Vita International Limited

Annual report and financial statements

for the year ended 31 December 2018

Registered number 472253

Vita International Limited
Annual report and financial statements
for the year ended 31 December 2018

Contents

Vita International Limited

Directors and advisors for the year ended 31 December 2018

Directors
Mr J Cheele
Mr D O'Riordan
Miss G Rowland
Mr I W Robb
Mr M O Shafi Khan

Secretary
Vita Industrial (UK) Limited

Independent auditors
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
No 1 Spinningfields
Hardman Square
Manchester
M3 3EB

Registered office
Oldham Road
Middleton
Manchester
M24 2DB

Registered number
472253

Vita International Limited

Strategic report for the year ended 31 December 2018

The directors present their Strategic report on the Company for the year ended 31 December 2018.

Principal activities
The principal activity of the Company during the year continued to be that of immediate parent of overseas investments of the Group (Vita (Lux III) S.àr.l. and its subsidiary companies). Investments are detailed in note 6 to the financial statements.

Business review
Results for the year ended 31 December 2018 were in line with expectations. The profit for the financial year was £12,127,824 (2017: £7,857,844) and at the year end the Company had net assets of £137,827,366 (2017: £125,699,542).

In 2018, the Company incurred exceptional expense of £526,019, relating to the impairment of its investment in Vita (Germany) GmbH (2017: earned income of £461,537, resulting from the transfer of Metzeler Slovakia S.R.O. to another Group undertaking for consideration of £2,893,975 (€3,300,000 at an exchange rate of 1.1403)).

On 2 July 2018, the Company received a distribution of £10,543,933 (PLN 50,400,000 at an exchange rate of 4.7800) from its subsidiary Vita Polymers Poland Sp.Zo.o., which was satisfied by an increase in the intercompany loan receivable by the Company from Vita Treasury Limited (2017: £4,609,182 (PLN 23,092,000 at an exchange rate of 5.0100) from its subsidiary Vita Polymers Poland Sp.Zo.o., which was satisfied by a reduction in the intercompany loan payable by the Company to Vita Industrial (UK) Limited).

Environment
The Company recognises the importance of its environmental responsibilities, undertakes initiatives to promote greater environmental responsibility, encourages the development and sharing of environmentally friendly technologies, designs and implements policies to reduce any environmental damage that might be caused by its activities and regularly reviews its performance. The Company operates in accordance with Group policies.

Principal risks and uncertainties
The management of the business and the execution of the Group's strategy are subject to a number of risks.

Competitive pressure in the trading subsidiary undertakings, both within the UK and overseas, is a continuing risk for the Group. The Group manages this risk by providing value added services to its customers, having fast response times not only in supplying products but in handling all customer queries and by maintaining strong relationships with customers.

In the UK, uncertainty in the process for leaving the European Union may impact consumer confidence and the business remains alert to rapid changes in consumer behaviour in all key European markets. Management will continue to monitor taxation and regulatory developments associated with Brexit, so that any consequences are addressed.

Brexit scenarios range from a "soft" negotiated deal to a "hard" outcome, and all scenarios will impact the Group in some way, including but not limited to the following:

- Potential limiting of future growth in cross-border trade,
- Potential loss of free trade between the UK and Europe in the case of a "hard" Brexit, specifically, imposition of import duties and other customs related costs,
- Potential changes to trade agreements outside the EU,
- Changes to VAT arrangements.

However, management does not consider that these will affect the Company's ability to continue as a going concern, given the information currently available.

Financial risk management

The Group, of which the Company is a member, through its treasury activities seeks to reduce financial risk, ensure sufficient liquidity and manage surplus cash. The treasury department operates within parameters approved and monitored by the Group Board of Directors and restricts transactions to banks that have a defined minimum credit rating.

The treasury department does not take speculative financial positions and makes limited use of derivative financial instruments. The treasury department advises operational management on all financial risks and executes all major transactions in financial instruments. In the UK, the treasury department arranges all foreign currency forward contracts to hedge transactional exposures and ensures exposures are fully hedged as they arise and, where appropriate, hedges future exposures up to six months forward. In addition, the treasury department manages borrowings. At the year end the Company had no foreign currency forward contracts in place (2017: none).

Key Performance Indicators ("KPIs")

The Company produces monthly reporting packs containing its financial results and these are consolidated into the total numbers for submission to the Group for review. The Key Performance Indicators on which the Company focuses are:

- EBITDA
- Working Capital
- Operating Cash Flow

The KPIs are measured in absolute terms and, in addition, working capital is also measured on days sales outstanding, days purchases outstanding and days inventory in hand.

Non financial

There are three non financial key performance indicators which are:

- Health and safety
- Environment
- Compliance

On behalf of the Board

Mr I W Robb
Director
7 June 2019

Vita International Limited

Directors' report for the year ended 31 December 2018

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2018.

Political and charitable contributions
No political or charitable donations were made by the Company during the current or prior year.

Future developments
The principal activity of the Company continues to be that of immediate parent of overseas investments of the Group.

Dividends
The directors have not paid and do not propose a dividend in respect of the year ended 31 December 2018 (2017: £nil).

Financial risk management
Financial risk management is described in the Strategic report on page 3.

Going concern
The directors have assessed the Company's going concern status using all available information and considered the foreseeable future. Following this assessment the directors conclude that there are no material uncertainties related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern.

Directors
The directors who held office during the year and up to the date of signing the financial statements were as follows:

Mr J Cheele (resigned 31 December 2018)
Mr D O'Riordan
Miss G Rowland
Mr I W Robb (appointed 7 January 2019)
Mr M O Shafi Khan (appointed 12 April 2019)

Directors' indemnities
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. The Group purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

Statement of directors' responsibilities
The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulation.

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 101 "Reduced Disclosure Framework", 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 then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, 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 also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The directors are responsible for 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.

Directors' report for the year ended 31 December 2018 (continued)

Disclosure of information to auditors

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

- so far as the director is 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.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

On behalf of the Board

Mr I W Robb
Director
7 June 2019

Independent auditors' report to the members of Vita International Limited

Report on the audit of the financial statements

Opinion

In our opinion, Vita International Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 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 101 "Reduced Disclosure Framework", 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 31 December 2018; the profit and loss account, the statement of changes in equity for the year then ended; the accounting policies; and the notes to the financial statements.

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 or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

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 Strategic Report and 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.

Independent auditors' report to the members of Vita International Limited (continued)

Strategic report and Directors' report
In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' report for the year ended 31 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 Strategic Report and 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 , 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.

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.

Simon White

Simon White (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
7 June 2019

Vita International Limited

Profit and loss account for the year ended 31 December 2018

	Note	2018 £	2017 £
Administrative expenses before exceptional items		**(527,676)**	(113,282)
Exceptional expense item - net impairment charges		**(526,019)**	-
Administrative expenses		**(1,053,695)**	(113,282)
Profit on sale of fixed asset investment		-	461,537
Operating (loss)/profit	1	**(1,053,695)**	348,255
Income from fixed asset investments	7	**10,543,933**	4,609,182
Profit before interest and taxation		**9,490,238**	4,957,437
Other interest receivable and similar income	3	**3,322,820**	3,344,502
Interest payable and similar expenses	4	**(53,492)**	(183,714)
Profit before taxation		**12,759,566**	8,118,225
Tax on profit	5	**(631,742)**	(260,381)
Profit for the financial year	12	**12,127,824**	7,857,844

All results are generated from continuing operations.

The accounting policies and notes form part of these financial statements.

The Company incurred no other comprehensive income other than that recognised in the Profit and loss account above in either the current or prior year, and therefore no separate Statement of comprehensive income has been presented.

Vita International Limited

Balance Sheet as at 31 December 2018

	Note	2018	2017
		£	£
Fixed assets			
Investments	6	**55,929,655**	56,430,679
Current assets			
Debtors (including £81,814,925 (2017: £147,633,166) amounts falling due after more than one year)	8	**84,293,971**	155,872,738
Cash at bank and in hand		**-**	500,107
		84,293,971	156,372,845
Creditors: amounts falling due within one year	9	**(574,218)**	(2,834,812)
Net current assets		**83,719,753**	153,538,033
Total assets less current liabilities		**139,649,408**	209,968,712
Creditors: amounts falling due after more than one year	10	**(1,822,042)**	(84,269,170)
Net assets		**137,827,366**	125,699,542
Capital and reserves			
Called up share capital	11	**875,939**	875,939
Profit and loss account	12	**136,951,427**	124,823,603
Total shareholder's funds		**137,827,366**	125,699,542

The accounting policies and notes on pages 11 to 20 form part of these financial statements.

The financial statements on pages 8 to 20 were approved by the board of directors on 7 June 2019 and were signed on its behalf by:

Mr I W Robb
Director
7 June 2019

Vita International Limited
Registered number
472253

Vita International Limited

Statement of changes in equity for the year ended 31 December 2018

	Called up share capital	Profit and loss account	Total shareholder's funds
	£	£	£
At 1 January 2017	875,939	116,965,759	117,841,698
Profit for the financial year and total comprehensive income for the financial year	-	7,857,844	7,857,844
At 31 December 2017	875,939	124,823,603	125,699,542
Profit for the financial year and total comprehensive income for the financial year	-	12,127,824	12,127,824
At 31 December 2018	**875,939**	**136,951,427**	**137,827,366**

Vita International Limited

Accounting policies

Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Vita International Limited for the year ended 31 December 2018 were authorised for issue by the board of directors on 7 June 2019 and the balance sheet was signed on behalf of the board by Mr I W Robb. Vita International Limited is a private limited company, limited by shares, and is incorporated, registered and domiciled in England and Wales.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and the Companies Act 2006 (the Act), as applicable to companies using FRS 101. FRS 101 sets out a reduced disclosure framework for a "qualifying entity", as defined in the standard, which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a wholly owned subsidiary of Vita (Lux III) S.àr.l., which produces consolidated financial statements that are publicly available. Copies of their financial statements can be obtained from Vita (Lux III) S.àr.l., 15, Boulevard F.W. Raiffeisen, L-2411 Luxembourg. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2018. The financial statements are prepared in Sterling.

These policies have been consistently applied to all years presented, unless otherwise stated.

Basis of preparation
The financial statements have been prepared, on the going concern basis, using the historical cost convention, as stated in the accounting policies.

The Company is a qualifying entity for the purposes of FRS 101. Note 14 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 7, "Financial Instruments: Disclosures"
- IAS 7, "Statement of cash flows"
- The requirements of IAS 24, "Related party disclosures" to disclose related party transactions entered into between two or more members of a group.

Critical accounting estimates and judgements
The Company's accounting policies have been set by management and approved by the Audit Committee. The application of these accounting policies to specific scenarios requires reasonable estimates and assumptions to be made concerning the future. These are continually evaluated based on historical experience and expectations of future events.

Under FRS 101, estimates or judgements are considered critical where they involve a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities from period to period. This may be because the estimate or judgement involves matters which are highly uncertain, or because different estimation methods or assumptions could reasonably have been used.

Critical accounting estimates have been made in the following areas when preparing the Group's financial statements:

1. Recoverability of inter-company debtors and estimated credit losses. Regarding the new impairment model under IFRS 9, the impairment provisions, determined using the ECL model as at 1 January 2019 and 31 December 2018, are not materially different from the balances previously determined under IAS39.

On adoption of IFRS 9, there were no material reclassifications of financial assets or financial liabilities.

Accounting policies (continued)

Going concern

The Company meets its day-to-day working capital requirements through its cash reserves and borrowings. The current economic conditions continue to create uncertainty, particularly over the level of demand for the Company's products. The Company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Company should be able to operate within the level of its current cash reserves and borrowings.

After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company has received written confirmation from a fellow group undertaking that it is its current intention to provide its support to the Company, in order for the Company to continue to operate on a going concern basis.

Investments

Investments in subsidiary undertakings are initially stated at cost. Foreign equity investments that are wholly or partially hedged using foreign currency borrowings are regarded as currency assets to the extent that they are so hedged. Differences on the retranslation of foreign currency investments are taken to reserves. Provision is made for any impairment.

Impairment reviews

Where circumstances indicate that there may have been an impairment of the carrying value of an investment, intangible or tangible fixed asset, an impairment review is carried out using cash flows calculated from budgets and projections approved by the board which are discounted at the Group's risk-adjusted weighted average cost of capital calculated from equity market data and borrowing costs. The impairment cost, if material, is booked as an exceptional item in arriving at operating loss.

Dividends received

Dividends are accounted for on a receivable basis.

Taxation

Corporation tax payable is provided on taxable profits at the current rate after adjusting for double taxation relief in respect of overseas taxation.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Foreign currencies

Transactions denominated in foreign currencies are translated into Sterling at actual exchange rates as of the date of the transaction (or where appropriate, at the rate of exchange in a related foreign currency forward contract). Monetary assets and liabilities denominated in foreign currencies at the year end are translated into Sterling at the rate of exchange prevailing at the year end (or, where appropriate, at the rate of exchange in a related foreign currency forward contract). Any gain or loss arising from a change in exchange rates subsequent to the date of transaction is included as an exchange gain or loss in the Profit and loss account.

Cash flow statement

The Company is a wholly owned subsidiary of Vita (Lux III) S.àr.l., which produces consolidated financial statements that are publicly available. Consequently, the Company is exempt from the requirement of IAS 7 "Statement of Cash Flows" to prepare a cash flow statement.

Exceptional items

Items which are both material and non-recurring in nature are presented as exceptional items in arriving at operating profit so as to provide a better indication of the Company's underlying business performance and are shown separately on the face of the Profit and loss account.

Interest receivable and payable

Interest income and expense is recognised in the Profit and loss account on an accruals basis.

Accounting policies (continued)

New accounting standards and IFRS IC interpretations
The Company has adopted the following new and amended IFRSs in all periods presented in the historical financial information. There has not been a material impact to the Company when adopting these new and amended IFRSs:

- Annual improvements 2014 - 2016
- IFRS 9 'Financial instruments'
- IFRIC 22, 'Foreign currency transactions and advance consideration'

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective:

- IFRIC 23 'Uncertainty over income tax treatments'
- Annual improvements 2015-2017
- Amendments to IFRS 9 (prepayment features)

There is not expected to be a material impact to the Company when adopting these new and amended IFRSs.

Early adoption of standards
The Company has not adopted, and does not intend to adopt, any standards early.

Financial liabilities

Initial recognition

Financial liabilities within the scope of IFRS 9 "Financial Instruments" are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. Financial liabilities are recognised initially at fair value and in the case of loans and borrowings, directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and loans and borrowings.

Recognition and measurement

(a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Company that do not meet the hedge accounting criteria of IFRS 9. Gains or losses on liabilities held for trading are recognised in the Profit and loss account.

(b) Loans and borrowings

Loans and borrowings are initially recognised at fair value, net of transaction costs incurred. They are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the profit and loss over the period of the loans and borrowings using the effective interest rate method.

Derecognition of financial liabilities

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts, together with any costs or fees incurred, are recognised in profit or loss.

Vita International Limited

Accounting policies (continued)

Financial assets

Classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss, and external loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months, otherwise they are classified as non-current investments.

(b) Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. The company's loans and receivables comprise receivables, cash and commercial paper in the balance sheet.

Recognition and derecognition

Regular purchases and sales of financial assets are recognised on the trade date – the date on which the company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit and loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value profit and loss are expensed in profit and loss.

The Group adopted IFRS 9 'Financial instruments' with effect from 1 January 2018. The new impairment model under IFRS 9 requires the recognition of impairment provisions for financial assets to be based on expected credit losses (ECL) rather than incurred credit losses as was the case under IAS 39. The Group has calculated impairment provisions for financial assets for each operating entity across the Group.

The impairment provisions, determined using the ECL model as at 1 January 2019 and 31 December 2018, are not materially different from the balances previously determined under IAS39.

On adoption of IFRS 9, there were no material reclassifications of financial assets or financial liabilities.

Notes to the financial statements

for the year ended 31 December 2018

1 Operating (loss)/profit

Auditors' remuneration of £3,000 (2017: £3,000) for statutory audit services was borne by a fellow Group undertaking. The auditors received no remuneration for non-audit services (2017: £nil).

Administrative expense includes exchange losses of £490,536 (2017: £3,699) on foreign currency balances.

In 2018, the Company incurred exceptional expense of £526,019, relating to the impairment of its investment in Vita (Germany) GmbH (2017: earned income of £461,537, resulting from the transfer of Metzeler Slovakia S.R.O. to another Group undertaking for consideration of £2,893,975 (€3,300,000 at an exchange rate of 1.1403)).

2 Directors and employees

The directors are directors for a number of group companies and it is not possible to allocate the remuneration between individual entities. Therefore, the Company discloses the emoluments paid to those directors for their services in the current year and in the prior year in Vita (Group) Unlimited. There were no employees in the year (2017: none).

3 Other interest receivable and similar income

	2018	2017
	£	£
Amounts receivable from group undertakings	**3,322,820**	3,344,502

4 Interest payable and similar expenses

	2018	2017
	£	£
Amounts payable to group undertakings	**53,492**	183,714

5 Tax on profit

	2018 £	2017 £
Current tax		
United Kingdom corporation tax at 19% (2017: 19.25%)	**520,998**	405,011
Adjustments in respect of previous years	**110,744**	(144,630)
Tax on profit	**631,742**	260,381

The tax assessed for the year differs from (2017: differs from) the standard rate of Corporation tax in the UK. The differences are explained as follows:

	2018 £	2017 £
Profit before taxation	**12,759,566**	8,118,225
Tax on profit before taxation at standard UK Corporation Tax rate of 19% (2017: 19.25%)	**2,424,318**	1,562,758
Income not taxable	**(2,003,347)**	(1,246,593)
Expenses not deductible for tax purposes	**100,027**	88,846
Adjustments in respect of previous years	**110,744**	(144,630)
Tax charge for the year	**631,742**	260,381

A potential deferred tax asset of £2,090 (2017: £9,315) has not been recognised in respect of timing differences, as it is considered that the degree of certainty around the future is not sufficient to recognise the asset.

On 16 March 2016 the UK Chancellor announced a further reduction in the main rate of UK corporation tax to 17% with effect from 1 April 2020 (instead of 18% as previously announced). This change became substantively enacted on 6 September 2016. As such the deferred tax assets and liabilities have been re-measured accordingly.

6 Investments

	Subsidiary undertakings £
Cost	
At 1 January 2017	269,546,958
Additions	431,870
Transfers	(2,432,438)
At 31 December 2017	267,546,390
Additions	24,995
At 31 December 2018	**267,571,385**
Impairments	
At 1 January 2017 and 31 December 2017	211,115,711
Impairment in the year	526,019
At 31 December 2018	**211,641,730**
Net book value	
At 31 December 2018	**55,929,655**
At 31 December 2017	56,430,679

On 4 April 2017, the subsidiary Vitafoam Croatia d.o.o was incorporated. The Company increased its investment with a cash injection of £221,379 at an exchange rate of 1.1338 in November 2017. Further investment of £24,995 was added in 2018.

On 12 May 2017, the subsidiary Vitafoam Albania SHPK was incorporated with a cash injection of £210,491 at an exchange rate of 1.1877.

On 8 November 2017, the Company transferred its investment in Metzeler Slovakia S.R.O. to another Group undertaking for consideration of £2,893,975 (€3,300,000 at an exchange rate of 1.1403), which was settled through inter-company loan. This resulted in a profit on disposal of £461,537.

In 2018, the Company incurred exceptional expense of £526,019, relating to the impairment of its investment in Vita (Germany) GmbH

The financial statements contain information about Vita International Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 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 Vita (Lux III) S.àr.l.

6 Investments (continued)

The directors consider the net book value of the investments to be supported by their underlying assets. The investments at the end of 2018 are as follows (* indicates held indirectly):

Subsidiary undertakings	Registered office	% shares held by Company	Principal activity
Vita (Germany) GmbH	Donaustr. 51; 87700 Memmingen, Germany	100%	Parent company
Deutsche Vita Polymere GmbH	Bamberger Strasse 58 , 96215 Lichtenfels , Germany	*100%	Parent company
Metzeler Schaum GmbH	Donaustr. 51; 87700 Memmingen, Germany	*100%	Cellular foam products
Metzeler Schaum Unt GmbH	Donaustr. 51; 87700 Memmingen, Germany	*100%	Cellular foam products
Radium Latex GmbH	Triftenstrasse 81 , 32791 Lage, Germany	*100%	Cellular foam products
Veenendaal Schaumstoffwerk GmbH	Bamberger Strasse 58 , 96215 Lichtenfels , Germany	*100%	Cellular foam products
Koepp Schaum GmbH	Rheingaustraße 19, 65375 Oestrich-Winkel, Germany	*100%	Cellular foam products
Vita Polymers Poland Sp.Zo.o	ul.Sienkiewicza 31/33; 56-120 Brzeg Dolny, Poland	100%	Cellular foam products
UAB Vita Baltic International	Jurgiskes, LT-62181 Alytus, Lithuania	*100%	Cellular foam products
Vitafoam Hungary KFT	HU-7030 Paks. 8806/2 hrsz, Hungary	*100%	Cellular foam products
Vitafoam Albania SHPK	Elbasan, Bradashesh, Elbasan-Metalurgjik, Rr. Mozge, zona kadastrale 8526, Albania	*100%	Cellular foam products
Vitafoam RS d.o.o. Beograd	Udarne desetine 32, 11271 Belgrade, Serbia	100%	Cellular foam products
Vitafoam Bulgaria EOOD	Plovdiv 4003, ul.Vasil Levski 172, Bulgaria	*100%	Cellular foam products
Vitafoam Croatia d.o.o	Kresimira Blazevica 17, 35000 Slavonski Brod, Croatia	*100%	Cellular foam products
Vitafoam Romania S.R.L	545200 Ludus, Str. 1 Mai Nr. 34, Jud. Mures, Romania	44.59%	Cellular foam products
Litraco NV	Pater Eudore Devroyestraat, 1040 Etterbeek, Belgium	100%	Nonwoven products
Vita Lithuania (UK) Limited	Oldham Road, Middleton, Manchester, M24 2DB, United Kingdom	100%	Inter-group financing company
Vita Investments North America Limited	Oldham Road, Middleton, Manchester, M24 2DB, United Kingdom	100%	Parent company
Metzeler Schaum Inc	8343 Douglas Ave Ste 400 Dallas, TX 75225, USA	*100%	Cellular foam products
Vitafoam Inc	8343 Douglas Ave Ste 400 Dallas, TX 75225, USA	*100%	Nonwoven products

7 Income from fixed asset investments

In 2018, the Company received dividends of £10,543,933 from subsidiary undertakings (2017: £4,609,182).

8 Debtors

	2018 £	2017 £
Amounts owed by group undertakings (including £81,814,925) (2017: £147,633,166) falling due after more than one year)	**84,289,277**	155,865,932
Other debtors	**4,694**	6,806
	84,293,971	155,872,738

Amounts owed by group undertakings are unsecured and interest is charged on a floating rate basis. The rates are linked to the relevant currency LIBOR (zero floor) (or equivalent) for the currency of each loan, and an appropriate margin is added. Amounts owed by group undertakings are not repayable on demand.

9 Creditors: amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings	**40,927**	2,413,952
Corporation tax	**520,998**	405,011
Accruals and deferred income	**12,293**	15,849
	574,218	2,834,812

Amounts owed to group undertakings are interest free and repayable 45 days after the end of the month in which they arose.

10 Creditors: amounts falling due after more than one year

	2018 £	2017 £
Amounts owed to group undertakings	**1,822,042**	84,269,170

Amounts owed to group undertakings are unsecured and interest is charged on a floating rate basis. The rates are linked to the relevant currency LIBOR (zero floor) (or equivalent) for the currency of each loan, and an appropriate margin is added. Amounts owed to group undertakings are not repayable on demand.

Notes to the financial statements (continued)

for the year ended 31 December 2018

11 Called up share capital

	2018	2017
	£	£
Allotted, called up and fully paid		
10,996,133,645 (2017: 10,996,133,645) ordinary shares of £0.0000796588172 each	**875,939**	875,939

Share capital had previously been reported as 875,939 ordinary shares of £1 each, however, the actual ordinary shares number is 10,996,133,645 at a value of £0.0.0000796588172 each. The total value has been correctly reported at £875,939.

12 Reserves

	Profit and loss account
	£
At 1 January 2017	116,965,759
Profit for the financial year	7,857,844
At 31 December 2017	124,823,603
Profit for the financial year	12,127,824
At 31 December 2018	**136,951,427**

13 Related party transactions

The Company has taken advantage of the exemption under paragraph 3(C) from the provisions of IAS 24, 'Related Party Disclosures', from disclosing related party transactions with fellow Group companies on the grounds that throughout the year it was a wholly owned subsidiary of a group headed by the Vita (Lux III) S.àr.l., whose financial statements are publicly available. There were no other related party transactions.

14 Ultimate parent undertaking

The Company's immediate parent undertaking is Vita (Group) Unlimited.

Vita (Lux III) S.àr.l. is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements at 31 December 2018. The consolidated financial statements may be obtained from 15, Boulevard F.W. Raiffeisen, L-2411 Luxembourg.

The Company's ultimate controlling party is Strategic Value Partners (SVP), a partnership located in the Cayman Islands. The ultimate parent company is Vita Global Holdings Limited.