

**Rothmans International Enterprises Limited**

**Registered Number 02694154**

**Annual report and financial statements**

**For the year ended 31 December 2017**

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## Strategic Report

The Directors present their strategic report on Rothmans International Enterprises Limited (the "Company") for the year ended 31 December 2017.

### Principal activities

The Company acts as an investment holding company in subsidiary and associated undertakings of the British American Tobacco p.l.c. Group (the "Group") which are active in the tobacco industry.

### Review of the year ended 31 December 2017

The profit for the financial year attributable to Rothmans International Enterprises Limited shareholders after deduction of all charges and the provision of taxation amounted to £9,043,000 (2016: £10,474,000).

The Directors expect the Company's activities to continue on a similar basis in the foreseeable future.

### Key performance indicators

Given the nature of the Company's activities, the Company's Directors believe that key performance indicators are not necessary or appropriate for an understanding of the Company's specific development, performance or the position of its business. However, key performance indicators relevant to the Group, and which may be relevant to the Company, are disclosed in the Strategic Report in the Annual Report of British American Tobacco p.l.c. and do not form part of this report.

### Principal risks and uncertainties

The principal risks and uncertainties of the Company, including financial risk management, are integrated with the principal risks of the Group and are monitored by audit committees to provide a framework for identifying, evaluating and managing risks faced by the Group. Accordingly, the key Group risk factors that may be relevant to the Company are disclosed in the Annual Report of British American Tobacco p.l.c. and do not form part of this report.

By Order of the Board



O.J. Martin  
Secretary

27 April 2018

## Directors' Report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2017.

### Dividends

The Directors do not recommend the payment of a dividend for the year (2016: £nil).

### Board of Directors

The names of the persons who served as Directors of the Company during the period 1 January 2017 to the date of this report are as follows:

David Patrick Ian Booth  
Robert Fergus Heaton  
Robert James Casey

### Research and development

No research & development expenditure has been incurred during the year (2016: £nil).

### Political contributions

The Company made no political donations or incurred any political expenditure during the year (2016: £nil).

### Employees

The average number of employees employed by the Company during the year was nil (2016: nil).

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

### Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 these 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 UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Directors' Report (continued)

### Statement of Directors' responsibilities (continue)

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

### Directors' declaration in relation to relevant audit information

Having made appropriate enquiries, each of the Directors who held office at the date of approval of this report confirms that:

- (a) to the best of his or her knowledge and belief, there is no relevant audit information of which the Company's auditor is unaware; and
- (b) he or she has taken all steps that a Director might reasonably be expected to have taken in order to make himself or herself aware of relevant audit information and to establish that the Company's auditor is aware of that information.

By Order of the Board



O.J. Martin  
Secretary

27 April 2018

## **Independent Auditor's Report to the members of Rothmans International Enterprises Limited**

### **Opinion**

We have audited the financial statements of Rothmans International Enterprises Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and loss account, Statement of Other Comprehensive Income, Statement of changes in Equity, Balance Sheet and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework* and
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Going concern**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### **Strategic report and directors' report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon. Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

### **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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.

We have nothing to report in these respects.

## **Independent Auditor's Report to the members of Rothmans International Enterprises Limited (continued)**

### **Directors' responsibilities**

As explained more fully in their statement set out on pages 3 and 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### **The purpose of our audit work and to whom we owe our responsibilities**

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.



**Jeremy Hall (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*  
15 Canada Square  
London. E14 5GL  
27 April 2018

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

	Note	2017 £'000	2016 £'000
<b>Continuing operations</b>			
Other operating expenses	2	-	-
<b>Profit from operations</b>		-	-
Income from other investments at fair value	3	8,971	10,169
Interest receivable and similar income	4	90	327
<b>Profit before taxation</b>		<b>9,061</b>	<b>10,496</b>
Tax on profit	5	(18)	(22)
<b>Profit for the financial year</b>		<b>9,043</b>	<b>10,474</b>

There is no difference between the profit before taxation and the profit for the financial year stated above and their historical cost equivalents.

**Statement of other comprehensive income for the year ended 31 December**

	Note	2017 £'000	2016 £'000
<b>Profit for the financial year</b>		<b>9,043</b>	<b>10,474</b>
Net fair value gain on other investments at fair value	6	30,688	100,596
<b>Total other comprehensive income for the year</b>		<b>39,731</b>	<b>111,070</b>

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

	Called up share capital £'000	Share premium account £'000	Profit and loss account £'000	Fair Value Reserve £'000	Total Equity £'000
1 January 2016	1,000	293,858	(21,177)	344,627	618,308
Profit for the financial year	-	-	10,474	-	10,474
	<b>1,000</b>	<b>293,858</b>	<b>(10,703)</b>	<b>344,627</b>	<b>628,782</b>
<b>Other comprehensive income</b>					
Net fair value gain on other investments at fair value	-	-	-	100,596	100,596
<b>31 December 2016</b>	<b>1,000</b>	<b>293,858</b>	<b>(10,703)</b>	<b>445,223</b>	<b>729,378</b>
Profit for the financial year	-	-	9,043	-	9,043
	<b>1,000</b>	<b>293,858</b>	<b>(1,660)</b>	<b>445,223</b>	<b>738,421</b>
<b>Other comprehensive income</b>					
Net fair value gain on other investments at fair value (note 6)	-	-	-	30,688	30,688
<b>31 December 2017</b>	<b>1,000</b>	<b>293,858</b>	<b>(1,660)</b>	<b>475,911</b>	<b>769,109</b>

The accompanying notes are an integral part of the financial statements.



## Balance sheet as at 31 December

	Note	2017 £'000	2016 £'000
<b>Fixed assets</b>			
Other investments at fair value	6	486,389	455,701
		<b>486,389</b>	<b>455,701</b>
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	282,720	273,677
<b>Net current assets</b>		<b>282,720</b>	<b>273,677</b>
<b>Net assets</b>		<b>769,109</b>	<b>729,378</b>
<b>Capital and reserves</b>			
Called up share capital	8	1,000	1,000
Share premium account		293,858	293,858
Profit and loss account		(1,660)	(10,703)
Fair value reserve		475,911	445,223
<b>Total shareholders' funds</b>		<b>769,109</b>	<b>729,378</b>

The financial statements on pages 7 to 13 were approved by the Directors on 27 April 2018 and signed on behalf of the Board.



R.F. Heaton  
Director

Registered number  
02694154

The accompanying notes are an integral part of the financial statements.

## Notes to the financial statements for the year ended 31 December 2017

### 1 Accounting policies

#### Basis of accounting

The financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and where advantage of disclosure exemptions available under FRS 101 have been taken.

The preparation of the financial statements requires the Directors to make estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. The key estimates and assumptions are set out in the accounting policies below, together with the related notes to the accounts.

The most significant items include:

- the review of asset values and impairment testing of non-financial assets;
- the estimation of amounts to be recognised in respect of taxation; and
- the exemptions taken under IFRS 1 on the first time adoption of FRS.

Such estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable in the circumstances and constitute management's best judgement at the date of the financial statements. In the future, actual experience may deviate from these estimates and assumptions, which could affect the financial statements as the original estimates and assumptions are modified, as appropriate, in the year in which the circumstances change.

The Company is included in the consolidated financial statements of British American Tobacco p.l.c. which is incorporated in the United Kingdom and registered in England and Wales. 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 set out below, have unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing the opening balance sheet at 1 January 2014 for the purpose of the transition to FRS 101.

#### Cash flow statement

The Company is a wholly owned subsidiary of British American Tobacco p.l.c. The cash flows of the Company are included in the consolidated cash flow statement of British American Tobacco p.l.c. which is publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 101.

#### Income

Income is recognised in the profit and loss account when all contractual or other applicable conditions for recognition have been met. Provisions are made for bad and doubtful debts where there is an expectation that all or a portion of the amount due will not be recovered.

## Notes to the financial statements for the year ended 31 December 2017

### 1 Accounting policies (continued)

#### Foreign currencies

The functional currency of the Company is sterling. Transactions arising in currencies other than sterling are translated at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities expressed in currencies other than sterling are translated at rates of exchange ruling at the end of the financial year.

#### Taxation

Taxation is that chargeable on the profits for the period, together with deferred taxation.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date.

Deferred taxation is provided in full using the liability method for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amount used for taxation purposes.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. As required under IAS 12 *Income Taxes*, deferred tax assets and liabilities are not discounted.

Deferred tax is determined using the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or deferred tax liability is settled.

Tax is recognised in the profit and loss account except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or changes in equity.

The Company has exposures in respect of the payment or recovery of a number of taxes. Liabilities or assets for these payments or recoveries are recognised at such time as an outcome becomes probable and when the amount can reasonably be estimated.

#### Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and derecognised when it ceases to be a party to such provisions. Such assets and liabilities are classified as current if they are expected to be realised or settled within 12 months after the balance sheet date. If not, they are classified as non-current.

Financial assets and financial liabilities are initially recognised at fair value, plus directly attributable transaction costs where applicable, with subsequent measurement as set out below.

Non-derivative financial assets are classified on initial recognition as other investments at fair value, loans and receivables or cash and cash equivalents as follows:

Loans and receivables: Amounts owed by Group undertakings and other debtors are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Other investments at fair value: Other investments at fair value are accounted for as available-for-sale investments in accordance with IAS 39 with changes in fair value being recognised directly in other comprehensive income. When such investments are derecognised (e.g. through disposal) or become impaired, the accumulated gains and losses, previously recognised in other comprehensive income, are reclassified to the profit and loss statement within 'income from other investments at fair value'. Dividend and interest income on these investments are included within 'income from other investments at fair value' when the Company's right to receive payments is established.

Fair values for quoted investments are based on observable market prices where available. If there is no active market for an investment, the fair value is established by using the discounted cash flows of estimated future dividends.

## Notes to the financial statements for the year ended 31 December 2017

### 2 Other operating expenses

Auditor's fees of £2,500 (2016: £2,500) were borne by a fellow Group undertaking.

There were no employees (2016: none) and no staff costs during the year (2016: £nil).

None of the Directors received any remuneration in respect of their services as a Director of the Company during the year (2016: £nil). The Company considers that there is no practicable method to allocate a portion of the emoluments the Directors receive from their respective Group company employer for any qualifying services in respect of the Company, as these are considered to be incidental and part of the Directors overall management responsibilities within the Group.

### 3 Income from other investments at fair value

	2017 £'000	2016 £'000
Income from other investments at fair value	8,971	10,169

Income from other investments at fair value represents dividends received from ITC Limited, VST Industries Limited and Pakistan Tobacco Company Limited.

### 4 Interest receivable and similar income

	2017 £'000	2016 £'000
Interest receivable from Group undertakings	90	327

### 5 Taxation

#### (a) Recognised in the profit and loss account

	2017 £'000	£'000	2016 £'000	£'000
Current tax on income for the period	18		22	
<b>Total current tax</b>		<b>18</b>		<b>22</b>
<b>Total income tax expense (note 5b)</b>		<b>18</b>		<b>22</b>

#### (b) Factors affecting the taxation charge

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantially enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantially enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantially enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly.

The current taxation charge differs from the standard 19.25% (2016: 20.00%) rate of corporation taxation in the UK. The major causes of this difference are listed below:

## Notes to the financial statements for the year ended 31 December 2017

## 5 Taxation (continued)

## (b) Factors affecting the taxation charge (continued)

	2017 £'000	2016 £'000
Profit for the year	9,043	10,474
Total tax expense	18	22
Profit excluding taxation	9,061	10,496
Tax using the UK corporation tax rate of 19.25% (2015: 20.00%)	1,744	2,099
Income not taxable	(1,728)	(2,034)
Effects of overseas tax rates	18	22
Effects of group relief/other reliefs	(16)	(65)
Total tax charge for the period (note 5a)	18	22

## 6 Investments

## (1) Shares in Group Undertakings

Company	Share Class	Direct Interest (%)	Subsidiary Interest (%)	Attributable Interest (%)
<b>United Kingdom</b>				
<i>Globe House, 1 Water Street, London, WC2R 3LA, United Kingdom</i>				
Rothmans Trading Limited	Ordinary	99.00	0.00	99.00
<b>Pakistan</b>				
<i>Bun Khurma, Chichian Road, Mirpur, Azad Jammu &amp; Kashmir, Pakistan</i>				
Phoenix (Private) Limited	Ordinary	0.00	97.00	0.30
<b>Nepal</b>				
<i>Shree Bal Sadan, Gha 2-513, Kantipath, Kathmandu, Nepal</i>				
Surya Nepal Pvt. Limited	Ordinary	0.00	49.00	0.62

## (2) Other Investments at fair value

Company	Share Class	Direct Interest (%)	Subsidiary Interest (%)	Attributable Interest (%)
<b>India</b>				
<i>Virginia House, 37, J.L. Nehru Road, Kolkata, 700 071, India</i>				
ITC Limited	Ordinary	1.27	0.00	1.27
<i>Azamabad, Andhra Pradesh, Hyderabad, 500 020, India</i>				
VST Industries Limited	Ordinary	0.43	0.00	0.43
<b>Pakistan</b>				
<i>Serena Business Complex. Khayaban-e-Suhrwardy, Islamabad, Pakistan</i>				
Pakistan Tobacco Company Limited	Ordinary	0.31	0.00	0.31

## (3) Changes in other investments at fair value

Cost	Other investments at fair value £'000	Total £'000
1 January 2017	455,701	455,701
Change in fair value	30,688	30,688
<b>31 December 2017</b>	<b>486,389</b>	<b>486,389</b>

## Notes to the financial statements for the year ended 31 December 2017

### 7 Debtors: amounts falling due within one year

	2017 £'000	2016 £'000
Amounts owed by Group undertakings	282,720	273,677

Amounts owed by Group undertakings are unsecured, interest bearing and repayable on demand. The interest rate is based on LIBOR.

### 8 Called up share capital

Ordinary shares of £1 each	2017	2016
Allotted, called up and fully paid		
- value	£1,000,000	£1,000,000
- number	1,000,000	1,000,000
Special shares of £1 each		
Allotted, called up and fully paid		
- value	£1	£1
- number	1	1

As at 31 December 2009 the Special Share bestowed voting rights equivalent to 70.1 per cent of the Company's share capital, but carried no entitlement to dividends except where these exceeded £1,000,000 per ordinary share. However, the holder of the Special Share was entitled, *pari passu*, with the holders of the ordinary shares to receive repayment of the amount paid up or credited as paid up on the Special Share. The rights attached to the Special Share were abrogated by the adoption of new Articles of Association on 12 February 2010.

### 9 Related party disclosures

As a wholly owned subsidiary the Company has taken advantage of the exemption under FRS 101 from disclosing transactions with other subsidiary undertakings of the British American Tobacco p.l.c. Group.

### 10 Parent undertakings

The Company's ultimate parent undertaking and ultimate controlling party is British American Tobacco p.l.c. being incorporated in the United Kingdom and registered in England and Wales. The Company's immediate parent undertaking is Rothmans International Limited. Group financial statements are prepared only at the British American Tobacco p.l.c. level and may be obtained from:

The Company Secretary  
Globe House  
4 Temple Place  
London  
WC2R 2PG