

**Pepsi-Cola UK Limited**

**Financial Statements for the year ended 31 December 2008**

***Registered Number 2590210***

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## **Directors Report as at 31 December 2008**

### **Principal activity**

The company was originally set-up as an investment company however has remained inactive since incorporation.

### **Directors and their interests**

The directors who held office during the year and subsequently were as follows:

AJ Macleod (Secretary)  
Joanne Averiss

None of the directors had any disclosable interest in the shares of the company. There were no other interests in group companies requiring disclosure under the Companies Act 1985.

### **Single Member Company**

Under section 352A of the Companies act 1985, it was recorded that the company became a single member company as defined by the Companies Regulations 1992 on the 24<sup>th</sup> January 2005.

### **Statement of Directors' Responsibilities**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**Profit and loss account for the year ended 31 December 2008**

The company has not traded during the accounting period, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

**Balance Sheet as at 31 December 2008**

	<i>Note</i>	<b>31 December 2008</b> <b>£'000</b>	<b>31 December 2007</b> <b>£'000</b>
<b>Fixed Asset:</b>			
Investment			
<b>Current Asset and Net Current Asset:</b>			
Debtors, amount due from parent undertaking		-	-
		<hr/>	<hr/>
<b>Total Assets and Net Assets</b>		-	-
		<hr/>	<hr/>
<b>Capital and reserves:</b>			
Share Capital	2	-	-
		<hr/>	<hr/>
<b>Shareholders' Funds-Equity</b>		-	-
		<hr/>	<hr/>

For the year ended 31 March 2009 the company was entitled to exemption under section 249aa(1) of the Companies Act 1985.

No members have requested the company to obtain an audit of its accounts for the year in question in accordance with section 249b (2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- i) ensuring the company keeps accounting records which comply with section 221; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The accounts were approved by the directors on 20<sup>th</sup> November 2009 and were signed on its behalf by:

*A.J. Macleod*

**A J Macleod**  
Secretary

## Notes to the Financial Statements

### 1 Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### Basis of Preparation

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

#### Cash Flow Statement

Under Financial Reporting Standard 1 (revised), the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking and a consolidated cash flow statement is prepared by its ultimate parent undertaking.

#### Related party transactions

The company has taken advantage of the exemption in the Financial Reporting Standard 8 not to disclose related party transactions with PepsiCo, Inc and its subsidiary undertakings, 90 per cent or more of whose voting rights are controlled within the group.

### 2 Called up share capital

	2008 £	2007 £
<b>Authorised</b>		
<i>Ordinary shares of £1 each</i>	100	100
	<hr/>	<hr/>
<b>Allotted, issued, called up and fully paid</b>		
<i>Ordinary shares of £1 each</i>	2	2
	<hr/>	<hr/>

### 3 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company's ultimate parent undertaking is PepsiCo, Inc., a company incorporated in the United States of America.

The largest group in which the results of the company are consolidated is that headed by PepsiCo, Inc. The consolidated accounts of PepsiCo, Inc are available to the public and may be obtained from US Securities and Exchange Commission, Washington DC, 25049, USA.

The smallest group in which the results of the company are consolidated is that headed by PepsiCo Holdings, a company registered in England and Wales. The consolidated accounts of PepsiCo Holdings are available to the public and may be obtained from the Registrar of Companies, Companies House, Cardiff, CF4 3UZ