harvest (hectares)	**6,393**	**18,194**	**14,966**	**10,486**	**9,339**
Estimated yield (tonnes cane/hectare)	**64.6**	**89.0**	**114.9**	**96.1**	**81.9**
Average maturity of growing cane	**45.8%**	**66.8%**	**65.7%**	**67.7%**	**46.2%**

The following assumptions were used in the determination of the estimated sucrose tonnage at 16 September 2023:

	South Africa	Malawi	Zambia	Eswatini	Tanzania
Expected area to harvest (hectares)	5,729	18,819	15,700	10,580	9,578
Estimated yield (tonnes cane/hectare)	67.9	100.1	114.0	92.0	80.2
Average maturity of growing cane	46.4%	67.4%	65.7%	67.7%	46.2%

A 1% change in the unobservable inputs could increase or decrease the fair value of growing cane as follows:

	2024		2023	
	+1% £m	**-1% £m**	+1% £m	-1% £m
Estimated sucrose content	**1.3**	**(1.3)**	1.6	(1.6)
Estimated sucrose price	**1.6**	**(1.6)**	1.9	(1.9)

19. Cash and cash equivalents

		ABF		Consolidated Group	
	Note	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Cash					
Cash at bank and in hand		**551**	*481*	**627**	532
Cash equivalents		**772**	*976*	**772**	1,064
Cash and cash equivalents on the face of the balance sheet	27	**1,323**	*1,457*	**1,399**	1,596
Reconciliation to the cash flow statement					
Bank overdrafts	20	**(88)**	*(69)*	**(88)**	(69)
Cash and cash equivalents in the cash flow statement		**1,235**	*1,388*	**1,311**	1,527

Cash at bank and in hand generally earns interest at rates based on the daily bank deposit rate.

Cash equivalents generally comprise bank deposits placed for periods of up to three months and money market funds which earn interest at a short-term deposit rate; and funds invested with fund managers that have a maturity of less than or equal to three months and are at fixed rates.

The carrying amount of cash and cash equivalents approximates fair value.

20. Loans and overdrafts

		ABF		Consolidated Group	
	Note	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Current loans and overdrafts					
Secured loans		**3**	–	**4**	1
Unsecured loans and overdrafts		**156**	*168*	**156**	168
		159	*168*	**160**	169
Non-current loans					
Secured loans		**60**	–	**60**	–
Unsecured loans		**394**	*394*	**394**	394
		454	*394*	**454**	394
	27	**613**	*562*	**614**	563

		ABF		Consolidated Group	
	Note	**2024 £m**	2023 £m	**2024 £m**	2023 £m
Secured loans					
- GBP floating rate		**–**	–	**1**	1
- Other floating rate		**63**	–	**63**	–
Unsecured bank loans and overdrafts					
- Bank overdrafts	19	**88**	*69*	**88**	69
- GBP floating rate		**44**	–	**44**	–
- GBP fixed rate		**391**	*392*	**391**	392
- USD floating rate		**9**	*8*	**9**	8
- USD fixed rate		**–**	*81*	**–**	81
- EUR floating rate		**4**	*1*	**4**	1
- Other floating rate		**9**	*9*	**9**	9
- Other fixed rate		**5**	*2*	**5**	2
	27	**613**	*562*	**614**	563

Secured loans comprise amounts borrowed from commercial banks and are secured by floating charges over the assets of subsidiaries. Bank overdrafts generally bear interest at floating rates.

21. Trade and other payables

	ABF		Consolidated Group	
	2024 £m	2023 £m	**2024 £m**	2023 £m
Trade payables	**1,159**	1,177	**1,172**	1,191
Accruals	**1,276**	1,271	**1,293**	1,286
	2,435	2,448	**2,465**	2,477
Deferred income and other non-financial payables	**499**	505	**509**	523
	2,934	2,953	**2,974**	3,000

For payables with a remaining life of less than one year, carrying amount is deemed to reflect fair value.

In a small number of businesses, the Group utilises supplier financing arrangements to enable participating suppliers, at each supplier's sole discretion, to sell any or all amounts due from the Group to a third-party bank earlier than the invoice due date, at better financing rates than the supplier alone could achieve. Payment terms for suppliers are identical, irrespective of whether they choose to participate. Contractual terms and invoice due dates are unchanged and the Group considers amounts owed to the third-party bank as akin to amounts owed to the supplier. Such amounts are therefore included within trade payables and associated cash flows are included within operating cash flows, as they continue to be part of the Group's normal operating cycle.

At year end, the value of invoices sold by suppliers under supply chain financing arrangements was £55m (2023 – £75m).

22. Provisions

	Consolidated Group				
	Restructuring £m	Onerous contracts £m	Deferred consideration £m	Other £m	Total £m
At 16 September 2023	18	–	6	79	103
Created	22	13	9	50	94
Utilised	(9)	–	(4)	(14)	(27)
Released	(8)	–	–	(21)	(29)
Effect of movements in foreign exchange	–	–	–	(3)	(3)
At 14 September 2024	**23**	**13**	**11**	**91**	**138**
Current	22	12	6	38	78
Non-current	1	1	5	53	60
	23	**13**	**11**	**91**	**138**

Financial liabilities within provisions comprised deferred consideration in both years (see note 27).

Restructuring
Restructuring provisions include business restructure costs, including redundancy, associated with the Group's announced reorganisation plans. These restructuring provisions are largely expected to be utilised in the next financial year.

Onerous contracts
Onerous contract provisions relate to potential losses to be incurred on fixed-price agreements in the ABF Sugar segment as a result of the current decline in the European market sugar price.

Deferred consideration
Deferred consideration comprises estimates of amounts due to the previous owners of businesses acquired by the Group which are often linked to performance or other conditions.

Other
Other provisions mainly comprise litigation claims and warranty claims arising from the sale and closure of businesses. The extent and timing of the utilisation of these provisions is more uncertain given the nature of the claims and the period of the warranties.

23. Share capital and reserves

Share capital

At 16 September 2023 and 14 September 2024, the Group's issued and fully paid share capital comprised 862,022 ordinary shares of 50p, each carrying one vote per share. Total nominal value was £431,011.

Other reserves

Other reserves are non-distributable and materially arose from the cancellation of share premium account by ABF in 1993.

Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations, as well as from the translation of liabilities that hedge the Group's net investment in foreign subsidiaries.

Hedging reserve

The hedging reserve comprises all changes in the value of derivatives to the extent that they are effective cash flow hedges, net of amounts recycled from the hedging reserve on occurrence of the hedged transaction or when the hedged transaction is no longer expected to occur.

24. Acquisitions and disposals

Acquisitions

2024

In the first half, the ABF Grocery division acquired Capsicana, a provider of Latin American products including tortillas, pastes, kits and seasoning mixes. Also in the first half, the ABF Ingredients division acquired the remaining 50% stake of its existing joint venture Roal, making it a wholly owned subsidiary. The acquisition gave rise to negative goodwill of £7m which was released to the income statement through profit on disposal of business.

In the second half, the ABF Ingredients division acquired Mapo, an Italian manufacturer of premium frozen baked goods, to support AB Mauri's Scrocchiarella product range, Omega Yeast Labs, a leading provider of liquid yeast to the craft brewing industry in the US, for £36m, and Romix, a specialist blender of baking ingredients in the UK.

Also in the second half, the ABF Grocery division acquired The Artisanal Group, a leading manufacturer and wholesaler of high-quality baked goods in Australia, for £35m.

	Pre-acquisition carrying values £m	Recognised values on acquisition			
		TAG (The Artisanal Group) £m	Omega Yeast £m	Other £m	Total £m
Net assets					
Intangible assets	1	15	8	14	37
Property, plant and equipment and right-of-use assets	73	8	11	63	82
Working capital	6	(1)	–	9	8
Cash	7	2	1	4	7
Loans	(25)	(25)	–	–	(25)
Capital payable	(39)	–	–	(39)	(39)
Lease liabilities	–	–	(8)	–	(8)
Provisions	–	–	–	(1)	(1)
Taxation	(4)	(5)	–	(1)	(6)
Net identifiable assets and liabilities	19	(6)	12	49	55
Goodwill		41	24	12	77
Negative goodwill released to the income statement		–	–	(7)	(7)
Total consideration		35	36	54	125

	Recognised values on acquisition £m
Satisfied by:	
Cash consideration	96
Consideration already paid	5
Net assets already owned	15
Deferred consideration	9
	125
Net cash	
Cash consideration	96
Cash and cash equivalents acquired	(7)
	89

24. Acquisitions and disposals *continued*

Pre-acquisition carrying amounts were the same as recognised values on acquisition apart from £36m of non-operating intangibles in respect of brands, technology and customer relationships, and £9m of property, plant and equipment, together with a £(2)m related deferred tax liability, an inventory uplift of £2m, lease liabilities of £(8)m, £(1)m of provisions and goodwill of £77m. Cash flow on acquisition of subsidiaries, joint ventures and associates of £93m comprised £89m cash consideration and £4m deferred consideration paid in respect of previous acquisitions.

2023

In the first half, the ABF Agriculture division acquired Kite Consulting, Advance Sourcing and Progres. Kite Consulting is a specialist dairy consultant and Advance Sourcing provides specialist products to create value by improving herd performance and supports dairy farmers to improve herd efficiency and resilience. Progres in Finland uses a patented additive to support gut health.

Also in the first half, the ABF Ingredients division acquired Vital Solutions in Germany, which specialises in natural science-based ingredients for application in dietary supplements and functional foods.

In the second half, the ABF Agriculture division acquired IFCN, a dairy research and consulting company and National Milk Records plc (NMR) for £48m. NMR is the leading agri-tech supplier of management information and testing services to the UK dairy supply chain.

Disposals

2024

The ABF Sugar division sold its remaining assets in north China for £24m net of restructuring costs. Profit on sale was £12m compared to assets of £12m. The ABF Sugar division also disposed of a 30% associate interest in South Africa which enabled the release of a £5m non-cash provision taken in the prior year and charged £2m for the closure of a small joint venture in South Africa. On completion of the buyout of the Roal joint venture in Finland, the ABF Ingredients division released £7m negative goodwill arising. The ABF Ingredients division also released £4m of surplus provisions relating to closed factories in China.

2023

The ABF Ingredients division sold property, plant and equipment in China to its local joint venture partner for a profit of £3m. The ABF Sugar division booked a £6m non-cash provision for a financial guarantee when its 30% associate in South Africa went into business rescue.

The Grand Hotel, Brighton was sold to Fattal Group in May 2023 for £61m.

25. Share-based payments

The annual charge in the income statement for equity-settled share-based payments schemes was £31m (2023 – £18m). The Group had the following principal equity-settled share-based payment plans in operation during the period:

Associated British Foods 2016 Long-term Incentive Plan (‘the 2016 LTIP’)

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

Associated British Foods 2016 Short-term Incentive Plan (‘the 2016 STIP’)

The 2016 STIP was approved and adopted by the ABF Board on behalf of the Group on 2 November 2016. It takes the form of conditional allocations of shares which are released at the end of a three-year vesting period if, and to the extent that, performance targets are satisfied, over a one-year performance period.

Further information regarding the operation of the above plans can be found in the Remuneration Report in the annual report and accounts of ABF on pages 114 to 127.

Total conditional allocations under the Group’s equity-settled share-based payment plans are as follows:

	Balance outstanding at the beginning of the period	Granted/ awarded	Vested	Expired/ lapsed	Balance outstanding at the end of the period
2024	**6,977,182**	**2,170,822**	**(1,202,101)**	**(1,422,362)**	**6,523,541**
2023	6,090,005	3,113,056	(607,140)	(1,618,739)	6,977,182

Employee Share Ownership Plan Trust

Shares subject to allocation under the Group’s equity-settled share-based payment plans are held in a separate Employee Share Ownership Plan Trust funded by the Group. Voting rights attached to shares held by the Trust are exercisable by the trustee, who is entitled to consider any recommendation made by a committee of ABF. At 14 September 2024 the Trust held 4,348,890 (2023 – 4,734,992) ordinary shares of ABF. The market value of these shares at the year-end was £95m (2023 – £99m). The Trust has waived its right to dividends. Movements in the year were a release of 1,202,101 shares and the purchase of 815,999 shares (2023 – release of 607,140 shares and the purchase of 2,300,000 shares).

25. Share-based payments *continued*

Fair values

The weighted average fair value of conditional grants made was determined by taking the market price of the shares at the time of grant and discounting for the fact that dividends are not paid during the vesting period. The weighted average fair value of the conditional shares allocated during the year was 2,196p (2023 – 1,544p) and the weighted average share price was 2,362p (2023 – 1,660p). The dividend yield used was 2.5% (2023 – 2.5%).

26. Analysis of net debt

	Consolidated Group					
	At 16 September 2023 £m	Cash flow £m	Acquisitions and disposals £m	New leases and non-cash items £m	Exchange adjustments £m	**At 14 September 2024 £m**
Short-term loans	(100)	50	(25)	–	3	**(72)**
Long-term loans	(394)	(66)	–	–	6	**(454)**
Lease liabilities	(3,190)	351	(8)	(302)	56	**(3,093)**
Total liabilities from financing activities	(3,684)	335	(33)	(302)	65	**(3,619)**
Cash at bank and in hand, cash equivalents and overdrafts	1,527	(90)	–	–	(126)	**1,311**
Current investments at amortised cost	–	334	–	–	–	**334**
Current investments designated FVTPL	1,329	392	–	137	(20)	**1,838**
	(828)	971	(33)	(165)	(81)	**(136)**

	Consolidated Group					
	At 17 September 2022 £m	Cash flow £m	Acquisitions and disposals £m	New leases and non-cash items £m	Exchange adjustments £m	At 16 September 2023 £m
Short-term loans	(31)	13	(1)	(88)	7	(100)
Long-term loans	(481)	–	(1)	88	–	(394)
Lease liabilities	(3,275)	312	–	(290)	63	(3,190)
Total liabilities from financing activities	(3,787)	325	(2)	(290)	70	(3,684)
Cash at bank and in hand, cash equivalents and overdrafts	2,100	(500)	–	–	(73)	1,527
Current investments at amortised cost	4	(3)	–	–	(1)	–
Current investments designated FVTPL	1,239	52	–	51	(13)	1,329
	(444)	(126)	(2)	(239)	(17)	(828)

Reconciliation of net debt to balance sheet		Consolidated Group	
	Note	**2024 £m**	2023 £m
Cash and cash equivalents	19	**1,399**	1,596
Current investments designated FVTPL		**2,172**	1,329
Current loans and overdrafts	20	**(160)**	(169)
Non-current loans	20	**(454)**	(394)
Net cash before lease liabilities		**2,957**	2,362
Lease liabilities	11	**(3,093)**	(3,190)
Net debt including lease liabilities		**(136)**	(828)

Roll forward of the liabilities associated with interest paid		Consolidated Group	
	Note	**2024 £m**	2023 £m
Opening balance		**(25)**	(18)
Interest expense	6	**(136)**	(129)
Interest paid		**141**	119
Interest capitalised	6	**(5)**	–
Effect of hyperinflationary economies		**–**	3
Closing balance		**(25)**	(25)

27. Financial instruments

a) Carrying amount and fair values of financial assets and liabilities

	ABF 2024 £m	ABF 2023 £m	Consolidated Group 2024 £m	Consolidated Group 2023 £m
Financial assets				
Financial assets at amortised cost				
Cash and cash equivalents	1,323	1,457	1,399	1,596
Current investments	334	–	334	–
Trade and other receivables	1,505	1,568	1,524	1,593
Other non-current receivables	–	31	7	31
At fair value through other comprehensive income				
Investments	30	32	30	32
At fair value through profit and loss				
Investments	–	–	2,043	1,478
Derivative assets not designated in a cash flow hedging relationship:				
- currency derivatives (excluding cross-currency swaps)	6	11	6	11
- commodity derivatives	1	–	1	–
Designated cash flow hedging relationships				
Derivative assets designated and effective as cash flow hedging instruments:				
- currency derivatives (excluding cross-currency swaps)	10	40	10	40
- cross-currency swaps	–	24	–	24
- interest rate derivatives	1	4	1	4
- commodity derivatives	10	17	10	17
Total financial assets	3,220	3,184	5,365	4,826
Financial liabilities				
Financial liabilities at amortised cost				
Trade and other payables	(2,435)	(2,448)	(2,465)	(2,477)
Secured loans	(63)	–	(64)	(1)
Unsecured loans and overdrafts (fair value 2024 – £345m; 2023 – £470m)	(550)	(562)	(550)	(562)
Lease liabilities (fair value 2024 – £3,422m; 2023 – £3,208m)	(3,065)	(3,160)	(3,093)	(3,190)
Deferred consideration	(11)	(6)	(11)	(6)
At fair value through profit and loss				
Derivative liabilities not designated in a cash flow hedging relationship:				
- currency derivatives (excluding cross-currency swaps)	(18)	(6)	(18)	(6)
Designated net investment hedging relationships				
Derivative liabilities designated as net investment hedging instruments:				
- cross-currency swaps	–	(7)	–	(7)
Designated cash flow hedging relationships				
Derivative liabilities designated and effective as cash flow hedging instruments:				
- currency derivatives (excluding cross-currency swaps)	(66)	(4)	(66)	(4)
- commodity derivatives	(13)	(52)	(13)	(52)
Total financial liabilities	(6,221)	(6,245)	(6,280)	(6,305)
Net financial liabilities	(3,001)	(3,061)	(915)	(1,479)

Except where stated, carrying amount is equal to fair value.

Current investments at amortised cost comprise bank deposits for periods between three and six months which earn interest at a short-term deposit rate.

27. Financial instruments *continued*

Valuation of financial instruments carried at fair value

Financial instruments carried at fair value on the balance sheet comprise derivatives and investments. The Group classifies these financial instruments using a fair value hierarchy that reflects the relative significance of both objective evidence and subjective judgements on the inputs used in making the fair value measurements:

Level 1: financial instruments are valued using observable inputs that reflect unadjusted quoted market prices in an active market for identical instruments. An example of an item in this category is a widely traded equity instrument with a normal quoted market price.

Level 2: financial instruments are valued using techniques based on observable inputs, either directly (i.e. market prices and rates) or indirectly (i.e. derived from market prices and rates). An example of an item in this category is a currency derivative, where forward exchange rates and yield curve data, which are observable in the market, are used to derive fair value.

Level 3: financial instruments are valued using techniques involving significant unobservable inputs.

The table below analyses the level in the fair value hierarchy into which their fair value measurement method is categorised for Investments held at fair value through profit and loss:

	Consolidated Group							
	2024				2023			
	Level 1 £m	Level 2 £m	Level 3 £m	Total £m	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Investments designated FVTPL	**1,454**	**585**	**4**	**2,043**	1,175	299	4	1,478

Included within the level 2 investments is the Group's aggregate £201m interest (2023: £145m) in 45 (2023: 40) separate Partnerships, each of which held investments in unquoted investments. Such investments represent the Group's allocable share of Partnership investments and include interests in non-redeemable, closed-end private investment funds that do not trade in an active market and represent illiquid long-term investments that generally require future capital commitments.

The fair value of such investments are determined by the General Partners of the funds invested in. Unquoted investments are valued in accordance with the International Private Equity and Venture Capital Valuations Guidelines as endorsed by the British Venture Capital Association. The basis of valuation in these guidelines include valuing investments at the price of recent comparative industry price earnings ratios discounted for marketability and performance of the investment, by review of comparable M&A deals in appropriate sectors, and net asset valuations for asset based investments.

Because of the inherent uncertainties of valuing unquoted investments, the eventual realisation proceeds may differ from the estimated fair value and the difference could be significant. Appropriate provisions are made against all individual values where necessary to reflect unsatisfactory financial performance or a fall in comparable ratings, leading to impairment in value.

b) Derivatives

All derivatives are classified as current on the face of the balance sheet. The table below analyses the carrying amount of derivatives and their contractual/notional amounts, together with an analysis of derivatives by the level in the fair value hierarchy into which their fair value measurement method is categorised.

	Consolidated Group							
	2024				2023			
	Contractual/ notional amounts £m	Level 1 £m	Level 2 £m	Total £m	Contractual/ notional amounts £m	Level 1 £m	Level 2 £m	Total £m
Financial assets								
Currency derivatives (excluding cross-currency swaps)	**1,305**	**–**	**16**	**16**	2,402	–	51	51
Cross-currency swaps	**–**	**–**	**–**	**–**	84	–	24	24
Interest rate derivatives	**400**	**–**	**1**	**1**	400	–	4	4
Commodity derivatives	**169**	**1**	**10**	**11**	163	5	12	17
	1,874	**1**	**27**	**28**	3,049	5	91	96
Financial liabilities								
Currency derivatives (excluding cross-currency swaps)	**3,460**	**–**	**(84)**	**(84)**	626	–	(10)	(10)
Cross-currency swaps	**–**	**–**	**–**	**–**	65	–	(7)	(7)
Commodity derivatives	**219**	**–**	**(13)**	**(13)**	275	(2)	(50)	(52)
	3,679	**–**	**(97)**	**(97)**	966	(2)	(67)	(69)

27. Financial instruments *continued*

c) Cash flow hedging reserve

The following table identifies the movements in the cash flow hedging reserve during the year, and the periods in which the cash flows are expected to occur. The periods in which the cash flows are expected to impact profit or loss are materially the same.

	Consolidated Group									
	2024					2023				
	Currency derivatives (excluding cross-currency) £m	Cross-currency swaps £m	Interest rate Derivatives £m	Commodity derivatives £m	Total £m	Currency derivatives (excluding cross-currency) £m	Cross-currency swaps £m	Interest rate Derivatives £m	Commodity derivatives £m	Total £m
Opening balance	**(28)**	**(2)**	**(2)**	**30**	**(2)**	(41)	–	2	(115)	(154)
Losses/(gains) recognised in the hedging reserve	**68**	**–**	**1**	**6**	**75**	73	5	(5)	339	412
Amount removed from the hedging reserve and included in the income statement:										
– revenue	**8**	**–**	**–**	**(5)**	**3**	(6)	–	–	(7)	(13)
– cost of sales	**–**	**–**	**–**	**(28)**	**(28)**	–	–	–	(132)	(132)
– other financial (income)/expense	**(1)**	**2**	**–**	**–**	**1**	–	(7)	–	–	(7)
Amounts removed from the hedging reserve and included in a non-financial asset:										
– inventory	**18**	**–**	**–**	**(9)**	**9**	(52)	–	–	(16)	(68)
Deferred tax	**(21)**	**–**	**–**	**8**	**(13)**	(2)	–	1	(39)	(40)
Closing balance	**44**	**–**	**(1)**	**2**	**45**	(28)	(2)	(2)	30	(2)
Cash flows are expected to occur:										
– within six months	**26**	**–**	**–**	**2**	**28**	(15)	–	–	25	10
– between six months and one year	**18**	**–**	**(1)**	**–**	**17**	(13)	(2)	(2)	4	(13)
– between one and two years	**–**	**–**	**–**	**–**	**–**	–	–	–	1	1
	44	**–**	**(1)**	**2**	**45**	(28)	(2)	(2)	30	(2)

Of the closing balance of £45m, £25m is attributable to equity shareholders and £20m to non-controlling interests (2023 – £(2)m, £(1)m attributable to equity shareholders and £(1)m to non-controlling interests). Of the net movement in the year of £47m, £26m is attributable to equity shareholders and £21m to non-controlling interests (2023 – £152m, £83m is attributable to equity shareholders and £69m to non-controlling interests).

The balance remaining in the commodity cash flow hedge reserve from hedging relationships for which hedge accounting is no longer applied is £1m (2023– £3m).

The balance in the cost of hedging reserve was not significant at 16 September 2023 or 14 September 2024.

27. Financial instruments *continued*

d) Financial risk identification and management

The Group is exposed to the following financial risks from the use of financial instruments:

- liquidity risk,
- market risk; and
- credit risk.

The Group's financial risk management process seeks to enable the early identification, evaluation and effective management of key risks facing the business. Risk management policies and systems have been established and are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Group sources and sells products and manufactures goods in many locations around the world. These operations expose the Group to potentially significant price volatility in the financial and commodity markets. Risk management teams have been established in the Group's major businesses to manage this exposure by entering into a range of products, including physical and financial forward contracts, futures, swaps, and, where appropriate, options. These teams work closely with Group Treasury and report regularly to executive management.

Treasury operations and commodity procurement and hedging are conducted within a clearly defined framework of Board-approved policies and guidelines to manage the Group's financial and commodity risks. Group Treasury works closely with the Group's commercial and procurement teams to manage commodity risks. Group Treasury policy seeks to ensure that adequate financial resources are available at all times for the management and development of the Group's businesses, whilst effectively managing its market risk and credit risk. The Group's risk management policy explicitly forbids the use of financial or commodity derivatives (outside its risk management framework of mitigating financial and commodity risks) for speculative purposes.

e) Foreign currency translation

The Group presents its financial statements in sterling. As a result of its worldwide operations, the Group is exposed to foreign currency translation risk where overseas operations have a functional currency other than sterling. Changes in foreign currency exchange rates impact the translation into sterling of both the income statement and net assets of these foreign operations.

The Group typically finances its operations using own funds generated in the functional currency of its operations and where appropriate, by borrowing locally in the same functional currency. This reduces net asset values reported in functional currencies other than sterling, thereby reducing the economic exposure to fluctuations in foreign currency exchange rates on translation.

The Group also finances its operations by obtaining funding at Group level through external borrowings and, where they are not in sterling, these borrowings may be designated as net investment hedges. This enables gains and losses arising on retranslation of these foreign currency borrowings to be charged to other comprehensive income, providing a partial offset in equity against the gains and losses arising on translation of the net assets of foreign operations.

The Group also held cross-currency interest rate swaps to hedge its fixed rate non-sterling debt which matured during the year. These were reported as cash flow hedges and net investment hedges. The change in fair value of the hedging instrument, to the degree effective, is retained in other comprehensive income. Under IFRS 9, the currency basis on the cross-currency swaps is excluded from the hedge designation and recognised in other comprehensive income – cost of hedging. The value of the currency basis is not significant. Effectiveness was measured using the hypothetical derivative approach. The hypothetical derivative was based on the critical terms of the debt and therefore the only ineffectiveness that might arise was in relation to credit risk. Credit risk was monitored regularly and was not a significant factor in the hedge relationship.

The Group does not actively hedge the translation impact of foreign exchange rate movements on the income statement (other than via the partial economic hedge arising from the servicing costs on non-sterling borrowings).

The Group designates certain of its intercompany loan arrangements as quasi-equity for the purposes of IAS 21. The effect of the designation is that any foreign exchange volatility arising within the borrowing entity and/or the lending entity is accounted for directly within other comprehensive income.

A net foreign exchange loss of £2m (2023 – £2m) on retranslation of these loans has been taken to the translation reserve on consolidation, £1m of which was attributable to equity shareholders. The Group also held cross-currency swaps that have been designated as hedges of its net investments in euros, whose change in fair value of £nil to the translation reserve, all of which was attributable to equity shareholders (2023 – £1m debited to the translation reserve).

27. Financial instruments *continued*

f) Market risk

Market risk is the risk of movements in the fair value of future cash flows of a financial instrument or forecast transaction as underlying market prices change. The Group is exposed to changes in the market price of commodities, interest rates and foreign exchange rates. These risks are known as 'transaction' (or recognised) exposures and 'economic' (or forecast) exposures.

(i) Commodity price risk

Commodity price risk arises from the procurement of raw materials, the sale of finished goods linked to market indices and the consequent exposure to changes in market prices.

The Group purchases a wide range of commodities in the ordinary course of business and has some sales contracts which are linked to financial market indices. Exposure to changes in the market price of certain of these commodities including sugar raws, energy, wheat, edible oils, soya beans, tea, lean hog, cocoa and rice is managed through the use of forward physical contracts and hedging instruments, including futures, swaps and options primarily to convert floating prices to fixed prices. The use of such contracts to hedge commodity exposures is governed by the Group's risk management policies and is continually monitored by Group Treasury. Commodity derivatives also provide a way to meet customers' pricing requirements whilst achieving a price structure consistent with the Group's overall pricing strategy.

Some of the Group's commodity forward contracts are classified as 'own use' contracts, since they are entered into, and continue to be held, for the purposes of the Group's ordinary operations. In this instance the Group takes physical delivery of the commodity concerned. Own use contracts do not require accounting entries until the commodity purchase actually crystallises. Where possible, other commodity derivatives are accounted for as cash flow hedges (typically with a one-to-one hedge ratio), but there are some commodity derivatives for which the strict requirements of hedge accounting cannot be satisfied. Such commodity derivatives are used only where the business believes they provide an economic hedge of an underlying exposure. These instruments are classified as held for trading and are marked to market through the income statement.

The majority of the Group's forward physical contracts and commodity derivatives have maturities of less than one year.

The Group's sensitivities in respect of commodity derivatives for a +/- 20% movement in underlying commodity prices are £19m (2023 – £16m) and £(16)m (2023 – £(13)m), respectively.

(ii) Interest rate risk

Interest rate risk comprises two primary elements:

- interest price risk results from financial instruments bearing fixed interest rates. Changes in floating interest rates therefore affect the fair value of these fixed rate financial instruments; and
- interest cash flow risk results from financial instruments bearing floating rates. Changes in floating interest rates affect cash flows on interest receivable or payable.

The Group's policy is to manage its mix of fixed and floating rate debt, cash and investments so that a significant change in interest rates does not have a material negative impact on the Group's cash flows.

At 14 September 2024, £396m (65%) (2023 - £475m and 85%) of total debt was subject to fixed rates of interest, the majority of which is the 2034 public bond. Floating rate debt comprises other bank borrowings bearing interest rates for various time periods up to 12 months, by reference to the relevant market rate for the currency and location of the borrowing.

The Group's cash and cash equivalents and current asset investments are subject to floating rates of interest, typically fixed for periods up to 6 months by reference to the relevant market rate for the currency of the cash placing or investment.

£400m of sterling interest rate swaps have been entered into so that the floating interest rate received on an equivalent balance of the Group's cash and cash equivalents is fixed for the 12-month period to September 2025.

27. Financial instruments *continued*

(iii) Foreign currency risk

The Group conducts business worldwide and consequently in many foreign currencies. As a result, it is exposed to movements in foreign currency exchange rates which affect the Group's transaction costs. The Group also publishes its financial statements in sterling and is therefore exposed to movements in foreign exchange rates on the translation of the results and underlying net assets of its foreign operations into sterling.

Translation risk is discussed in section e) on page 53.

Transaction (recognised) risk

Currency transaction exposure occurs where a business makes sales and purchases in a currency other than its functional currency, or where the functional currency value of the sale or purchase is linked to a currency other than its functional currency. It also arises where monetary assets and liabilities of a business are not denominated in its functional currency, and where dividends or surplus funds are remitted from overseas. The Group's policy is to match transaction exposures wherever possible, and to hedge actual exposures and firm commitments as soon as they occur by using forward foreign currency contracts.

The Group uses derivatives (principally forward foreign currency contracts) to hedge its exposure to movements in exchange rates on its foreign currency trade receivables and payables. The Group does not seek formal fair value hedge accounting for such transaction hedges. Instead, such derivatives are classified as held for trading and marked to market through the income statement. This offsets the income statement impact of the retranslation of the foreign currency trade receivables and payables.

Economic (forecast) risk

The Group principally uses forward foreign currency contracts to hedge its exposure to movements in exchange rates on its highly probable forecast foreign currency sales and purchases. The Group does not formally define the proportion of highly probable forecast sales and purchases to hedge, but agrees an appropriate percentage on an individual basis with each business by reference to the underlying commercial model of the business, the Group's risk management policies and prevailing market conditions. The Group designates currency derivatives used to hedge its highly probable forecast transactions as cash flow hedges. Under IFRS 9, the spot component is designated in the hedging relationship and forward points and currency basis are excluded and recognised in other comprehensive income – cost of hedging. The cost of hedging value during the period and at the balance sheet date was not material. The economic relationship is based on critical terms and a one-to-one hedge ratio. To the extent that cash flow hedges are effective, gains and losses are deferred in equity until the forecast transaction occurs, at which point the gains and losses are recycled either to the income statement or to the non-financial asset acquired.

The majority of the Group's currency derivatives have original maturities of less than one year.

The Group's most significant currency transaction exposures are:

- sourcing for Primark – costs are denominated in a number of currencies, predominantly US dollars, euros and sterling.
- sugar sales in British Sugar to movements in the sterling/euro exchange rate.

Elsewhere, a number of businesses make sales and purchase a variety of raw materials in foreign currencies (primarily US dollars and euros), giving rise to transaction exposures. In all other material respects, businesses tend to operate in their functional currencies.

27. Financial instruments *continued*

The table below illustrates the effects of hedge accounting on the consolidated balance sheet and consolidated income statement by disclosing separately by risk category, and each type of hedge, the details of the associated hedging instrument and hedged item.

	Consolidated Group					
	2024					
	Contract notional £m	Carrying amount assets/ (liabilities) £m	Furthest maturity date £m	Hedge ratio %	Change in fair value of hedging instrument used to determine hedge ineffectiveness £m	Change in fair value of hedge item used to determine hedge effectiveness £m
Current						
Designated cash flow hedging relationships:						
– currency derivatives	**3,449**	**(56)**	**Sep-25**	**100 %**	**(63)**	**63**
– commodity derivatives	**343**	**(2)**	**Aug-25**	**100 %**	**(1)**	**1**
– interest rate derivatives	**400**	**1**	**Sep-25**	**100 %**	**1**	**(1)**
Non-current						
Designated cash flow hedging relationships:						
– currency derivatives	**20**	**–**	**May-27**	**100 %**	**–**	**–**
– commodity derivatives	**2**	**–**	**Nov-25**	**100 %**	**–**	**–**

	Consolidated Group					
	2023					
	Contract notional £m	Carrying amount assets/ (liabilities) £m	Furthest maturity date £m	Hedge ratio %	Change in fair value of hedging instrument used to determine hedge ineffectiveness £m	Change in fair value of hedge item used to determine hedge effectiveness £m
Current						
Designated cash flow hedging relationships:						
– currency derivatives (excluding cross-currency swaps)	2,024	36	Sep 24	100%	36	(36)
– cross-currency swaps	84	24	Mar 24	100%	6	(6)
– commodity derivatives	427	(35)	Sep 24	100%	(35)	35
– interest rate derivatives	400	4	Sep 24	100%	4	(4)
Designated net investment hedging relationships:						
– currency derivatives (cross-currency swaps)	65	(6)	Mar 24	100%	–	–
Non-current						
Designated cash flow hedging relationships:						
– currency derivatives (cross-currency swaps)	21	–	Apr 25	100%	–	–
– commodity derivatives	11	–	Feb 25	100%	–	–

Hedging relationships are typically based on a one-to-one hedge ratio. The economic relationship between the hedged item and the hedging instrument is analysed on an ongoing basis. Sources of possible ineffectiveness include changes in forecast transactions as a result of timing or value or, in certain cases, different indices linked to the hedged item and the hedging instrument.

As at 14 September 2024, £3,471m of forward foreign currency contracts designated as cash flow hedges were outstanding (2023 – £2,045m), largely in relation to purchases of USD (£2,779m) and sales of EUR (£219m) with varying maturities up to May 2027. Weighted average hedge rates for these contracts are GBPUSD: 1.276, EURUSD: 1.098 and GBPEUR: 1.158. Weighted average hedge rates for the cross-currency swaps for 2023 were GBPUSD: 1.70 and GBPEUR: 1.26. Commodity derivatives designated as cash flow hedges related to a range of underlying hedged items, with varying maturities up to November 2025.

27. Financial instruments *continued*

The analysis of the Group's foreign currency exposure to financial assets and liabilities by currency of denomination is as follows:

	Consolidated Group 2024				
	Sterling £m	US dollar £m	Euro £m	Other £m	Total £m
Financial assets					
Cash and cash equivalents	1	191	67	27	286
Trade and other receivables	1	42	73	17	133
Investments	–	547	–	–	547
	2	780	140	44	966
Financial liabilities					
Trade and other payables	(19)	(342)	(34)	(9)	(404)
Unsecured loans and overdrafts	–	–	(4)	–	(4)
	(19)	(342)	(38)	(9)	(408)
Currency derivatives					
Gross amounts receivable	81	3,403	183	259	3,926
Gross amounts payable	(2)	(156)	(351)	(330)	(839)
	79	3,247	(168)	(71)	3,087
	62	3,685	(66)	(36)	3,645

	Consolidated Group 2023				
	Sterling £m	US dollar £m	Euro £m	Other £m	Total £m
Financial assets					
Cash and cash equivalents	–	351	22	32	405
Trade and other receivables	–	50	56	19	125
Investments	–	–	–	–	–
	–	401	78	51	530
Financial liabilities					
Trade and other payables	(17)	(381)	(41)	(6)	(445)
Unsecured loans and overdrafts	–	(81)	–	1	(80)
	(17)	(462)	(41)	(5)	(525)
Currency derivatives					
Gross amounts receivable	67	1,890	112	466	2,535
Gross amounts payable	(3)	(161)	(299)	(179)	(642)
	64	1,729	(187)	287	1,893
	47	1,668	(150)	333	1,898

The following major exchange rates applied during the year:

	Average rate		Closing rate	
	2024	2023	2024	2023
US dollar	1.26	1.22	1.32	1.24
Euro	1.17	1.15	1.19	1.16

Sensitivity analysis – translation impact of non-functional assets and liabilities

The following sensitivity analysis illustrates the impact that a 10% strengthening of the Group's transactional currencies against local functional currencies would have had on profit and equity. The analysis covers currency translation exposures at year end on businesses' financial assets and liabilities that are not denominated in the functional currencies of those businesses. A similar but opposite impact would be felt on both profit and equity if the Group's main operating currencies weakened against local functional currencies by a similar amount.

The exposure to foreign exchange gains and losses on translating the financial statements of subsidiaries into sterling is not included in this sensitivity analysis, as there is no impact on the income statement, and the gains and losses are recorded directly in the translation reserve in equity (see below for a separate sensitivity). This sensitivity is presented before taxation and non-controlling interests.

27. Financial instruments *continued*

10% strengthening against other currencies of	**2024 impact on profit for the period £m**	**2024 impact on total equity £m**	2023 impact on profit for the period £m	2023 impact on total equity £m
Sterling	**1**	**7**	1	6
US dollar	**55**	**359**	21	164
Euro	**22**	**8**	(2)	(19)
Other	**23**	**31**	29	32

Sensitivity analysis – translation of foreign operations profit before tax

A second sensitivity analysis calculates the impact on the Group's profit before tax if the average rates used to translate the results of the Group's foreign operations into sterling were adjusted to show a 10% strengthening of sterling. A similar but opposite impact would be felt on profit before tax if sterling weakened against the other currencies by a similar amount.

10% strengthening of sterling against	**2024 impact on profit for the period £m**	2023 impact on profit for the period £m
US dollar	**(27)**	(24)
Euro	**(38)**	(22)
Other	**(39)**	(27)

g) Credit risk

Credit risk is the risk that counterparties to financial instruments do not perform according to the terms of the contract or instrument. The Group's businesses are exposed to counterparty credit risk when dealing with customers, suppliers, and from financial institutions.

The immediate credit exposure of financial instruments is represented by those financial instruments that have a net positive fair value by counterparty at 14 September 2024. The Group considers its maximum exposure to credit risk to be:

	Consolidated Group	
	2024 £m	2023 £m
Cash and cash equivalents	**1,399**	1,596
Current investments at amortised cost	**334**	–
Investments at fair value through profit and loss	**2,043**	1,478
Trade and other receivables	**1,524**	1,593
Other non-current receivables	**7**	31
Investments at fair value through other comprehensive income	**30**	32
Derivative assets at fair value through profit and loss	**6**	11
Derivative assets in designated cash flow hedging relationships	**21**	78
	5,364	4,819

The significant majority of cash balances and short-term deposits are held with strong investment-grade banks or financial institutions. The Group uses market knowledge, changes in credit ratings and other metrics to identify significant changes to the financial profile of its counterparties.

Counterparty risk profile and management

The table below analyses the Group's current asset investments, cash equivalents and derivative assets by credit exposure:

	Consolidated Group 2024						
			Derivatives				
Long-term issuer rating	**Current asset Investments £m**	**Cash equivalents £m**	**Currency derivatives £m**	**Cross-currency Swaps £m**	**Interest rate Swaps £m**	**Commodities £m**	**Total £m**
AAA	-	**90**	-	-	-	-	**90**
AA	**750**	-	-	-	-	-	**750**
A	**433**	**641**	**3**	-	**1**	**6**	**1,084**
BBB	-	**5**	**3**	-	-	-	**8**
BB	-	**14**	-	-	-	-	**14**
Not rated	-	**22**	-	-	-	-	**22**
Total	**1,183**	**772**	**6**	**-**	**1**	**6**	**1,968**

27. Financial instruments *continued*

	Consolidated Group						
	2023						
			Derivatives				
Long-term issuer rating	Current asset Investments £m	Cash equivalents £m	Currency derivatives £m	Cross-currency Swaps £m	Interest rate Swaps £m	Commodities £m	Total £m
AA	600	50	2	-	-	-	652
A	121	962	39	17	4	1	1,144
Not rated	-	52	-	-	-	7	59
Total	721	1,064	41	17	4	8	1,855

Cash of £627m (2023 – £532m) has been excluded from this analysis as the balances are available on demand. The significant majority of cash balances and short-term deposits are held with strong investment-grade banks or financial institutions.

Trade and other receivables

Significant concentrations of credit risk are very limited as a result of the Group's large and diverse customer base. The Group has an established credit policy applied by each business under which the credit status of each new customer is reviewed before credit is advanced. This includes external credit evaluations where possible and in some cases bank references. Credit limits are established for all significant or high-risk customers, which represent the maximum amount permitted to be outstanding without requiring additional approval from the appropriate level of management. Outstanding debts are continually monitored by each business. Credit limits are reviewed on a regular basis, and at least annually. Customers that fail to meet the Group's benchmark creditworthiness may only transact on a prepayment basis. Aggregate exposures are monitored at Group level.

Many customers have been transacting with the Group for many years and the incidence of bad debts has been low. Where appropriate, goods are sold subject to retention of title so that, in the event of non-payment, the Group may have a secured claim. The Group does not typically require collateral in respect of trade and other receivables.

The Group provides for impairment of financial assets including trade and other receivables based on known events, and makes a collective provision for losses yet to be identified, based on historical data. The majority of the provision comprises specific amounts.

To measure expected credit losses, gross trade receivables are assessed regularly by each business locally with reference to considerations such as the current status of the relationship with the customer, the geographical location of each customer, and days past due (where applicable).

Expected losses are determined based on the historical experience of write-offs compared to the level of trade receivables. These historical loss expectations are adjusted for current and forward-looking information where it is identified to be significant. The Group considers factors such as national economic outlooks and bankruptcy rates of the countries in which its goods are sold to be the most relevant factors. Where the impact of these is assessed as significant, the historical loss expectations are amended accordingly.

The Group considers credit risk to have significantly increased for debts aged 180 days or over and expects these debts to be provided for in full. Where the Group holds insurance or has a legal right of offset with debtors who are also creditors, the loss expectation is applied only to the extent of the uninsured or net exposure.

Trade receivables are written off when there is no reasonable expectation of recovery, indicators of which may include the failure of the debtor to engage in a payment plan, and failure to make contractual payments within 180 days past due. The maximum exposure to credit risk for trade and other receivables at the reporting date by geographic region of origin was:

	Consolidated Group	
	2024 £m	2023 £m
UK	**566**	609
Europe & Africa	**389**	398
The Americas	**214**	216
Asia Pacific	**355**	370
	1,524	1,593

Trade receivables can be analysed as follows:

	Consolidated Group	
	2024 £m	2023 £m
Not overdue	**1,099**	1,164
Up to one month past due	**147**	124
Between one and two months past due	**19**	30
Between two and three months past due	**11**	10
More than three months past due	**33**	30
Expected loss provision	**(27)**	(28)
	1,282	1,330

27. Financial instruments *continued*

Trade receivables are stated net of the following expected loss provision:

	Consolidated Group 2024 £m	Consolidated Group 2023 £m
Opening balance	**28**	27
Increase charged to the income statement	**7**	7
Amounts released	**(3)**	(2)
Amounts written off	**(4)**	(2)
Effect of movements in foreign exchange	**(1)**	(2)
Closing balance	**27**	28

No trade receivables were written off directly to the income statement in either year.

The geographical and business line complexity of the Group, combined with the fact that expected credit loss assessments are all performed locally, means that it is not practicable to present further analysis of credit losses.

In relation to other receivables not forming part of trade receivables, a similar approach has been taken to assess expected credit losses. No significant expected credit loss has been identified.

The directors consider that the carrying amount of trade and other receivables approximates fair value.

Cash and cash equivalents

Policies including choice of bank, opening of bank accounts and repatriation of funds must be agreed with Group Treasury. The Group has not recorded impairments against cash or cash equivalents, nor have any recoverability issues been identified with such balances.

h) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting its obligations as they fall due. Group Treasury is responsible for monitoring and managing group liquidity and ensures that the Group always has access to sufficient cash balances and headroom on committed credit facilities to meet unforeseen circumstances. The Group also has access to uncommitted credit facilities which provide short-term funding flexibility.

Liquidity availability headroom is monitored via the use of detailed cash flow forecasts prepared by each business, which are reviewed at least quarterly, or more often, as required. Actual results are compared to budget and forecast each period, and variances investigated and explained. Particular focus is given to management of working capital.

The Board's treasury policies are in place to maintain a strong capital base and manage the Group's balance sheet to ensure long-term financial stability. This includes maintaining access to significant total liquidity comprised of both cash and undrawn committed credit facilities. These policies are the basis for creditor confidence and enable the successful development of the business.

Details of the Group's borrowing facilities are given in section i) on page 61.

The following table analyses the contractual undiscounted cash flows relating to financial liabilities at the balance sheet date and compares them to carrying amounts:

		Consolidated Group 2024						
	Note	Due within 6 months £m	Due between 6 months and 1 year £m	Due between 1 and 2 years £m	Due between 2 and 5 years £m	Due after 5 years £m	Contracted amount £m	Carrying amount £m
Non-derivative financial liabilities								
Trade and other payables	21	**(2,397)**	**(68)**	**–**	**–**	**–**	**(2,465)**	**(2,465)**
Secured loans	20	**(3)**	**(2)**	**(17)**	**(47)**	**(19)**	**(88)**	**(64)**
Unsecured loans and overdrafts	20	**(147)**	**(9)**	**(22)**	**(31)**	**(450)**	**(659)**	**(550)**
Lease liabilities	26	**(227)**	**(234)**	**(446)**	**(1,209)**	**(2,178)**	**(4,294)**	**(3,093)**
Deferred consideration	22	**(1)**	**(5)**	**(5)**	**–**	**–**	**(11)**	**(11)**
Derivative financial liabilities								
– Currency derivatives (net payments)		**(47)**	**(28)**	**–**	**–**	**–**	**(75)**	**(84)**
– Commodity derivatives (net payments)		**(11)**	**–**	**–**	**–**	**–**	**(11)**	**(13)**
Total financial liabilities		**(2,833)**	**(346)**	**(490)**	**(1,287)**	**(2,647)**	**(7,603)**	**(6,280)**

27. Financial instruments *continued*

		Consolidated Group 2023						
	Note	Due within 6 months £m	Due between 6 months and 1 year £m	Due between 1 and 2 years £m	Due between 2 and 5 years £m	Due after 5 years £m	Contracted amount £m	Carrying amount £m
Non-derivative financial liabilities								
Trade and other payables	21	(2,409)	(68)	–	–	–	(2,477)	(2,477)
Secured loans	20	–	(1)	–	–	–	(1)	(1)
Unsecured loans and overdrafts	20	(80)	(101)	(13)	(30)	(460)	(684)	(562)
Lease liabilities	26	(199)	(212)	(409)	(1,065)	(2,100)	(3,985)	(3,190)
Deferred consideration	22	(2)	(1)	(3)	–	–	(6)	(6)
Derivative financial liabilities								
– Currency derivatives (excluding cross-currency swaps) (net payments)		(4)	–	–	(3)	–	(7)	(10)
– Commodity derivatives (net payments)		(46)	(5)	(1)	–	–	(52)	(52)
Total financial liabilities		(2,740)	(388)	(426)	(1,098)	(2,560)	(7,212)	(6,298)

The above tables do not include forecast data for liabilities which may be incurred in the future but which were not contracted at 14 September 2024.

The principal reasons for differences between carrying values and contractual undiscounted cash flows are coupon payments on the fixed rate debt to which the Group is already committed, future interest payments on the Group's lease liabilities, and cash flows on derivative financial instruments which are not aligned with their fair value.

i) Borrowing facilities

The Group has substantial borrowing facilities available to it totalling £2,009m (2023 – £2,002m). The undrawn committed facilities at 14 September 2024 amounted to £1,532m (2023 – £1,516m). Uncommitted facilities at 14 September 2024 totalled £343m (2023 – £363m) of which £207m (2023 – £287m) was undrawn.

In addition to the above facilities there are also £210m (2023 – £149m) of undrawn and available credit lines for the purposes of issuing letters of credit and guarantees in the normal course of business.

The Group has issued a public bond of £400m due in 2034. Included are deferred financing costs totalling £9m which have been capitalised against the bond and are to be amortised over its term.

Uncommitted bank borrowing facilities are normally reaffirmed by the banks annually, although they can be withdrawn at any time. Refer to note 10 for details of the Group's capital commitments and to note 28 for a summary of the Group's guarantees.

j) Capital management

The capital structure of the Group is presented in the consolidated balance sheet. For the purpose of the Group's capital management, capital includes issued capital and all other reserves attributable to equity shareholders, totalling £8,744m (2023 – £8,195m).

The consolidated statement of changes in equity provides details on equity and note 20 provides details of loans and overdrafts. Short- and medium-term funding requirements are provided by a variety of loan and overdraft facilities, both committed and uncommitted, with a range of counterparties and maturities. Longer-term debt funding is sourced from the 2034 Public Bond and committed revolving credit facilities.

The Board's policy is to maintain a strong capital base so as to maintain creditor confidence and to enable successful future development of the business. The Board monitors return on capital by division and determines the overall level of dividends payable to shareholders.

From time to time the trustee of the ABF Employee Share Ownership Plan Trust purchases ABF shares in the market to satisfy awards under the Group's incentive plans. Once purchased, shares are not sold back into the market. The Group does not have a defined share buy-back plan.

There were no changes to the Group's approach to capital management during the year. Neither the Company nor any of its subsidiaries is subject to externally-imposed capital requirements.

28. Contingencies

Litigation and other proceedings against the Group are not considered material in the context of these financial statements.

As at 14 September 2024, Group companies have provided guarantees in the ordinary course of business amounting to £1,695m (2023 – £1,724m).

In 2021, a Thai court ruled in favour of the ABF's Ovaltine business in Thailand in a legal action it brought against one of its suppliers in respect of a contractual dispute. The court concluded that between 2009 and 2019 the supplier had overcharged Ovaltine Thailand and should pay compensation of 2.2 billion Thai baht (£50m; 2023 – £50m). The relevant contractual relationship between the Group and its supplier terminated at the end of 2019. The supplier appealed the judgement, which was overturned in October 2023. Ovaltine Thailand filed an objection to the appeal in May 2024 which is pending. The Group has not yet recorded an asset in respect of this matter.

29. Related parties

The Group has a controlling shareholder relationship with the trustees of the Garfield Weston Foundation ('the Foundation') and with certain other individuals who hold shares in the Company. Further details of the controlling shareholder relationship are included in note 31. The Foundation is an English charitable trust, established in 1958 by the late W. Garfield Weston. The Foundation has no direct interest in the Company, but as at 14 September 2024 was the beneficial owner of 683,073 shares (2023 – 683,073 shares) in Wittington Investments Limited representing 79.2% (2023 – 79.2%) of the Company's issued share capital and is, therefore, the Company's ultimate controlling party. At 14 September 2024 trustees of the Foundation comprised nine grandchildren of the late W. Garfield Weston of whom five are children of the late Garry H. Weston.

The Group has a related party relationship with its associates and joint ventures (see note 31) and with its directors. In the course of normal operations, related party transactions entered into by the Group have been contracted on an arm's length basis.

Material transactions and year end balances with related parties were as follows:

	Sub note	2024 £000	2023 £000
Charges in respect of services provided to Wittington by ABF and its subsidiary undertakings		**984**	985
Sales to fellow subsidiary undertakings on normal trading terms		**19**	18
Sales to companies with common key management personnel on normal trading terms	1	**9,740**	9,912
Amounts due from companies with common key management personnel	1	**770**	1,028
Sales to joint ventures on normal trading terms		**23,172**	40,645
Sales to associates on normal trading terms		**103,248**	88,753
Purchases from joint ventures on normal trading terms		**463,030**	482,267
Purchases from associates on normal trading terms		**76,185**	97,844
Amounts due from joint ventures		**10,672**	45,065
Amounts due from associates		**8,104**	9,045
Amounts due to joint ventures		**30,240**	17,609
Amounts due to associates		**1,219**	7,161
Provision for doubtful debts on amounts due from associates		**(300)**	(300)

1. The company with common key management personnel is the George Weston Limited group, in Canada.

Details of the directors of Wittington Investments Limited are given on page 7. Key management personnel are considered to be the directors. Directors' remuneration is disclosed in note 5.

Prior year amounts due from joint ventures included £32m (£4m of which was current) of finance lease receivables (see note 16) and the remainder was trading balances. In the current year all amounts due are trading balances.

Details of the Group's subsidiary undertakings, joint ventures and associates are set out in note 31.

30. Post Balance Sheet Event

On 10 December 2024 the Directors declared an Interim dividend. The dividend of £130.00 per share, total value of £112.1m, will be paid on 27 January 2025 to shareholders on the register on 13 January 2025.

31. Group entities

Control of the Group

The trustees of the Garfield Weston Foundation ('the Foundation')are controlling shareholders of the Company. Certain other individuals, including certain members of the Weston family who hold shares in the Company are, under the Listing Rules, treated as acting in concert with the trustees of the Foundation and are therefore also treated as controlling shareholders of the Company.

31. Group entities *continued*

Subsidiary undertakings

A list of the Group's subsidiaries as at 14 September 2024 is given below. In the financial year, ABF repurchased and cancelled 23.6 million ABF shares at a cost of £562m (2023: 23.7m shares at a cost of £448m). At 14 September 2024, ABF recognised a current liability of £6m in accruals in respect of shares yet to be delivered under the share buyback programme (2023 – nil). At 14 September 2024, ABF had a contractual right to terminate the share buyback programme, so the liability recognised is limited to ABF's obligation to pay for shares already purchased on its behalf at 14 September 2024 but not yet paid for. Also in the financial year, Howard Investments Limited, a subsidiary of Wittington sold 10.3 million ABF shares (2023: nil) for proceeds of £261m (2023: nil).

Given the Group owns 56.6% of the share capital of ABF plc at 14 September 2024, the effective ownership of subsidiaries is 56.6% except where ownership percentages are shown. These percentages give the Group's ultimate interest and therefore allow for situations where subsidiaries are owned by partly owned intermediate subsidiaries. Where subsidiaries have different classes of shares, this is largely for historical reasons and the effective percentage holdings given represent both the Group's voting rights and equity holding. Subsidiaries that are directly owned by Wittington are noted on pages 64 and 65. All other holdings in subsidiaries are owned by members of the Wittington group. All subsidiaries are consolidated in the Group's financial statements. All subsidiaries with an effective holding of less than 50% are subsidiaries of ABF plc. Since ABF plc has greater than 50% effective ownership of these subsidiaries, and the Group owns 56.6% of the share capital of ABF plc, the Group has effective control of these subsidiaries.

Subsidiary undertakings	% effective holding if not 56.6%
United Kingdom ('UK') – England & Wales	
Weston Centre, 10 Grosvenor Street, London, W1K 4QY	
A.B. Exploration Limited	
A.B.F. Holdings Limited	
A.B.F. Nominees Limited	
A.B.F. Properties Limited	
AB Agri Limited	
AB Foods Australia Limited	
AB Ingredients Limited (dissolved 8 October 2024)	
AB Mauri (UK) Limited	
AB Mauri China Limited	
AB Mauri Europe Limited	
AB Sugar China Holdings Limited	
AB Sugar China Limited	
AB Sugar China North Limited (dissolved 29 October 2024)	
AB Technology Limited (dissolved 8 October 2024)	
AB World Foods (Holdings) Limited	
AB World Foods Limited	
ABF (No. 1) Limited	
ABF (No. 2) Limited	
ABF (No. 3) Limited	
ABF BRL Finance Ltd	
ABF Energy Limited	
ABF Europe Finance Limited	
ABF European Holdings Limited	
ABF Finance Limited	
ABF Food Tech Investments Limited	
ABF Funding	
ABF Grain Products Limited	
ABF Green Park Limited	
ABF Grocery Limited	
ABF HK Finance Limited	
ABF Ingredients Limited	
ABF Investments (No.2) Limited	
ABF Investments plc	
ABF Japan Limited	
ABF MXN Finance Limited	
ABF Overseas Limited	
ABF PM Limited	
ABF UK Finance Limited	
ABF ZMW Finance Limited	
ABN (Overseas) Limited	

Subsidiary undertakings	% effective holding if not 56.6%
ABNA Feed Company Limited	
ABNA Limited	
Acetum (UK) Limited	
Agrilines Limited	
Allied Bakeries Limited	
Allied Grain (Scotland) Limited	
Allied Grain (South) Limited	
Allied Grain (Southern) Limited	
Allied Grain Limited	
Allied Mills (No.1) Limited	
Allied Mills Limited	
Allinson Limited	
Associated British Foods Pension Trustees Limited	
Atrium 100 Properties Limited	
Atrium 100 Stores Holdings Limited	
Atrium 100 Stores Limited	
B.E. International Foods Limited	
Banbury Agriculture Limited	
British Sugar (Overseas) Limited	
British Sugar plc	
BSO (China) Limited	
Capsicana Ltd	
Cereform Limited	
Dairy Consulting Limited	
Davjon Food Limited	
Dorset Cereals Limited	
Eastbow Securities Limited	
Elsenham Quality Foods Limited	
Fishers Feeds Limited	
Fishers Seeds & Grain Limited	
Food Investments Limited	
G. Costa (Holdings) Limited	
G. Costa and Company Limited	
Germain's (U.K.) Limited	
Greencoat Farm Limited	
Greencoat Limited	
H 5 Limited	
Illovo Sugar Africa Holdings Limited	
John K. King & Sons Limited	
Kingsgate Food Ingredients Limited	
KO2 Limited	
LeafTC Limited	
Mauri Products Limited	
Mountsfield Park Finance Limited	

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
Natural Vetcare Limited	
Nutrition Trading (International) Limited	
Nutrition Trading Limited	
Patak (Spices) Limited	
Patak Food Limited	
Patak's Breads Limited	
Patak's Foods 2008 Limited	
Premier Nutrition Products Limited	
Pride Oils Public Limited Company	
Primark (U.K.) Limited	
Primark Austria Limited	
Primark Mode Limited	
Primark Stores Limited	
Primark US Holdings Limited (previously ABF US Holdings Limited)	
Primary Diets Limited	
Pro-Active Nutrition Limited	
Proper Nutty Limited	
R. Twining and Company Limited	
Reflex Nutrition Limited	
Roses Nutrition Ltd	
Seedcote Systems Limited	
Shep-Fair Products Limited	
Spectrum Aviation Limited	
Speedibake Limited	
Sunblest Bakeries Limited	
The Billington Food Group Limited	
The Home Grown Sugar Company Limited	
The Jordans & Ryvita Company Limited	
The Natural Sweetness Company Limited	
The Roadmap Company Limited	
The Silver Spoon Company Limited	
Tip Top Bakeries Limited	
Trident Feeds Limited	
Twining Crosfield & Co. Limited	
Vivergo Fuels Limited	
W. Jordan & Son (Silo) Limited	
W. Jordan (Cereals) Limited	
Wereham Gravel Company Limited (The)	
Westmill Foods Limited	
Weston Biscuit Company Limited (The)	
Weston Foods Limited	
Weston Research Laboratories Limited	
Worldwing Investments Limited	
Fox Talbot House, Unit 4 Greenways Business Park, Bellinger Close, Chippenham, Wiltshire, SN15 1BN	
National Livestock Records Limited	
National Milk Records Limited	
National Milk Records Trustee Company Limited	
Nordic Star Ltd	
Bright Street, Leigh, WN7 5QH	
Romix Foods Limited	
Romix Nutrition Limited	
UK - Northern Ireland	
1 College Place North, Belfast, BT1 6BG	
James Neill, Limited	
Unit 4, 211 Castle Road, Randalstown, Co. Antrim, BT41 2EB	
Jordan Bros. (N.I.) Limited	
Nutrition Services (International) Limited	
Vistavet Limited	

Subsidiary undertakings	% effective holding if not 56.6%
UK - Scotland	
180 Glentanar Road, Glasgow, G22 7UP	
ABN (Scotland) Limited	
32 Kelvin Avenue, Hillington Park, Glasgow, G52 4LT	
National Milk Laboratories Limited	
Miller Samuel LLP, RWF House, 5 Renfield Street, Glasgow, G2 5EZ	
Korway Foods Limited	
Korway Holdings Limited	
Patak's Chilled Foods Limited	
Patak's Frozen Foods Limited	
UK – England & Wales – Directly held by Wittington - Active	
Weston Centre, 10 Grosvenor Street, London, W1K 4QY	
ABF plc	
George Weston Limited (dormant)	100%
Richmond Hill Hotel (Operations) Limited	100%
Wittington Investments (BSP VIII) Limited (dormant)	100%
Wittington Investments Finance Limited	100%
Wittington Investments (Properties) Limited	100%
Wittington Investments (Richmond Hill Hotel) Limited	100%
196 Tottenham Court Road, London, W1T 7LQ	
Heal & Son Limited	100%
Heal's plc	100%
181 Piccadilly, London, W1A 1ER	
Fortnum & Mason Plc	100%
UK – England & Wales – Directly held by Wittington – Dissolved 10 December 2024	
Wittington Investments (Bestport) Limited	100%
Wittington Investments (BPA III) Limited	100%
Wittington Investments (BSPF) Limited	100%
Wittington Investments (BV III) Limited	100%
Wittington Investments (Careplaces) Limited	100%
Wittington Investments (Dunedin) Limited	100%
Wittington Investments (FAPI) Limited	100%
Wittington Investments (FAPI II) Limited	100%
Wittington Investments (FIPL) Limited	100%
Wittington Investments (Next Wave) Limited	100%
Wittington Investments (WHEB) Limited	100%
UK – England & Wales – Directly held by Wittington – Dissolved 19 November 2024	
Wittington Investments (REOF) Limited	100%
UK – England & Wales - Non ABF – Not directly held by Wittington - Active	
196 Tottenham Court Road, London, W1T 7LQ	
Heal's Holdings Limited (dormant)	100%
Heal's Pension Fund Trustees Limited	100%
Heals (1810) Limited	100%
Weston Centre, 10 Grosvenor Street, London, W1K 4QY	
WINDL Offices Limited	85%
181 Piccadilly, London, W1A 1ER	
F. & M. Limited	100%
Fortnum & Mason (Export) Limited	100%
Fortnum and Mason (London) Limited	100%
Fortnum and Mason Hospitality Limited	100%
Fortnums Limited	100%

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
UK – England & Wales - Non ABF – audit exempt	

The following directly held subsidiary companies of Wittington (note that Wittington Investments (BSP) Limited is a subsidiary of Wittington Investments (Finance) Limited) have availed themselves of the audit exemption for subsidiary company under s479A-479C of the Companies Act 2006 for the financial year ending September 14 2024.

As the parent company (or ultimate parent company in the case of Wittington Investments (BSP) Limited), Wittington guarantees all outstanding liabilities to which each subsidiary company listed below is subject as at September 14 2024:

Subsidiary undertakings	% effective holding if not 56.6%
Weston Centre, 10 Grosvenor Street, London, W1K 4QY, United Kingdom	
Wittington Investments (Apollo) Limited (Company number 08637983)	100%
Avery Row Management Limited (Company number 11399508)	100%
Listergate Student Holdings Limited (Company number 11289745)	100%
Howard Investments Limited (Company number 03729125)	100%
WILH (Investments) Limited (Company number 04224010)	100%
Wittington Investments (BSP) Limited (Company number 10122727)	100%
Wittington Investments (Developments) Limited (Company number 07721700)	100%
Wittington Investments (Graphite) Limited (Company number 08643607)	100%
Wittington Investments (Harbourvest) Limited (Company number 06632271)	100%
Wittington Investments (OCP) Limited (Company number 06432285)	100%
Wittington Investments PEF (Euro) Limited (Company number 08336015)	100%
Wittington Investments PEF (GBP) Limited (Company number 08111797)	100%
Wittington Investments PEF (USD) Limited (Company number 05094395)	100%
Wittington Investments (Private Equity) Limited (Company number 09973685)	100%
Wittington Investment (Sand Aire) Limited (Company number 04615376)	100%
Wittington Investments (VO1) Limited (Company number 06576342)	100%
Wittington Investments (WPX) Limited (Company number 06363087)	100%
Argentina	
Mariscal Antonio José de Sucre 632 – 2nd Floor, Buenos Aires 1428, Argentina	
AB Mauri Hispanoamerica S.A.	
Compañía Argentina De Levaduras S.A.I.C.	

Subsidiary undertakings	% effective holding if not 56.6%
Australia	
170 South Gippsland Highway, Dandenong VIC 3175, Australia	
ABF Wynyard Park Limited Partnership	
35-37 South Corporate Avenue, Rowville, VIC 3178, Australia	
AB Food & Beverages Australia Pty Limited	
Building A, Level 2, 11 Talavera Road, North Ryde, NSW 2113, Australia	
AB Mauri Overseas Holdings Limited	
AB Mauri Pakistan Pty Limited	
AB Mauri ROW Holdings Pty Limited	
AB Mauri South America Pty Limited	
AB Mauri South West Asia Pty Limited	
AB Mauri Technology & Development Pty Limited	
AB Mauri Technology Pty Limited	
AB World Foods Pty Ltd	
Anzchem Pty Limited	
Artisanal Finance Pty Ltd	
Artisanal Holdings Pty Ltd	
Artisanal Operations Pty Ltd	
AusPac Ingredients Pty Ltd	
Brasserie Bread Operations Pty Ltd	
CCD Animal Health Pty Ltd	
Food Investments Pty. Limited	
George Weston Foods (Victoria) Pty Ltd	
George Weston Foods Limited	
Indonesian Yeast Company Pty Limited	
Mauri Fermentation Brazil Pty Limited	
Mauri Fermentation Chile Pty Limited	
Mauri Fermentation China Pty Limited	
Mauri Fermentation India Pty Limited	
Mauri Fermentation Indonesia Pty Limited	
Mauri Fermentation Malaysia Pty Limited	
Mauri Fermentation Philippines Pty Limited	
Mauri Fermentation Vietnam Pty Limited	
Mauri Yeast Australia Pty. Limited	
N&C Enterprises Pty. Ltd	
Noisette Bakery Pty Ltd	
Noisette Bakery Unit Trust	
Noisette Retail Pty Ltd	
Serrol Ingredients Pty Limited	
The Jordans and Ryvita Company Australia Pty Ltd	
Yumi's Quality Foods Pty Ltd	
Austria	
Annagasse 6/3. OG, 1010 Vienna, Austria`	
Primark Austria Ltd & Co KG	
Krottenbachstrasse, 82-88/Stg 1/Top 5, 1190 Vienna, Austria	
Nutrilabs GmbH	
Bangladesh	
Level 13 Shanta Western Tower, Bir Uttam Mir Shawkat Road, 186 Tejgaon I/A, Dhaka 1208, Bangladesh	
Twinings Ovaltine Bangladesh Limited	

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
Belgium	
Chaussée de la Hulpe 177/20, 1170 Bruxelles, Belgium	
Primark SA	
Industriepark 2d, 9820 Merelbeke, Belgium	
AB Mauri Belgium NV	
Brazil	
Avenida Dra. Ruth Cardoso, no. 7.221, 11th Floor, Room 1.101 (parte), Condomínio Edifício Birmann 21, Pinheiros, CEP 05425-902, City of São Paulo, State of São Paulo, Brazil	
AB Enzimas Brasil Comercial Ltda	
AB Vista Brasil Comércio De Alimentação Animal Ltda	
Avenida Tietê, L-233 Barranca do Rio Tietê, City of Pederneiras, State of São Paulo, CEP 17.280-000, Brazil	
AB Mauri Brasil Ltda. (previously AB Brasil Indústria e Comércio de Alimentos Ltda.)	
Canada	
Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Toronto, Ontario M5L 1A9, Canada	
AB Mauri (Canada) Limited	
Chile	
Miraflores Street No. 222, 28 Floor, Santiago, Chile	
Calsa Chile Inversiones Limitada	
China	
1 Industrial North Street, Zhangjiakou, Zhangbei County, Hebei Province, China	
Hebei Mauri Food Co., Ltd.	
14 Juhai Road, Jinghai Development Zone, Tianjin, China	
ABNA (Tianjin) Feed Co., Ltd.	
145 Xincheng Road, Tengao Economic Development Zone, Anshan, Liaoning 114225, China	
ABNA Feed (Liaoning) Co., Ltd.	
17 Xiangyang Street, Tu Township, Chayouqianqi, Inner Mongolia, China	
Botian Sugar Industry (Chayou Qianqi) Co., Ltd.	
8 Lancun Road, Economic and Technical Development Zone, Minhang, Shanghai 200245, China	
Shanghai AB Food & Beverages Co., Ltd.	
868 Yongpu Road, Pujiang Town, Minhang District, Shanghai 201112, China	
ABNA (Shanghai) Feed Co., Ltd.	
Building 1, 35 Chi Feng Road, Yangpu District, Shanghai, 200092, China	
AB Mauri Foods (Shanghai) Company Limited	51%
Chuangxin Road, Tonggu Industry Zone, Sandu Town, Tonggu County, Jiangxi Province, China	
AB Agri Pumeixin Tech (Jiangxi) Co., Ltd.	
No 28, South Shunjin Road, Yintai District, Tongchuan, Shaanxi Province, China	
AB Agri Animal Nutrition (Shaanxi) Co., Ltd.	
No. 1 Botian Road, Economic Development Zone, Zhangbei County, Zhangjiakou City, Hebei Province, China	
Botian Sugar Industry (Zhangbei) Co., Ltd.	
No. 1 Tongcheng Street, A Cheng District, Harbin, Heilongjiang Province, China	
AB (Harbin) Food Ingredients Co., Ltd. (in liquidation)	

Subsidiary undertakings	% effective holding if not 56.6%
No. 68-1, Shuanglong Road, Fushan District, Yantai City, Shandong Province, China	
Yantai Mauri Yeast Co., Ltd.	52%
North Huang He Road, Rudong Economic Development District, Nantong City, Jiangsu Province, China	
AB Agri Animal Nutrition (Nantong) Co., Ltd.	
AB Agri Animal Nutrition (Rudong) Co., Ltd.	
Room 1110, No. 368, Changjiang Road, Nangang Concentrated District, Economic Development Zone, Harbin, China	
Botian Sugar Industry Co., Ltd.	
Room 2802, Raffles City Changning, No.1189 Changning Road, Changning District, Shanghai, 200051, China	
AB Enzymes Trading (Shanghai) Co., Ltd.	
Unit 03, 28th Floor (actual 24th) of Qiantan Xinde Center, No. 18, Lane 666, Haiyang West Road, China (Shanghai) Pilot Free Trade Zone, China	
ABNA Management (Shanghai) Co., Ltd.	
ABNA Trading (Shanghai) Co., Ltd.	
Room 2906, Raffles City Changning, No. 1189 Changning Road, Changning District, Shanghai, 200051 China	
Associated British Foods Holdings (China) Co., Ltd	
Room 7-1068, No. 68 Shijiu Hubei Road, Chunxi Street, Gaochun District, Nanjing City, Jiangsu Province, China	
AB Agri Pumeixin Tech (Jiangsu) Co., Ltd.	
Shu Shan Modern Industrial Zone of Shou County, Huainan City, Anhui Province, China	
ABNA Feed (Anhui) Co., Ltd.	
Room 2401, No. 2461, 24th Floor, No. 77 Jianguo Road, Chaoyang District, Beijing, China	
AB Mauri (Beijing) Food Sales and Marketing Company Limited	
Colombia	
Carrera 35 No. 34A – 64, Palmira, Valle del Cauca, Colombia	
Fleischmann Foods S.A.	
Czech Republic	
Nádražní 523, 349 01 Stříbro, Czech Republic	
Bodit Tachov s.r.o.	
Palladium, Na Poříčí 1079/3a, Prague 1, 110 00, Czech Republic	
Primark Prodejny s.r.o.	
Denmark	
Middelfartveg 77, Baring, 5466 Asperup, Denmark	
Cowconnect ApS	
Skjernvej 42, Trøstrup, 6920 Videbæk, Denmark	
AB Neo A/S	
Ecuador	
Medardo Ángel Silva 13 y Panamá, Manzana 12, El Recreo, Eloy Alfaro, Durán, Guayas, Ecuador	
ABCALSA S.A.	
Eswatini	
Ubombo Sugar Limited, Old Main Road, Big Bend, Eswatini	
Bar Circle Ranch Limited	34%
Illovo Swaziland Limited	34%
Moyeni Ranch Limited	34%
Ubombo Sugar Limited	34%

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
Finland	
Koskelontie 19 B, Espoo, FI-02920, Finland	
AB Vista Finland Oy	
Alimetrics Research Oy	
Tykkimäentie 15b (PO Box 26), Rajamäki, FI-05201, Finland	
AB Enzymes Finland Oy (previously Roal Oy)	
France	
2 Rue des Moulins, 75001 Paris, France	
ABFI France SAS	
25 Rue Anatole France, 92300 Levallois-Perret, France	
Twinings & Co SAS	
40/42, Avenue Georges Pompidou, 69003 Lyon, France	
AB Mauri France SAS	
845 Chemin du Vallon du maire, 13240, Septemes les Vallons, France	
SPI Pharma SAS	
Centre Commercial Régional Créteil Soleil, Niveau 3, 101 Avenue du Général de Gaulle, 94000, Créteil, France	
Primark France SAS	
ZAE Via Europa, 3 rue d'Athènes, 34350 Vendres, France	
Fytexia SAS	
Fytexia Group SAS	
Germany	
Feldbergstrasse 78, 64293, Darmstadt, Germany	
AB Enzymes GmbH	
Hausinger Strasse 4-8, 40764, Langenfeld, Germany	
Vital Solutions GmbH	
Kennedyplatz 2, 45127, Essen, Germany	
Primark Mode Ltd. & Co. KG	
Primark Property GmbH	
Marie-Kahle-Allee 2, D-53113, Bonn, Germany	
Westmill Foods Europe GmbH	
Schauenburgerstrasse 116, 24118, Kiel, Germany	
IFCN AG	
Wandsbeker Zollstrasse 59, 22041, Hamburg, Germany	
ABF Deutschland Holdings GmbH	
Ohly GmbH	
Ohly Grundbesitz GmbH	
Rheinische Presshefe- und Spritwerke GmbH	
Westendstrasse 28, 60325, Frankfurt am Main, Germany	
Wander GmbH	
Greece	
28, Dimitriou Soutsou Str, Athens, GR 115 21, Greece	
PSH Teal Single Member S.A.	
Guernsey	
Dorey Court, Admiral Park, St. Peter Port, GY1 2HT, Guernsey	
Talisman Guernsey Limited	

Subsidiary undertakings	% effective holding if not 56.6%
Hong Kong	
5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong	
Associated British Foods Asia Pacific Holdings Limited	
Hungary	
Károlyi utca 12. 3. em., Budapest, 1053, Hungary	
Primark Üzletek Korlátolt Felelösségu" Társaság (Primark Üzletek Kft.)	
India	
Plot No. 218 & 219, Bommassandra Jigani Link Road, Rajapura Hobli, Jigani Anekal Taluk, Bengaluru, Karnataka, 560105, India	
AB Mauri India Private Limited	
First Floor, Regent Sunny Side, 80 Ft Road, 8th Block, Koramangala Bengaluru, Karnataka, 560030, India	
SPI Specialties Pharma Private Limited	
G3/41, New Budge Budge Trunk Road, Old Dakghar, Kolkata, West Bengal, 700141, India	
Twinings Private Limited	
Indonesia	
Wisma GKBI Lt.39, Suite 3901, No.28 Jl. Jend, Sudirman, Jakarta , Indonesia	
PT AB Food & Beverages Indonesia (in liquidation)	
Ireland	
1 Stokes Place, St. Stephen's Green, Dublin 2, Ireland	
Allied Mills Ireland Limited	
13 Classon House, Dundrum Business Park, Dundrum, Dublin 14, D14 W9Y3, Ireland	
Nutritional Advanced Formulas (Ireland) Limited	
47 Mary Street, Dublin 1, Ireland	
Abdale Finance Limited	
Primark Holdings Unlimited Company	
Primark Pension Trustees Limited	
Arthur Ryan House, 22-24 Parnell Street, Dublin 1, Ireland	
Primark Austria Limited	
Primark Handel Limited	
Primark Limited	
Primark Mode Limited	
Unit 5, Hebron House, Macdonagh Junction, Kilkenny, R95 T91Y, Ireland	
Intellync Technology Limited	
Italy	
Via Gran Sasso, 33, Corbetta, 20011, Milan, Italy	
B Natural S.r.l.	
Via Milano 42, 27045, Casteggio, (Pavia), Italy	
AB Mauri Italy S.p.A.	
ABF Italy Holdings S.r.l.	
Via Rizzotto 46, 41126, Modena (MO), Italy	
Acetaia Fini Modena S.r.l.	
Via Sandro Pertini 440, 41032, Cavezzo (MO), Italy	
Acetum S.p.A. Società Benefit	
Viale Monte Nero, 84, 20135, Milan, Italy	
AB Agri Italy S.r.l.	
Via Pantanaccio, SNC., 04100, Latina, Italy	
Mapo S.r.l.	
Largo Francesco Richini 2/A, 20122, Milan, Italy	
Primark Italy S.r.l.	

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
Japan	
36F Atago Green Hills Mori Tower, 2-5-1 Atago, Minato-ku, Tokyo 105-6236, Japan	
Twinings Japan Co Ltd	28%
Malawi	
Illovo House, Churchill Road, Limbe, Malawi	
Dwangwa Sugar Corporation Limited	43%
Illovo Sugar (Malawi) plc	43%
Malawi Sugar Limited	
Malaysia	
Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No.8, 59200 Jalan Kerinchi, Kuala Lumpur, Malaysia	
AB Mauri Malaysia Sdn. Bhd.	29%
Malta	
171 Old Bakery Street, Valletta, VLT 1455, Malta	
Relax Limited	40%
Mauritius	
10th Floor, Standard Chartered Tower, 19 Cybercity, Ebene, Mauritius	
Illovo Group Financing Services	
Illovo Group Holdings Limited	
Illovo Group Marketing Services Limited	
Kilombero Holdings Limited	
Sucoma Holdings Limited	
Mexico	
Avenida Javier Barros Sierra 495, piso 7 oficina 07-102, Col. Santa Fe, Alvaro Obregón, Ciudad de México, 01219, México	
ACH Foods Mexico, S. de R.L. de C.V.	
Paseo de la Reforma 1015, Piso 6, Suite/Oficina 06W123, Colonia Lomas de Santa Fe, Delegación Cuajimalpa de Morelos, Mexico City, 05348, Mexico	
AB CALSA S.A. de C.V.	
Mozambique	
KM75 EN1, Maçiana, Distrito de Manhiça, Provincia de Maputo, Mozambique	
Maragra Açucar, S.A.	
Netherlands	
7122 JS Aalten, Dinxperlosestraatweg 122, Netherlands	
Germains Seed Technology B.V.	
Laarderhoogtweg 25, 1101 EB Amsterdam, Netherlands	
Westmill Foods Europe B.V.	
Mijlweg 77, 3316 BE, Dordrecht, Netherlands	
AB Mauri Netherlands B.V.	
AB Mauri Netherlands European Holdings B.V.	
Foods International Holding B.V.	
Oude Kerkstraat 55 4878 AK, Etten-Leur, Netherlands	
Mauri Technology B.V.	
Van Oldenbarneveltplaats 36, 3012 AH, Rotterdam, Netherlands	
Primark Fashion B.V.	
Primark Netherlands B.V.	
Primark Stil B.V.	
Weena 505, 3013AL Rotterdam, Netherlands	
AB Vista Europe B.V.	
New Zealand	
57 Forge Road, Silverdale 0932 New Zealand	
Dad's Pies Limited	
Building 3, Level 2, Central Business Park, 666 Great South Road, Ellerslie, Auckland 1051, New Zealand	
AusPac Ingredients NZ Limited	

Subsidiary undertakings	% effective holding if not 56.6%
Building 6, Level 2, Central Business Park, 666 Great South Road, Ellerslie, Auckland 1051, New Zealand	
Allied Foods (NZ) Limited	
George Weston Foods (NZ) Limited	
Nigeria	
23 Oba Akinjobi Street, GRA, Ikeja, Lagos, Nigeria	
Twinings Ovaltine Nigeria Limited	
Pakistan	
21KM Ferozepur Road, 2 KM Hadyara Drain, Lahore, Pakistan	
AB Mauri Pakistan (Private) Limited	34%
Peru	
Av. Republica de Argentina No. 1227, Z.I. La Chalaca, Callao, Peru	
Calsa Perú S.A.C.	
Philippines	
1201-1202 Prime Land Building, Market Street, Madrigal Business Park, Ayala Alabang, Muntinlupa,1770, Philippines	
AB Mauri Philippines, Inc.	
86 E Rodriguez Jr. Ave., Ugong Norte, QC,1604, Pasig City, Metro Manila, Philippines	
AB Food & Beverages Philippines, Inc.	56%
Poland	
Przemysłowa 2, 67-100 Nowa Sól, Lubuskie, Poland	
AB Foods Polska Spólka z ograniczona odpowiedzialnoscia (AB Foods Polska Sp. z o.o.)	
Towarowa 28,00-839 Warsaw, Poland	
Primark Sklepy Spolka z ograniczona odpowiedzialnoscia (Primark Sklepy Sp. z.o.o)	
ul. Główna 3A, Bruszczewo, 64-030, Śmigiel, Poland	
AB Neo Polska spolka z organiczona odpowiedzialnoscia (AB Neo Polska Sp. z.o.o)	
ul. Rabowicka 29/31, 62-020, Swarzędz – Jasin, Poland	
R. Twining and Company Spółka z ograniczona odpowiedzialnoscia (R. Twining and Company Sp. z. o. o.)	
Portugal	
Avenida Salvador Allende, n.º 99, Oeiras, Julião da Barra, Paço de Arcos e Caxias, 2770-157, Paco de Arcos, Portugal	
AB Mauri Portugal, S.A.	54%
Rua Castilho 50, 1250-071, Lisbon, Portugal	
Lojas Primark Portugal – Exploracao, Gestao e Administracao de Espacos Comerciais S.A.	
Romania	
District 1, 165 Calea Floreasca, One Tower, 12th Floor, Bucharest, Romania	
Primark Magazine S.R.L.	
Rwanda	
Nyarugenge District, Nyarugenge Sector, Kigali City, Rwanda	
Illovo Sugar (Kigali) Limited	
Singapore	
63 Chulia Street, OCBC Centre East, #15-01, 049514, Singapore	
AB Vista Asia Pte. Limited	
9 Raffles Place, #26-01 Republic Plaza, 048619, Singapore	
AB Mauri Investments (Asia) Pte Ltd	
Slovakia	
Staromestska 3, 811 03 Bratislava - Stare Mesto, Slovakia	
Primark Slovakia s.r.o.	

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
Slovenia	
Bleiweisova cesta 30, Ljubljana, 1000, Slovenia	
Primark Trgovine, trgovsko podjetje, d.o.o.	
South Africa	
1 Nokwe Avenue, Ridgeside, Umhlanga Rocks, Kwazulu Natal, 4320, South Africa	
CGS Investments (Pty) Limited	
East African Supply (Pty) Limited	
Glendale Sugar (Pty) Ltd	
Illovo Distributors (Pty) Limited	
Illovo Sugar (South Africa) Proprietary Limited	
Illovo Sugar Africa Proprietary Limited	
Illprop (Pty) Limited	
Lacsa (Pty) Limited	40%
Noodsberg Sugar Company (Pty) Ltd	
Reynolds Brothers (Pty) Ltd	
S.A. Sugar Distributors (Pty) Limited	
Spain	
8, 2 Calle Via Servicio I, 2 CP, 19190 Torija, Guadalajara, Spain	
Primark Logistica, S.L. Sociedad Unipersonal	
Avienda Virgen de Montserrat 44, Castelloli, 08719, Barcelona, Spain	
Germains Seed Technology, S.A.	
Calle Escultor Coomonte No. 2, Entreplanta, Benavente, Zamora, Spain	
Agroteo S.A.	30%
Calle Cardenal Marcelo Spínola, 42, Madrid, 28016, Spain	
AB Azucarera Iberia, S.L. Sociedad Unipersonal	
AB Vista Iberia, S.L.	
Calle Comunidad de Murcia, Parcela LIE-1-03, Plataforma Logística de Fraga, 22520, Huesca, Spain	
Alternative Swine Nutrition, S.L.	
Calle Escoles Pies 49, Planta Baja, 08017, Barcelona, Spain	
DR Healthcare España, S.L.U.	
Calle Levadura, 5, 14710, Villarrubia, Córdoba, Spain	
AB Mauri Food, S.A	
ABF Iberia Holding S.L.	
Gran Vía 32, 5a Planta, 28013, Madrid, Spain	
Primark Tiendas, S.L.U.	
Plaza Pablo Ruiz Picasso S/N, Torre Picasso, Planta 37, Madrid, Spain	
Illovo Sugar España, S.L.	
Sri Lanka	
124 Templers Road, Mount Lavinia, Sri Lanka	
AB Mauri Lanka (Private) Limited	
Sweden	
Retzius väg 8, 171 65, Solna, Sweden	
Larodan AB	
Switzerland	
Fabrikstrasse 10, CH-3176, Neuenegg, Switzerland	
Wander AG	
Taiwan	
3F-1, No. 161, Sec 4, Nanking E Rd, Taipei City 104, Taiwan (Province of China)	
AB Food and Beverages Taiwan, Inc.	
Tanzania	
Msolwa Mill Office, Kidatau, Morogoro, Tanzania	
Illovo Distillers (Tanzania) Limited	
Illovo Tanzania Limited	

Subsidiary undertakings	% effective holding if not 56.6%
Kilombero Sugar Company Limited	42%
Thailand	
1 Empire Tower, 24th Floor, Unit 2412-2413, South Sathorn Road, Yannawa, Sathorn, Bangkok, 10120, Thailand	
AB World Foods Asia Ltd	
11th Floor, 2535 Sukhumvit Road, Kwaeng Bangchak, Khet Prakhanong, Bangkok, 10260, Thailand	
AB Food & Beverages (Thailand) Ltd.	
ABF Holdings (Thailand) Ltd.	
229/110 Moo 1, Teparak Road, T. Bangsaothong, A. Bangsaothong, Samutprakarn, 10540, Thailand	
Jasol Asia Pacific Limited (dissolved 20 September 2024)	
Turkey	
Aksakal Mahallesi, Kavakpinari, Kume Evleri No. 5, Bandirma- Balikesir, 10245, Turkiye	
Mauri Maya Sanayi A.S.	
United Arab Emirates	
Office 604A, Jafza LOB 15, Jebel Ali Freezone, Dubai, PO BOX 17620, United Arab Emirates	
AB Mauri Middle East FZE	
United States	
158 River Road, Unit A, Clifton, NJ 07014, United States	
Modena Fine Foods, Inc.	
158 River Road, Unit B, Clifton, NJ 07014, United States	
Balsamic Express LLC	
208 S. LaSalle Street, Suite 814, Chicago, IL 60604, United States	
Omega Yeast Labs, LLC	
251 Little Falls Drive, Wilmington, DE 19808, United States	
Fytexia Corp.	
C T Corporation System, 155 Federal Street Suite 700, Boston, MA 02110, United States	
Primark GCM LLC	
C T Corporation System, 330 N. Brand Blvd., Glendale, CA 91203, United States	
Pennypacker, LLC	
CT Corporation System, 818 West Seventh Street, Suite 930, Los Angeles CA 90017, United States	
AB Mauri Food Inc.	
The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, United States	
AB Agri US, Inc.	
AB Enzymes, Inc.	
AB Vista, Inc.	
AB World Foods US, Inc.	
ABF North America Corp.	
ABF North America Holdings, Inc.	
Abitec Corporation	
ACH Capital Ventures, Inc.	
ACH Food Companies, Inc.	
ACH Jupiter LLC	
BakeGood, LLC	
Germains Seed Technology, Inc.	
PGP International, Inc.	
Primark US Corp.	
Prosecco Source, LLC	
SPI Pharma, Inc.	

31. Group entities *continued*

Subsidiary undertakings	% effective holding if not 56.6%
United States	
SPI Polyols, LLC	
Twinings North America, Inc.	
Uruguay	
Carlos Antonio Lopez 7547, Montevideo, Uruguay	
Levadura Uruguaya S.A.	
Venezuela	
Oficinas Once 3 (11-3) y Once 4 (11-4), Torre Mayupan, Av. Principal San Luis, Urbanización San Luis, Caracas, Bolivarian Republic of Venezuela	
Alimentos Fleischmann, C.A.,	
Compañía de Alimentos Latinoamericana de Venezuela (CALSA) S.A.	
Vietnam	
La Nga Commune, Dinh Quan District, Dong Nai Province, Vietnam	
AB Mauri Vietnam Limited	37%
Viettel Tower, Floor 6A2, 285 Cach Mang Thang Tam Str., Ward 12, District 10, HCMC, Vietnam	
AB Agri Vietnam Company Limited	
Zambia	
Nakambala Estates, Plot No. 118a Lubombo Road, Off Great North Road, Zambia	
Illovo Sugar (Zambia) Limited	
Nanga Farms Limited	42%
Zambia Sugar plc	42%

ABF – audit exempt

In accordance with section 479A of the Companies Act 2006 (the 'Act'), and subject to compliance with the requirements of that section including the provision of a statutory guarantee from Associated British Foods plc, the following subsidiaries are exempt from the requirements of the Act relating to the audit of individual accounts in respect of the financial year ended 14 September 2024:

Subsidiary undertakings	% effective holding if not 56.6%
A.B. Exploration Limited (Company number 00487323)	
AB Mauri China Limited (Company number 12109070)	
AB Mauri Europe Limited (Company number 02883738)	
AB Sugar China Holdings Limited (Company number 09468366)	
AB Sugar China Limited (Company number 09469163)	
ABF (No.1) Limited (Company number 04668120)	
ABF (No.2) Limited (Company number 03369799)	
ABF (No.3) Limited (Company number 00155305)	
ABF BRL Finance Ltd (Company number 11001902)	
ABF Finance Limited (Company number 04659735)	
ABF Food Tech Investments Limited (Company number 00172141)	
ABF Funding (Company number 05380813)	
ABF HK Finance Limited (Company number 07761084)	
ABF Japan Limited (Company number 00492278)	
ABF PM Limited (Company number 00486887)	
A.B.F. Properties Limited (Company number 00683361)	
ABF UK Finance Limited (Company number 07267422)	
ABF ZMW Finance Limited (Company number 13485724)	
ABN (Overseas) Limited (Company number 00145374)	
Atrium 100 Properties Limited (Company number 04502487)	
Atrium 100 Stores Holdings Limited (Company number 04660969)	
Atrium 100 Stores Limited (Company number 05007953)	
British Sugar (Overseas) Limited (Company number 02400085)	
BSO (China) Limited (Company number 03799608)	
G. Costa (Holdings) Limited (Company number 03679738)	
Mountsfield Park Finance Limited (Company number 07882348)	
Primark Austria Limited (Company number 07770764)	
Primark US Holdings Limited (Company number 05659249)	
Twining Crosfield & Co Limited (Company number 00144900)	
Worldwing Investments Limited (Company number 02778854)	

31. Group entities *continued*

Joint ventures

A list of the Group's joint ventures as at 14 September 2024 is given below. None are held directly by Wittington. All joint ventures are included in the Group's financial statements using the equity method of accounting.

Joint ventures	% holding
United Kingdom ('UK') - England & Wales	
Weston Centre, 10 Grosvenor Street, London, W1K 4QY	
Boothmans (Agriculture) Limited	50%
Forward Agronomy Limited	50%
Frontier Agriculture Limited	50%
G F P (Agriculture) Limited	50%
GH Grain (No. 2) Limited	50%
GH Grain Limited	50%
Grain Harvesters Limited	50%
Intracrop Limited	50%
Nomix Limited	50%
North Wold Agronomy Limited	50%
Phoenix Agronomy Limited	50%
SOYL Limited	50%
The Agronomy Partnership Limited	50%
Berth 36, Test Road, Eastern Docks, Southampton, Hampshire, SO14 3GG	
Southampton Grain Terminal Limited	50%
C/o Nomix Enviro Limited, Witham St Hughs, Lincoln, LN6 9TN	
Nomix Enviro Limited	50%
Northants Apc, Rushton Road, Kettering, NN14 1FL	
Navara Oat Milling Limited	38%
Platinum Building Cowley Road, St John's Innovation Park, Cambridge, CB4 0DS	
Yagro Ltd	50%
Riverside, Wissington Road, Nayland, Colchester, Essex, CO6 4LT	
Anglia Grain Holdings Limited	50%
Anglia Grain Services Limited	50%
Unit 8, Burnside Business Park, Burnside Road, Market Drayton, TF9 3UX	
B.C.W. (Agriculture) Limited	50%
UK – England & Wales - Non ABF	
Prologis House, Blythe Gate, Blythe Valley Park, Solihull, B90 8AH	
Tango Real Estate LLP	80%
Second Floor, 11 Waterloo Street, Birmingham B2 5TB	
Nurton Developments (Quintus) Limited	50%
UK - Scotland	
Kingseat, Newmacher, Aberdeenshire, AB21 0UE	
Euroagkem Limited	50%
Lothian Crop Specialists Limited	50%
Australia	
Building A, Level 2, 11 Talavera Road, North Ryde NSW 2113, Australia	
Fortnum & Masons Pty Limited	33%
Chile	
Ave. Balmaceda 3500, Valdivia, Chile	
Levaduras Collico S.A.	50%
China	
1 East Ren Min Road, Regiment 66, Cocodala, Xinjiang, China	
AB Mauri Yihai Kerry (Cocodala) Food Co., Ltd.	50%
Xinsha Industrial Zone, Machong Town, Dongguan, Guangdong Province, China	
AB Mauri Yihai Kerry (Dongguan) Food Co., Ltd.	50%
Ta Ha Comprehensive Industrial Park, Fuyu County Economic Development Area, Qiqihar, Heilongjiang Province, China	
AB Mauri Yihai Kerry (Fu Yu) Yeast Technology Co., Ltd.	50%
9 Tonggang Road, Shage Village, Nanpu Town, Quangang Area, Quanzhou, Fujian Province, China	
AB Mauri Yihai Kerry (Quanzhou) Yeast Technology Co., Ltd.	50%
Intersection of Jiaotong Avenue and Zhoushan Road, Gang District, Zhoukou, Henan Province, China	
AB Mauri Yihai Kerry (Zhoukou) Yeast Technology Co., Ltd	50%
Room 608, 6th Floor, 1379, Bocheng Road, Pudong New District, Shanghai, China	
AB Mauri Yihai Kerry Food Marketing (Shanghai) Co., Ltd.	50%
Room 607, 6th Floor, 1379, Bocheng Road, Pudong New District, Shanghai, China	
AB Mauri Yihai Kerry Investment Company Limited	50%
1828 Tiejueshan Road, Huangdao District, Qingdao, Shandong Province, China	
Qingdao Xinghua Cereal Oil and Foodstuff Co., Ltd.	25%
France	
59, Chemin du Moulin, 695701, Carron, Dardilly, France	
Synchronis	50%
Germany	
Brede 4, 59368, Werne, Germany	
UNIFERM FI GmbH (previously INA Nahrmittel GmbH)	50%
UNIFERM GmbH & Co. KG	50%
UNIFERM Verwaltungs GmbH	50%
Brede 8, 59368, Werne, Germany	
UNILOG GmbH	50%
Ireland	
Rathcore Golf & Country Club, Rathcore, Co. Meath, A83KP98, Ireland	
Independent Milk Laboratories Ltd	50%
Poland	
ul. Wybieg, nr 5, lok 9, Miesjsc, KOD 61-315, Poznan, Poland	
Uniferm Polska Sp z.o.o	50%
South Africa	
1 Nokwe Avenue, Ridgeside, Umhlanga Rocks, Kwazulu Natal 4320, South Africa	
Glendale Distilling Company	50%
Spain	
Calle Raimundo Fernández, Villaverde 28, Madrid, Spain	
Compañía de Melazas, S.A. (in liquidation)	50%
United States	
The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, United States	
Stratas Foods LLC	50%
Stratas Receivables I LLC	50%

Notes to the consolidated financial statements

for the 52 weeks ended 14 September 2024

31. Group entities *continued*

Associates

A list of the Group's associates as at 14 September 2024 is given below. All associates are included in the Group's financial statements using the equity method of accounting.

Associates	% holding
United Kingdom ('UK') - England & Wales	
Pacioli House, Duncan Close, Moulton Park Industrial Estate, Northampton, NN3 6WL	
Bakers Basco Limited	20%
Paternoster House, 65 St. Paul's Churchyard, London, EC4M 8AB	
C. Czarnikow Limited	43%
C. Czarnikow Sugar Futures Limited	43%
C. Czarnikow Sugar Limited	43%
Czarnikow Group Limited	43%
Sugarworld Limited	43%
UK – England & Wales – Directly held by Wittington	
Unit 1 Woodley Park Estate, 59-69 Reading Road, Woodley, Reading, RG5 3AN	
Davidson Holdings Limited	28%
Beverley Park Golf Range, Beverley Way, New Malden, Surrey, KT3 4PH	
The Adventure Experience Limited	44%
UK – England & Wales - Non ABF	
Parker Cavendish, 28 Church Road, Stanmore, Middlesex, HA7 4XR	
Vanneck Residential LLP	41%
C/O Womble Bond Dickinson (Uk) Llp, 4 More London Riverside, London, United Kingdom, SE1 2AU	
London Theatre Company Holdings Limited	19%
Australia	
283 Flagstaff Rd, Murray Bridge SA 5253, Australia	
Big River Pork Pty Ltd	20%
Murray Bridge Bacon Pty Ltd	20%
32 Davis Road, Wetherill Park, Sydney NSW 2164, Australia	
New Food Coatings Pty Ltd	50%
Bahrain	
Suite No. 1959 Diplomatic Commercial Office, Tower B, Building No. 1565, Road 1722, Diplomatic Area/Manama 317, Bahrain	
Czarnikow Supply Chain Sales for Food & Beverage Ingredients Bahrain W.L.L.	43%
Brazil	
Av Dos Vinhedos, 71, Floor 11, Room 1101, Uberlandia, Minas Gerais, Brazil	
2C Energia S.A.	22%
Avenida Presidente Juscelino Kubitschek, 2041, Floor 11, Vila Olímpia, CEP 04.543-011, São Paulo/SP, Brazil	
Cz Energy Comercializadora De Etanol S.A	21%
Czarnikow Brasil Ltda	43%
China	
Rm 1105-1106 , 181 Yanjiang West Road, Yuexiu, Guangzhou, Guangdong, 510120, China	
C. Czarnikow Sugar (Guangzhou) Company Ltd.	43%
Columbia	
Edificio Nova Tempo, Oficina 309, Carrera 43A No. 14 - 109, Av. El Poblado, El Poblado, Medellín, Antioquia, Colombia	
Czarnikow Colombia S.A.S.	43%
India	
House No. 1-8-373/A, Chiran Fort Lane, Begumpet, Hyderabad, 500003, India	
C. Czarnikow Sugar (India) Private Limited	43%
Indonesia	
Komplex Puri Mutiara Blok A21-22, JL. Griya Utama, Sunter Agung, Jakarta, 14350, Indonesia	

Associates	% holding
P.T. Jaya Fermex	49%
PT Indo Fermex	49%
PT Sama Indah	49%
Israel	
26, Harokmim st., Holon Azireli Center Building B, Israel	
Sucarim (C.I.S.T.) Ltd	43%
Italy	
Via Borgogna, 2-20122, Milan, Italy	
Czarnikow Italia Srl	43%
Kenya	
I & M Bank House, Second Ngong Avenue, P.O. Box 10517, Nairobi 00100, Kenya	
Czarnikow East Africa Limited	43%
Mauritius	
ENL House, Vivea Business Park, Moka, Mauritius	
Sukpak Limited	30%
Mexico	
Jaime Balmes #8 Loc. 3-A , Los Morales Polanco, México City, 11510, Mexico	
C. Czarnikow Sugar (Mexico), S.A. de C.V.	43%
New Zealand	
27D Smales Road, East Tamaki, Auckland, 2013, New Zealand	
New Food Coatings (New Zealand) Limited	50%
Philippines	
5F Don Jacinto Building, Dela Rosa cor. Salcedo Streets, Legaspi Village, 1229 Makati City, Philippines	
CZ Philippines, Inc.	43%
Unit A, 103 Excellence Avenue, Carmelray Industrial Park 1, Canlubang, Calamba, Laguna, Philippines	
New Food Coatings (Philippines), Inc.	50%
Singapore	
3 Phillip Street, #14-01 Royal Group Building, 048693, Singapore	
C. Czarnikow Sugar Pte. Limited	43%
Tanzania	
7th Floor, Amani Place, Ohio Street, PO Box 38568, Dar-es-Salaam, Tanzania	
Czarnikow Tanzania Limited	43%
Msolwa Mill Office, Kidatu, Morogoro, Tanzania	
Kilombero Sugar Distributors Limited	20%
Thailand	
1203, 12th Floor, Metropolis Building, 725 Sukhumvit Road, North Klongton, Wattana, Bangkok, 10110, Thailand	
Czarnikow (Thailand) Limited	43%
909 Moo 15, Teparak Road, Tambol Bangsaothong, King Amphur Bangsaothong, Samutprakarn, Thailand	
Newly Weds Foods (Thailand) Ltd	50%
Uganda	
Coral Criscent, Kololo IV, Central Division, Kampala, Central, Uganda	
Czarnikow Uganda Limited	43%
United States	
333 SE 2nd Avenue, Suite 2860, Miami, FL 33131, USA	
C. Czarnikow Sugar Inc.	43%
Vietnam	
14th Floor, Tower 1, Saigon Center Building, 65 Le Loi, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	
Czarnikow (Vietnam) Limited	43%

Company balance sheet

at 14 September 2024

	Note	2024 £m	2023 £m
Non-current assets			
Investment property	1	**–**	–
Investments in subsidiaries	2	**1,042**	1,042
Investments in associates	3	**2**	2
Deferred tax assets	4	**–**	2
Trade and other receivables	5	**1,384**	1,045
		2,428	2,091
Current assets			
Trade and other receivables	5	**1**	5
Other investments	6	**39**	31
Income tax		**12**	–
Cash and cash equivalents		**32**	9
		84	45
Current liabilities			
Trade and other payables	7	**(185)**	(27)
Income tax		**–**	(1)
Net current assets		**(101)**	17
Non-current liabilities			
Deferred tax liabilities		**(6)**	–
Employee benefits liabilities	8	**(8)**	(6)
Net assets		**2,313**	2,102
Equity			
Called up share capital	9	**–**	–
Share premium account		**382**	382
Retained earnings		**1,931**	1,720
Total equity attributable to equity shareholders		**2,313**	2,102

The Company's profit for the 52 week period ended 14 September 2024 was £367m (52 week period ended 16 September 2023: £190m).

The financial statements on pages 73 to 78 were approved by the Board of directors on 16 December 2024 and were signed on its behalf by:

Sir Guy Weston
Chairman

Company statement of changes in equity

for the 52 weeks ended 14 September 2024

	Share capital £m	Share premium £m	Retained earnings £m	Total equity £m
Balance at 17 September 2022	–	382	1,657	2,039
Total comprehensive income				
Profit for the period	–	–	190	190
Remeasurements of defined benefit schemes	–	–	1	1
Deferred tax associated with defined benefit schemes	–	–	–	–
Other comprehensive income - items that will not be reclassified to profit or loss	–	–	1	1
Total comprehensive income for the period	–	–	191	191
Transactions with owners				
Dividends paid to equity shareholders	–	–	(128)	(128)
Balance at 16 September 2023	–	382	1,720	2,102
Total comprehensive income				
Profit for the period	**–**	**–**	**367**	**367**
Remeasurements of defined benefit schemes	**–**	**–**	**(2)**	**(2)**
Deferred tax associated with defined benefit schemes	**–**	**–**	**–**	**–**
Other comprehensive income - items that will not be reclassified to profit or loss	**–**	**–**	**(2)**	**(2)**
Total comprehensive income for the period	**–**	**–**	**365**	**365**
Transactions with owners				
Dividends paid to equity shareholders	**–**	**–**	**(154)**	**(154)**
Balance at 14 September 2024	**–**	**382**	**1,931**	**2,313**

Material Company accounting policies

for the 52 weeks ended 14 September 2024

Basis of preparation

The financial statements are presented in sterling, rounded to the nearest million (except where otherwise indicated). They are prepared under the historical cost basis, except that Other Investments are stated at their fair value, and in accordance with FRS 101 and the Companies Act 2006.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available in relation to financial instruments, fair values, capital management, presentation of a cash flow statement, standards not yet effective, impairment of assets and certain related party transactions. Where required, equivalent disclosures are given in the consolidated financial statements.

As permitted by section 408(4) of the Companies Act 2006, a separate income statement and statement of comprehensive income for the Company has not been included in these financial statements. The principal accounting policies adopted are described below. They have all been applied consistently to all years presented.

Going concern

The conclusion to adopt the going concern basis in preparing these financial statements is outlined in the Directors' report on page 8 and in the consolidated accounts on pages 18 and 19.

Investment property

Investment properties are held at cost less provision for impairment. Impairment is determined by reference to the fair value of property estimated either by independent valuers or by the directors. Depreciation is provided where the directors consider that the residual value of major components of the property is less than current book value.

Investments in subsidiaries and associates

Investments in subsidiaries and associates are stated at cost less any provision for impairment.

Impairment

The carrying amount of the Company's investments in subsidiaries and other assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment charge is recognised in the income statement whenever the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount of assets is the greater of their fair value less costs to sell and their value in use. In assessing value in use, estimated future cash flows are discounted to present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment charge is reversed if there has been a change in the estimates used to determine the recoverable amount, but only to the extent that the new carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment charge had been recognised.

Financial assets and liabilities

Trade and other receivables and Trade payables

The Company records trade and other receivables and trade payables initially at fair value and subsequently at amortised cost.

Other investments

Equity investments where the Company does not have significant influence, control or joint control are measured at fair value through profit and loss (FVTPL), and are carried in the statement of financial position at fair value with net changes in fair value recognised in profit and loss.

Pensions and post-employment benefits

The Company operates one defined contribution and one unfunded post-employment plan. The accounting policy for pensions is the same as for the Group, which is set out on page 20.

Income tax

The accounting policy for income tax is the same as for the Group, which is set out on page 20.

Cash and cash equivalents

Cash and cash equivalents comprise bank and cash balances, call deposits and short-term investments with original maturities of three months or less.

Significant accounting estimates

The preparation of the Company's financial statements includes the use of estimates and assumptions. Although the estimates used are based on management's best information about current circumstances and future events and actions, actual results may differ from those estimates. No accounting estimates pose a significant risk of a material change to the carrying value of assets and liabilities within the next year.

New accounting standards

The Company adopted the following accounting standards and amendments during the year with no significant impact:

– International Tax Reform – Pillar Two Model Rules (Amendments to IAS 12)

– Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS 12)

– Definition of Accounting Estimates (Amendments to IAS 8)

– Disclosure of Accounting policies (Amendments to IAS 1and IFRS Practice Statement 2)

– IFRS 17 Insurance Contracts, Amendments to IFRS 17, Initial Adoption of IFRS 17 and IFRS 9 – Comparative Information

Notes to the Company financial statements

for the 52 weeks ended 14 September 2024

1. Investment Property

	£m
At 17 September 2022	3
Disposals	(3)
At 16 September 2023	–
Disposals	–
At 14 September 2024	**–**

2. Investments in subsidiaries

	Listed	Unlisted	Total £m
At 17 September 2022	345	697	1,042
Additions	–	–	–
At 16 September 2023	345	697	1,042
Additions	–	–	–
At 14 September 2024	**345**	**697**	**1,042**

Investments in subsidiary undertakings are shown at cost less amounts written off. Investments include 403,341,215 ordinary shares of 5 $^{15}/_{22}$p (2023 - 403,341,215) each in Associated British Foods plc, equivalent to 54.2% (2023: 52.5%) of the issued share capital of that company, which is listed on The London Stock Exchange. At 14 September 2024 the market value of the holding was £8,829m (2023 - £8,394m). Associated British Foods plc is incorporated in Great Britain and registered in England. Through its subsidiary, Howard Investments Limited, the Company holds a further 17,902,770 (2023 – 28,173,893) shares in Associated British Foods plc, representing 2.4% (2023: 3.7%) of the issued share capital of that company. A list of trading subsidiary undertakings is given in note 31 of the Company's consolidated financial statements. The holding company structure is complicated and does not necessarily reflect the management Grouping in which the companies are listed.

3. Investments in associates

	£m
At 17 September 2022	3
Impairment	(1)
At 16 September 2023	2
Impairment	–
At 14 September 2024	**2**

A list of associate undertakings is given in note 31 of the Company's consolidated financial statements. The Company received £3m of dividends from associates during the period (2023: £nil).

4. Deferred tax assets

	£m
At 17 September 2022	2
Effect of changes in tax rate on income statement	–
At 16 September 2023	2
Adjustments in respect of prior periods	(6)
Amount credited to the income statement	(2)
At 14 September 2024	**(6)**

Deferred tax liabilities on the balance sheet have been measured at 25% which is the rate expected to apply when the liabilities are settled.

5. Trade and other receivables

	2024 £m	2023 £m
Non-current		
Amounts owed by subsidiary undertakings	**1,381**	1,043
Other debtors	**3**	2
	1,384	1,045
Current		
Amounts owed by subsidiary undertakings	**–**	5
Other debtors	**1**	–
	1	5

The directors consider that the carrying amount of debtors approximates to their fair value.

Notes to the Company financial statements

for the 52 weeks ended 14 September 2024

6. Other Investments

	Listed investments £m	Unlisted investments £m	Total Other Investments £m
At 17 September 2022	28	–	28
Fair value gain	3	–	3
At 16 September 2023	31	–	31
Fair value gain	6	2	8
At 14 September 2024	**37**	**2**	**39**

The Group classifies these financial instruments using a fair value hierarchy outlined on page 51. The table below analyses the level in the fair value hierarchy into which their fair value measurement method is categorised for Investments held at fair value through profit and loss:

	2024				2023			
	Level 1 £m	**Level 2 £m**	**Level 3 £m**	**Total £m**	Level 1 £m	Level 2 £m	Level 3 £m	Total £m
Investments designated FVTPL	**39**	**–**	**–**	**39**	31	–	–	31

7. Trade and other payables

	2024 £m	2023 £m
Amounts falling due within one year		
Accruals and deferred income	**1**	–
Amounts due to subsidiary undertakings	**184**	27
	185	27

The directors consider that the carrying amount of creditors approximates to their fair value.

8. Employee benefits liabilities

	£m
At 17 September 2022	7
Current service cost	–
Actuarial gain	(1)
At 16 September 2023	6
Current service cost	**–**
Actuarial loss	**2**
At 14 September 2024	**8**

The Company operates one unfunded post-employment plan which is accounted for in the same way as the Group's defined benefit retirement schemes detailed in note 14 of the consolidated financial statements. Applicable actuarial assumptions are stated on page 39. The Company's unfunded liability forms part of the Group's £32m (2023: £26m) unfunded UK liabilities disclosed on page 40.

9. Share capital and dividends

Share capital

	Ordinary shares of 50p each	Nominal Value £
Authorised - At 14 September 2024 and 16 September 2023	900,000	450,000
Issued and fully paid - At 14 September 2024 and 16 September 2023	862,022	431,011

Dividends

Details of dividends paid are provided in note 8 to the consolidated financial statements.

Notes to the Company financial statements

for the 52 weeks ended 14 September 2024

10. Related parties

The Company has a controlling shareholder relationship with the trustees of the Garfield Weston Foundation and with certain other individuals who hold shares in the Company. The Company has a related party relationship with its subsidiaries, associates and joint ventures and directors. In the course of normal operations, related party transactions entered into by the Company have been contracted on an arm's length basis. See note 29 to the consolidated financial statements for further details.

Material transactions and year end balances with related parties (excluding wholly owned subsidiaries) were as follows:

	2024 £m	2023 £m
Charges in respect of services provided to Wittington by ABF and its subsidiary undertakings	**1**	1
Dividends received from non-wholly owned subsidiaries	**268**	178
Dividends received from associates	**3**	-

11. Other information

Emoluments of directors

Details of the directors of Wittington Investments Limited are given on page 7. Key management personnel are considered to be the directors. Directors' remuneration is disclosed in note 5 to the consolidated financial statements of the Group.

Employees

The Company had an average of 33 employees in 2024 (2023 – 32). Remuneration was £3.3m (2023: £3.2m).

Auditors' fees

Note 4 to the consolidated financial statements of the Group provides details of the remuneration of the Company's auditors on a Group basis.

12. Post Balance Sheet Event

On 10 December 2024 the Directors declared an Interim dividend. The dividend of £130.00 per share, total value of £112.1m, will be paid on 27 January 2025 to shareholders on the register on 13 January 2025.