

Registration number: 00051705

Bush Boake Allen Limited

Annual Report and Financial Statements
for the Year Ended 28 December 2018

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Maurice Wilkes Building
St John's Innovation Park
Cambridge
Cambridgeshire
CB4 0DS



Bush Boake Allen Limited

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Bush Boake Allen Limited

Company Information

Directors J Van Noorden
K Hammond
S Olive

Registered office Duddery Hill
Haverhill
Suffolk
CB9 8LG

Independent Auditors PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Maurice Wilkes Building
St John's Innovation Park
Cambridge
Cambridgeshire
CB4 0DS

Bush Boake Allen Limited

Directors' Report for the Year Ended 28 December 2018

The directors present their report and the audited financial statements for the year ended 28 December 2018.

For the purpose of the financial statements the term 'year' represents the 364 days to 28 December 2018.

Principal activities

The principal activity of the company is that of a holding company for investments in subsidiaries and associates. The directors do not foresee any material changes in the principal activities of the company.

Fair review of the business

The company's profit for the year was £2,321,000 (2017: £2,582,000). The total assets at the year end were £48,541,000 (2017: £48,495,000) and total liabilities were £5,104,000 (2017: £5,945,000).

Directors of the company

The directors of the company who were in office during the year and up to the date of signing were as follows:

J Van Noorden

K Hammond

S Olive

Dividends

Dividends of £1,434,000 were recommended and paid during the year (2017 £2,593,000).

Directors' liabilities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bush Boake Allen Limited

Directors' Report for the Year Ended 28 December 2018 (continued)

Disclosure of information to the auditors

In the case of each director in office at the date the Directors' Report is approved:

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

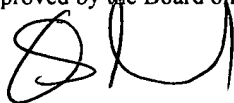
Reappointment of independent auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of PricewaterhouseCoopers LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Small companies provision statement

This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006.

Approved by the Board on 10 June 2019 and signed on its behalf by:



.....
K Hammond
Director

Bush Boake Allen Limited

Independent Auditors' Report to the Members of Bush Boake Allen Limited

Report on the audit of the financial statements

Opinion

In our opinion, Bush Boake Allen Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 28 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 28 December 2018, the profit and loss account, the statement of comprehensive income and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion on, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Bush Boake Allen Limited

Independent Auditors' Report to the Members of Bush Boake Allen Limited (continued)

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 28 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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 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 company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 auditors' 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.

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

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Bush Boake Allen Limited

Independent Auditors' Report to the Members of Bush Boake Allen Limited (continued)

Other required reporting

Companies Act 2006 exception reporting

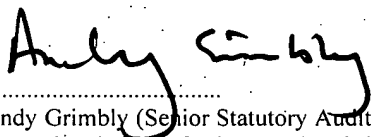
Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Andy Grimbly (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cambridge

11 June 2019

Bush Boake Allen Limited**Profit and Loss Account for the Year Ended 28 December 2018**

| | Note | 2018 £ 000 | 2017 £ 000 |
|------------------------------------------|------|---------------|---------------|
| Administrative expenses | | <u>(7)</u> | <u>(6)</u> |
| Operating loss | | (7) | (6) |
| Income from shares in group undertakings | | 2,334 | 2,593 |
| Interest payable and similar expenses | 5 | <u>(9)</u> | <u>(7)</u> |
| Profit before tax | | 2,318 | 2,580 |
| Tax on profit | 8 | <u>3</u> | <u>2</u> |
| Profit for the financial year | | <u>2,321</u> | <u>2,582</u> |

The above results were derived from continuing operations.

Bush Boake Allen Limited

Statement of Comprehensive Income for the Year Ended 28 December 2018

| | 2018 £ 000 | 2017 £ 000 |
|-----------------------------------------|-----------------------------|-----------------------------|
| Profit for the financial year | <u>2,321</u> | <u>2,582</u> |
| Total comprehensive income for the year | <u><u>2,321</u></u> | <u><u>2,582</u></u> |

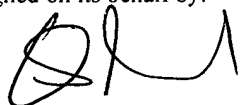
Bush Boake Allen Limited

(Registration number: 00051705)

Balance Sheet as at 28 December 2018

| | Note | 2018 £ 000 | 2017 £ 000 |
|-------------------------------------------------------|------|----------------|----------------|
| Fixed assets | | | |
| Investments | 9 | 48,490 | 48,490 |
| Current assets | | | |
| Debtors | 10 | 25 | 3 |
| Cash at bank and in hand | | <u>26</u> | <u>2</u> |
| | | 51 | 5 |
| Creditors: Amounts falling due within one year | 11 | <u>(5,104)</u> | <u>(5,945)</u> |
| Net current liabilities | | <u>(5,053)</u> | <u>(5,940)</u> |
| Total assets less current liabilities | | <u>43,437</u> | <u>42,550</u> |
| Net assets | | <u>43,437</u> | <u>42,550</u> |
| Capital and reserves | | | |
| Called up share capital | 12 | 4,726 | 4,726 |
| Share premium account | 13 | 2,913 | 2,913 |
| Other reserves | 13 | 23,772 | 23,772 |
| Profit and loss account | 13 | <u>12,026</u> | <u>11,139</u> |
| Total equity | | <u>43,437</u> | <u>42,550</u> |

The financial statements on pages 7 to 19 were approved and authorised by the Board on 10 June 2019 and signed on its behalf by:



.....
K Hammond
Director

The notes on pages 11 to 19 form an integral part of these financial statements.

Bush Boake Allen Limited

Statement of Changes in Equity for the Year Ended 28 December 2018

| | Share capital £ 000 | Share premium £ 000 | Other reserves £ 000 | Profit and loss account £ 000 | Total £ 000 |
|-------------------------------|------------------------------------|------------------------------------|-------------------------------------|----------------------------------------------|------------------------|
| At 31 December 2016 | 4,726 | 2,913 | 23,772 | 11,150 | 42,561 |
| Profit for the financial year | - | - | - | 2,582 | 2,582 |
| Total comprehensive income | - | - | - | 2,582 | 2,582 |
| Dividends | - | - | - | (2,593) | (2,593) |
| At 29 December 2017 | 4,726 | 2,913 | 23,772 | 11,139 | 42,550 |

| | Share capital £ 000 | Share premium £ 000 | Other reserves £ 000 | Profit and loss account £ 000 | Total £ 000 |
|-------------------------------|------------------------------------|------------------------------------|-------------------------------------|----------------------------------------------|------------------------|
| At 30 December 2017 | 4,726 | 2,913 | 23,772 | 11,139 | 42,550 |
| Profit for the financial year | - | - | - | 2,321 | 2,321 |
| Total comprehensive income | - | - | - | 2,321 | 2,321 |
| Dividends | - | - | - | (1,434) | (1,434) |
| At 28 December 2018 | 4,726 | 2,913 | 23,772 | 12,026 | 43,437 |

The notes on pages 11 to 19 form an integral part of these financial statements.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018

1 General information

The company is a private company limited by share capital, incorporated in the United Kingdom and registered in England.

The address of its registered office is:

Duddery Hill
Haverhill
Suffolk
CB9 8LG
England

These financial statements were authorised for issue by the Board on 10 June 2019.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the companies Act 2006.

Basis of preparation

These financial statements have been prepared on a going concern basis, using the historical cost convention.

The financial statements are presented in Sterling (£).

Exemptions for qualifying entities

The Company has taken advantage of the following exemptions:

- The requirements of Section 4 paragraph 4.12(a)(iv) to prepare a reconciliation of the number of equity shares outstanding at the beginning and at the end of the financial year;
- The requirements of Section 7 Statement of Cash Flows and Section 3 Financial Statement Presentation paragraph 3.17 (d) to prepare a statement of cash flows;
- The requirements of Section 11 paragraphs 11.39 to 11.48(a) and Section 12 paragraphs 12.26 to 12.29A, regarding disclosures for financial liabilities and assets, as the equivalent disclosures required by FRS 102 are included in the consolidated financial statements of the group in which the entity is consolidated;
- From disclosing the company key management personnel compensation, as required by FRS 102 paragraph 33.7; and
- The requirement of Section 33 Related Party Disclosures paragraph 33.9 to disclose related party transactions within other members of the Group.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

2 Accounting policies (continued)

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

International Flavours and Fragrances I.F.F. (GB) Limited has confirmed it will not seek repayment of the loan balance due to it for a period of at least one year from the date of signing these financial statements if to do so would no longer enable the company to pay its debts as they fall due.

Exemption from preparing group financial statements

The financial statements contain information about Bush Boake Allen Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Bush Boake Allen Enterprises Limited, a company incorporated in United Kingdom.

Income from investments in subsidiary and associated undertakings

The company's income is derived from dividends remitted from its subsidiary undertakings and is accounted for only when received.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Exchange gains and losses are taken to the profit and loss account.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Investments

Investments in subsidiary and associated undertakings are stated initially at cost or, where they have been revalued upwards in prior years, are stated at their revalued amount. The company no longer has a policy of revaluing investments in subsidiary and associated undertakings. Investment carrying values are reviewed on a regular basis and provision made for any impairment in value.

Investments in jointly controlled entities are held at cost less provision made for any impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

2 Accounting policies (continued)

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Distributions to equity holders

Dividends and other distributions to the company's shareholders are recognised as a liability in the financial statements in the reporting period in which the dividends and other distributions are approved by the company's shareholder. The amounts are recognised in the statement of changes in equity.

Financial instruments

Classification

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Recognition and measurement

Financial assets:

Basic financial assets, including trade and other receivables, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) despite having retained some significant risks and rewards of ownership, control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities:

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow Group companies, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

3 Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and reviewed based on historical experience and other factors, including expectations of future events that are believed to be reasonably foreseen from current circumstances.

Critical judgements in applying the entity's accounting policies

There have been no judgements made in the preparation of these financial statements.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

3 Critical accounting judgements and estimation uncertainty (continued)

Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning future events. The resulting accounting estimates can, by definition, only be our best assessment of likely out-turns and will seldom equal the corresponding results.

Impairment of Investments

Investments are held at costs less accumulated impairment. At the year end the company compares the carrying value of investments to the investments' net asset position. Where an investment's net asset position falls below the held carrying value, the Directors will review the investment discounted cash flows to assist in determining any impairment.

4 Auditors' remuneration

| | 2018 £ 000 | 2017 £ 000 |
|-----------------------------------|---------------|---------------|
| Audit of the financial statements | <u>5</u> | <u>5</u> |

5 Interest payable and similar expenses

| | 2018 £ 000 | 2017 £ 000 |
|--------------------------------------------|---------------|---------------|
| Interest on bank overdrafts and borrowings | <u>9</u> | <u>7</u> |

6 Staff costs

The company has no employees (2017: none).

7 Directors' remuneration

The directors did not receive any remuneration in respect of services as directors of the company (2017: £nil).

8 Tax on profit

Tax credited in the profit and loss account

| | 2018 £ 000 | 2017 £ 000 |
|-------------------------|---------------|---------------|
| Current taxation | | |
| UK corporation tax | <u>(3)</u> | <u>(2)</u> |

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

8 Tax on profit (continued)

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2017 - lower than the standard rate of corporation tax in the UK) of 19% (2017 - 19.25%).

The differences are reconciled below:

| | 2018 £ 000 | 2017 £ 000 |
|---------------------------------------------------------|---------------|---------------|
| Profit before tax | 2,318 | 2,580 |
| Corporation tax at standard rate | 440 | 497 |
| Tax decrease from effect of dividends from UK companies | (443) | (499) |
| Total tax credit | (3) | (2) |

As set out in the Summer Budget 2015, the Chancellor of the Exchequer announced the standard rate of UK corporation tax will reduce from 20% to 19% from 1 April 2017.

At the Autumn Budget 2016 a further reduction to Corporation tax was announced taking effect from 1 April 2020, setting the rate at 17%.

9 Investments

| | 2018 £ 000 | 2017 £ 000 |
|--------------------------------------------|---------------|---------------|
| Investments in subsidiaries | 42,000 | 42,000 |
| Investments in jointly controlled entities | 6,490 | 6,490 |
| | 48,490 | 48,490 |

| Subsidiaries | £ 000 |
|--------------------------|--------|
| Cost or valuation | |
| At 30 December 2017 | 63,000 |
| At 28 December 2018 | 63,000 |
| Provision | |
| At 30 December 2017 | 21,000 |
| At 28 December 2018 | 21,000 |
| Carrying amount | |
| At 28 December 2018 | 42,000 |
| At 29 December 2017 | 42,000 |

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

9 Investments (continued)

| Jointly controlled entities | £ 000 |
|-----------------------------|-------|
| Cost | |
| At 30 December 2017 | 6,490 |
| At 28 December 2018 | 6,490 |
| Provision | |
| At 30 December 2017 | - |
| At 28 December 2018 | - |
| Carrying amount | |
| At 28 December 2018 | 6,490 |
| At 29 December 2017 | 6,490 |

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

| Undertaking | Registered office | Holding | Proportion of voting rights and shares held | |
|--------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|----------|---------------------------------------------|------|
| | | | 2018 | 2017 |
| Subsidiary undertakings | | | | |
| International Flavors & Fragrances (India) Limited | 1-5, Seven wells Street, St. Thomas Mount, Chennai, Tamil Nadu, 600 016 India | Ordinary | 50% | 50% |
| Jointly controlled entities | | | | |
| International Flavours & Fragrances I.F.F. (Great Britain) Limited | Duddery Hill, Haverhill, Suffolk, CB9 8LG United Kingdom | Ordinary | 26% | 26% |
| International Flavors & Fragrances (IFF) Espana SA (formerly Bush Boake Allen (Espana) SA) | Paseo de la Castellana, 149-4 Planta, 28046 Madrid Spain | Ordinary | 6% | 6% |

The principal activity of International Flavors & Fragrances (India) Limited is Sale of flavor, fragrance and chemical products.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

9 Investments (continued)

The principal activity of International Flavours & Fragrances I.F.F. (Great Britain) Limited is Sale of flavour, fragrance and chemical products.

The principal activity of International Flavours & Fragrances (IFF) Espana SA (formerly Bush Boake Allen (Espana) SA) is Sale of flavor, fragrance and chemical products

The directors believe that the carrying value of the investments is supported by their underlying net assets.

10 Debtors

| | Note | 2018 £ 000 | 2017 £ 000 |
|------------------------------------|------|---------------|---------------|
| Amounts owed by group undertakings | | 22 | - |
| Income tax asset | 8 | 3 | 3 |
| Total current debtors | | <u>25</u> | <u>3</u> |

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

11 Creditors: Amounts falling due within one year

| | Note | 2018 £ 000 | 2017 £ 000 |
|------------------------------------|------|---------------|---------------|
| Bank loans and overdrafts | 14 | - | 866 |
| Trade creditors | | - | 2 |
| Amounts owed to group undertakings | | 5,098 | 5,077 |
| Accruals and deferred income | | 6 | - |
| | | <u>5,104</u> | <u>5,945</u> |

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand. However the counterparty, International Flavours and Fragrances I.F.F. (GB) Limited, has confirmed it will not seek repayment of the balance due for a period of at least one year from the date of signing these financial statements if to do so would no longer enable the company to pay its debts as they fall due.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

12 Called up share capital

Allotted, called up and fully paid shares

| | 2018 | | 2017 | |
|-------------------------------|------------------|------------------|------------------|------------------|
| | No. | £ | No. | £ |
| Ordinary shares of £0.01 each | 4,679,669 | 46,797 | 4,679,669 | 46,797 |
| Deferred shares of £1 each | <u>4,679,669</u> | <u>4,679,669</u> | <u>4,679,669</u> | <u>4,679,669</u> |
| | <u>9,359,338</u> | <u>4,726,466</u> | <u>9,359,338</u> | <u>4,726,466</u> |

Rights, preferences and restrictions

Deferred shares have the following rights, preferences and restrictions:

No right to receive dividends.

In the event of a liquidation of the company, deferred shareholders will not receive a sum in excess of the amount paid up on the shares. Payments to ordinary shareholders will take priority.

Deferred shareholders have no right to receive notice of or attend or vote at any General Meetings of the company.

13 Reserves

Called up share capital

Represents the nominal value of shares that have been issued.

Other reserves

Includes premium on issue of convertible loan stock (£17,743,000) and non-distributable reserves (£6,029,000) that arose on capital restructuring.

Share premium account

Includes premiums received on issues of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Profit and loss account

Includes all current year and prior year retained profits and losses.

Bush Boake Allen Limited

Notes to the Financial Statements for the Year Ended 28 December 2018 (continued)

14 Loans and borrowings

| | 2018 £ 000 | 2017 £ 000 |
|-------------------------------------|-----------------------------|-----------------------------|
| Current loans and borrowings | | |
| Bank overdrafts | <u>-</u> | <u>866</u> |

15 Dividends

Final dividends paid

| | 2018 £ 000 | 2017 £ 000 |
|----------------------------------------------------------|-----------------------------|-----------------------------|
| Final dividend of £0.31 (2017 - £0.55) per each Ordinary | <u>1,434</u> | <u>2,593</u> |

16 Parent and ultimate parent undertaking

The company's immediate parent is Bush Boake Allen Enterprises Limited, incorporated and registered in United Kingdom.

The ultimate parent undertaking and controlling party is International Flavors and Fragrances Inc., incorporated in United States of America, which is the parent of the smallest and largest group to consolidate these financial statements.

These financial statements are available upon request from Duddery Hill, Haverhill, Suffolk, CB9 8LG