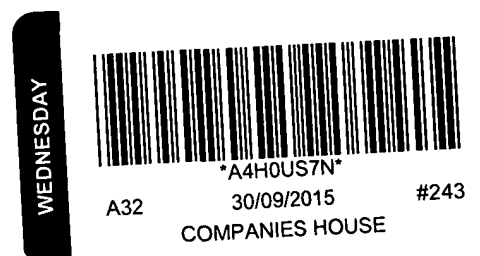


VIVA (Consumer Products) Limited

Directors report and financial statements for the year ended 31 December 2014

Registered Number: 02742091



VIVA (Consumer Products) Limited
Directors' report and financial statements
for the year ended 31 December 2014

Contents

Directors and advisers for the year ended 31 December 2014	1
Directors' report for the year ended 31 December 2014	2
Strategic report for the year ended 31 December 2014	4
Independent auditors' report to the members of VIVA (Consumer Products) Limited	5
Profit and loss account for the year ended 31 December 2014	7
Balance sheet as at 31 December 2014	8
Accounting policies	9
Notes to the financial statements for the year ended 31 December 2014	10

VIVA (Consumer Products) Limited

Directors and advisers for the year ended 31 December 2014

Directors

Richard Sansone
John Capps

Secretary

Quayseco Limited

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

Solicitors

Burgess Salmon LLP
1 Glass Wharf
Bristol
BS2 0ZX

Registered Office

5400 Lakeside
Cheadle Royal Business Park
Cheadle, Cheshire
United Kingdom
SK8 3GQ

Registered Number

02742091

VIVA (Consumer Products) Limited

Directors' report for the year ended 31 December 2014

The directors present their report and the audited financial statements of VIVA (Consumer Products) Limited (the "Company") for the year ended 31 December 2014.

Future developments

An indication of the likely future developments of the business is included in the Strategic Report on page 4.

Dividends

The directors proposed and paid a dividend of £2,471,366 during the year (9 months to 31 December 2013: £nil).

Financial risk management

Financial risk management is described in the Strategic Report on page 4.

Directors and their interests

The Directors who held office during the year and up to the date of signing of the financial statements are given below:

Richard Sansone
John Capps

Directors' indemnities

The Company maintained throughout the year, and at the date of approval of the financial statements, liability insurance for its directors and officers. This is a qualifying provision for the purposes of the Companies Act 2006.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;

VIVA (Consumer Products) Limited

Directors' report for the year ended 31 December 2014 (continued)

Statement of directors' responsibilities (continued)

- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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. They 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.

Statement of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved under section 418 of the Companies Act 2006 the following applies:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- he has taken all the steps that he ought to have taken as a director in order to make himself 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



John E. Capps
Director

September 28, 2015

Registered number: 02742091

VIVA (Consumer Products) Limited

Strategic report for the year ended 31 December 2014

The directors present their strategic report on the Company for the year ended 31 December 2014.

Principal activities and review of the business

The Company has not traded in the current year or prior period. The directors do not believe that this will change in the immediate future.

Rationalisation Project

On 31st October 2014 a rationalisation exercise was performed the main aim of which was to settle certain historic intercompany loan arrangements and to aggregate non trade activities within Vine Mill Limited, a fellow Group subsidiary.

As a result of this exercise the net assets of the Company decreased by £2.5 million, owing to a dividend payment to Jarden Consumer Solutions (Europe) Limited (its immediate parent company).

Non-financial risks

The Company considers that there are no non financial risks that will affect the business in the current year or prior period.

Financial risk management

The Company considers that there are no financial risks that will affect the business in the current year or prior period. The only asset is an intercompany balance and is considered recoverable by the directors.

Future developments

The Company will continue in its present role and is not expected to continue trading for the foreseeable future.

Key performance indicators ("KPIs")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

On behalf of the Board



John E. Capps
Director
September 28, 2015

VIVA (Consumer Products) Limited

Independent auditors' report to the members of VIVA (Consumer Solutions) Limited

Report on the financial statements

Our opinion

In our opinion, VIVA (Consumer Products) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

VIVA (Consumer Products) Limited's financial statements comprise:

- the balance sheet as at 31 December 2014;
- the Profit and Loss account for the year then ended;
- the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

VIVA (Consumer Products) Limited

Independent auditors' report to the members of Viva (Consumer Products) Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 2 and 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Rebecca Gissing (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
28 September 2015

VIVA (Consumer Products) Limited

Profit and loss account for the year ended 31 December 2014

	Notes	Year to 31 December 2014 £'000	9 months to 31 December 2013 £'000
Other income		32	-
Profit on ordinary activities before interest and tax	1	32	-
Interest receivable and similar income	2	-	138
Profit on ordinary activities before taxation		32	138
Tax on profit on ordinary activities	3	-	(33)
Profit for the financial year /period	8/9	32	105

The historical cost profit is identical to that disclosed above, and therefore no separate note of historical cost profits and losses has been presented.

All amounts relate to continuing operations.

Other than the profit for the year / period, the Company has recognised no gains or losses in the period / year and consequently no separate Statement of Total Recognised Gains and Losses has been prepared.

VIVA (Consumer Products) Limited

Balance sheet as at 31 December 2014

	Notes	31 December 2014 £'000	31 December 2013 £'000
Current assets			
Debtors	4	122	2,593
Creditors : amounts falling due within one year	5	(42)	(74)
Net Current Assets		80	2,519
Capital and reserves			
Called up share capital	7	1	1
Share premium account	8	69	69
Capital redemption reserve	8	10	10
Profit and loss account	8	-	2,439
Total shareholders' funds	8	80	2,519

The financial statements on pages 7 to 13 were approved by the board of Directors on September 28, 2015 and were signed on its behalf by:



John E. Capps
Director

VIVA (Consumer Products) Limited
Registered Number: 02742091

VIVA (Consumer Products) Limited

Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 2006. The Directors have prepared these financial statements on a going concern basis after assessing the expected consolidated budget performance of the Group out to a period of no less than 12 months from the date on which these financial statements have been signed.

A summary of the significant accounting policies, which have been applied consistently, is set out below.

Cash flows

The Company has taken advantage of the exemptions afforded by FRS1 (revised 1996) not to produce a cash flow statement. The cash flows of the Company are presented within the consolidated financial statements of Jarden Corporation, the ultimate parent company of VIVA (Consumer Products) Limited, which are publicly available.

Taxation and deferred taxation

Current taxation is provided at amounts expected to be paid (or recovered) based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

VIVA (Consumer Products) Limited

Notes to the financial statements for the year ended 31 December 2014

1 Operating expenses

The operating income of £32k relates to the cancellation of an intercompany balance.

The Company incurred no operating expenses in the year (9 months to 31 December 2013: nil). The audit fee of £1,000 (9 months to 31 December 2013: £1,000) is borne by the immediate parent company, Jarden Consumer Solutions (Europe) Limited. The Company had no employees and therefore incurred no employee-related costs in the year (9 months to 31 December 2013: £nil). No Director received any remuneration for services provided to the Company (9 months to 31 December 2013: £nil).

2 Interest receivable and similar income

	Year to 31 December 2014 £'000	9 months to 31 December 2013 £'000
Interest receivable from immediate parent company	-	138
Total interest receivable	-	138

3 Tax on profit on ordinary activities

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	Year to 31 December 2014 £'000	9 months to 31 December 2013 £'000
Current tax	-	33
Total tax	-	33

The tax assessed for the year is different to the standard rate of corporation tax in the UK of 21.49% (12 months to 31 December 2013: 23%) as explained below:

	Year to 31 December 2014 £'000	9 months to 31 December 2013 £'000
Profit on ordinary activities before taxation	32	138
Profit on ordinary activities multiplied by standard rate of corporation tax @ 21.49% (12 months to 31 December 2013: 23%)	7	33
Effects of:		
Income not taxable	(7)	-
Total current tax	-	33

VIVA (Consumer Products) Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

3 Tax on profit on ordinary activities (continued)

(b) Factors which may affect future tax charges:

Changes to the UK corporation tax rates were announced in the Chancellor's Budget on 8 July 2015. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 18% from 1 April 2020. As the changes had not been substantively enacted at the balance sheet date their effects are not included in these financial statements. The overall effect of these changes, if they had applied to the deferred tax balance at the balance sheet date, would be immaterial.

4 Debtors

	31 December 2014 £'000	31 December 2013 £'000
Amounts owed by group undertakings	122	2,593
Total debtors	122	2,593

Amounts owed by group undertakings are non interest bearing (9 months to 31 December 2013: 7.5%) and are repayable upon demand. The amounts owed are unsecured.

5 Creditors: amounts falling due within one year

	31 December 2014 £'000	31 December 2013 £'000
Amounts owed to group undertakings	42	74
Total creditors	42	74

Amounts owed to group undertakings are repayable on demand, bear no interest and are unsecured.

6 Dividends

	31 December 2014 £'000	31 December 2013 £'000
Dividends Paid:		
Ordinary shares £2,731 (2013: nil) per £1 Ordinary share	2,457	-
Ordinary 'A' shares £2,731 (2013: nil) per £1 Ordinary 'A' share	14	-
Total dividends paid	2,471	-

VIVA (Consumer Products) Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

7 Called Up Share Capital

	31 December 2014 £	31 December 2013 £
Authorised		
250,000 Ordinary shares of £1 each	250,000	250,000
5 Ordinary 'A' shares of £1 each	5	5
Total authorised share capital	250,005	250,005
Allotted and fully paid		
900 Ordinary shares of £1 each	900	900
5 Ordinary 'A' shares of £1 each	5	5
Total allotted and fully paid share capital	905	905

The rights of the shares are identical, other than the holders of the 'A' shares have voting rights.

8 Statement of Movement on Reserves

	Called Up Share capital £'000	Share premium account £'000	Capital redemption reserve £'000	Profit and loss account £'000	Total £'000
Balance at 1 January 2014	1	69	10	2,439	2,519
Profit for the year to 31 December 2014	-	-	-	32	32
Dividends	-	-	-	(2,471)	(2,471)
Balance at 31 December 2014	1	69	10	-	80

VIVA (Consumer Products) Limited

Notes to the financial statements for the year ended 31 December 2014 (continued)

9 Reconciliation of Movements in Shareholders' Funds

	31 December 2014	31 December 2013
	£'000	£'000
Opening shareholders' funds	2,519	2,414
Dividends	(2,471)	-
Profit for the year / period	32	105
Closing shareholders' funds	80	2,519

10 Related Party Transactions

The Company has taken advantage of the exemption available under FRS 8 not to disclose transactions with entities that are part of the Jarden Corporation group by virtue of its status as a 100% owned subsidiary of a parent whose financial statements are consolidated and made publicly available.

The Directors do not consider there to have been any other transactions in the year which require disclosure under FRS 8.

11 Immediate and ultimate parent company and controlling party

The immediate parent company of VIVA (Consumer Products) Limited is Jarden Consumer Solutions (Europe) Limited, a company registered in England and Wales.

The ultimate parent undertaking and controlling party is Jarden Corporation, a listed company incorporated in the United States of America. It is also the parent company of the largest and smallest group which includes the Company and for which group financial statements are prepared. Copies of the Jarden Corporation financial statements are available from 1800 North Military Trail, Boca Raton, Florida, USA.