

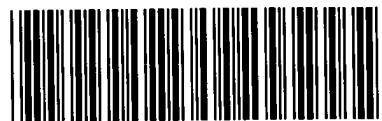
Walkers Group Limited

**Directors' report and financial
statements**

Registered number 4023090

Period ended 31 December 2021

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Directors' report

The directors present their annual report and the audited financial statements for the 53 week period ended 31 December 2021.

In preparing this report, the directors' have taken advantage of the small companies exemption provided by section 415A of the Companies Act 2006 and exemption provided by section 414B of the Companies Act 2006 not to provide a Strategic report.

Principal activities

The company's principal activity was that of an investment holding company.

Business review

The profit after taxation for the period was *£nil* (2020: *£Nil*).

Principal risks and uncertainties

The principal risks to the company relate to adverse changes in interest rates and in the value of its investments.

The company anticipates, measures and manages its exposure to risk through strategic planning and management reporting. Further information on these risks, and their potential impact, can be found in the PepsiCo, Inc. Annual Report for 2021 which may be obtained from their registered office as detailed in note 6.

COVID-19

In the first quarter of 2022, the UK government has removed majority of the COVID-19 restrictions. The company's top priority remains the health and safety of our employees, contractors and visitors across our UK sites, and ensuring continuity of supply by maintaining production and service to our customers.

Based on information provided by the Government, the Health and Safety Executive (HSE), the World Health Organisation (WHO) and also information available publicly, the Company has taken number of measures to reduce any potential impact on our operations to ensure business continuity through this period. This involves taking precautions across our supply chain, and continuing to work closely with authorities across our businesses to ensure the continued safety of our products and manufacturing locations.

Crisis management teams continue to be in place to review and ensure we are following global standards to keep our business running and our employees safe, including protocols for dealing with potential future exposure to COVID-19. The Company is continuously re-evaluating and refining its ways of working to best serve the communities we operate in during this challenging time. As the scientific and medical guidance continues to evolve, we will continue to adjust our approach and response to ensure the health and safety of our products and employees.

As a result of measures implemented we currently do not expect any significant financial impacts on the business which would significantly impact on the amounts presented in these financial statements.

Proposed dividend

The directors do not recommend the payment of a dividend for the period (2020: *£nil*).

Directors

The directors who served during the period and subsequently were as follows:

C E Stone (resigned 1st February 2022)
J K Averiss
V E Evans
M S Celebi (appointed 1st February 2022)

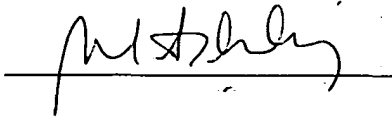
Disclosure of information to auditor

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

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.

By order of the Board

A handwritten signature in dark ink, appearing to read 'M S Celebi', is written over a horizontal line.

M S Celebi
Director

6 September 2022

450 South Oak Way
Green Park
Reading
RG2-6UW

Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

The directors are responsible for preparing 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.

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.



KPMG LLP
2 Forbury Place
33 Forbury Road
Reading
RG1 3AD

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALKERS GROUP LIMITED

Opinion

We have audited the financial statements of Walkers Group Limited ("the company") for the year ended 31st December 2021 which comprise the Profit and loss and comprehensive income, Balance sheet, Statement of changes in equity 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 31st December 2021 and of its result 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

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and management and inspection of policy documentation as to the Company's high-level policies and procedures to prevent and detect fraud, including the Company's channel for "whistleblowing", as well as whether they have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Considering remuneration incentive schemes and performance targets for management
- Using analytical procedures to identify any unusual or unexpected relationships.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALKERS GROUP LIMITED *(continued)*

We communicated identified fraud risks throughout the audit team and remained alert to any indications of fraud throughout the audit.

As required by auditing standards, and taking into account possible pressures to meet profit targets, recent revisions to guidance and our overall knowledge of the control environment, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries and the risk of bias in accounting estimates and judgements. On this audit we do not believe there is a fraud-risk related to revenue recognition because there is no revenue.

We did not identify any additional fraud risks.

In determining the audit procedures we took into account the results of our evaluation and testing of the operating effectiveness of some of the Company-wide fraud risk management controls.

We also performed procedures including:

- Identifying journal entries and other adjustments to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by senior finance management, those posted and approved by the same user and those posted to unusual accounts.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors and other management (as required by auditing standards); and discussed with the directors and other management the policies and procedures regarding compliance with laws and regulations.

We communicated identified laws and regulations throughout our team and remained alert to any indications of non-compliance throughout the audit.

The potential effect of these laws and regulations on the financial statements varies considerably.

Firstly, the Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation, taxation legislation, pensions legislation and food standard agency requirements and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: anti-bribery and certain aspects of company legislation recognising the nature of the activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read 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 directors' report;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALKERS GROUP LIMITED (continued)

- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, 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.

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.



Shirley Rogan (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
2 Forbury Place
33 Forbury Road
Reading
RG1 3AD

8 September 2022

Profit and loss account and other comprehensive income
for the 53 week period ended 31 December 2021

	53 week period ended 31 December 2021 £000	52 week period ended 26 December 2020 £000
<i>Note</i>		
Interest payable and similar expenses	-	-
Other operating income	-	-
	<hr/>	<hr/>
Profit before taxation	-	-
Tax (expense) on profit	-	-
	<hr/>	<hr/>
Profit for the period	-	-
	<hr/>	<hr/>
	<hr/>	<hr/>
Total comprehensive profit for the period	-	-
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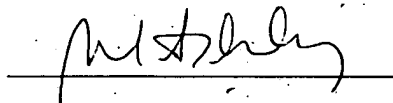
All gains and losses in the current and prior period are derived from continuing activities.

The notes on pages 10 to 13 form part of these financial statements.

Balance sheet
as at 31 December 2021

		31 December 2021 £000	26 December 2020 £000
	Note		
Current assets			
Debtors	4	4,506	4,506
Net current assets		4,506	4,506
Total assets less current liabilities		4,506	4,506
Net assets		4,506	4,506
Capital and reserves			
Called up share capital	5	70	70
Share premium account		85,939	85,939
Profit and loss account		(81,503)	(81,503)
Shareholders' funds		4,506	4,506

The financial statements of Walkers Group Limited, company number 4023090, were approved by the board of directors on 6 September 2022 and were signed on their behalf by:


M S Celebi
Director

The notes on pages 10 to 13 form part of these financial statements.

Statement of changes in equity
for the 53 week period ended 31 December 2021

	Share capital £000	Share premium £000	Profit and loss account £000	Total equity £000
Balance at 29 December 2019	70	85,939	(81,503)	4,506
<i>Total comprehensive income for the year</i>				
Profit and loss	-	-	-	-
Total comprehensive income	-	-	-	-
Balance at 26 December 2020	70	85,939	(81,503)	4,506
	Share capital £000	Share premium £000	Profit and loss account £000	Total equity £000
Balance at 27 December 2020	70	85,939	(81,503)	4,506
<i>Total comprehensive income for the year</i>				
Profit and loss	-	-	-	-
Total comprehensive income	-	-	-	-
Balance at 31 December 2021	70	85,939	(81,503)	4,506

The notes on pages 10 to 13 form part of these financial statements.

Notes

(forming part of 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 except as noted below.

1.1 Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101").

Walkers Group Limited is a private company incorporated, domiciled and registered in the UK. The registered number is 4023090 and the registered address is 450 South Oak Way, Green Park, Reading, RG2 6UW. The company is limited by shares. By virtue of section 401 of the Companies Act 2006 the company, being the wholly owned subsidiary undertaking of PepsiCo, Inc., an undertaking incorporated in the United States of America, is exempt from the requirement to prepare and deliver group financial statements. Copies of the PepsiCo, Inc. Consolidated financial statements are available from its registered office as disclosed in Note 6.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006 ("UK-adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- An additional balance sheet for the beginning of the earliest comparative period following the retrospective change in accounting policy;
- Disclosures in respect of the compensation of Key Management Personnel; and
- Disclosures of transactions with a management entity that provides key management personnel services to the company.

As the consolidated financial statements of PepsiCo, Inc. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.
- The requirements in IAS 24 Related party disclosures to disclose related party transactions entered into between two or more members of a group.

Notes (continued)

1 Accounting policies (continued)

1.2 Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Directors' Report. The financial position of the company, its cash flows, liquidity position and borrowing facilities are directly related to the consolidated position of PepsiCo, Inc. As such, details of this Group wide position are described in the consolidated financial statements of PepsiCo, Inc., available to the public from the address in Note 6.

In addition, the notes to the consolidated financial statements of PepsiCo, Inc. include the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk.

PepsiCo's operations in the UK are intrinsically linked to each other due to the organisational structure. The principal activities of the company are an investment holding company for fellow group companies. The UK group of companies and ultimate parent has significant resources available to them in order to continue to support operations for at least 12 months from the date of approval of these financial statements and has demonstrated resilience throughout the pandemic to changes in the macro economic environment. The directors have reviewed the liquidity of the company over the going concern period and consider no severe but plausible scenarios that would have a material impact on the going concern assessment either on this entity or the wider group.

The Directors have assessed the impact of the COVID-19 situation on the company's business. Based on the assessment of events that could impact the company's liquidity, the valuation of its assets, the completeness of its liabilities and its ability to continue as a going concern until at least a year from the issuance of the financial statements for the period ended 31 December, 2021, there are not deemed to be any significant impacts requiring disclosure.

On the basis of their assessment of the company's financial position, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for at least 12 months from issuance of the financial statements. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Fixed asset investment

Fixed asset investments in subsidiaries are stated at cost less any provision for impairment.

1.4 Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

1.5 Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account within interest receivable or payable.

1.6 Non-derivative financial instruments

Non-derivative financial instruments comprise other debtors, cash and cash equivalents, loans and borrowings, and other creditors.

Other debtors

Other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Other creditors

Other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents.

Notes (continued)

1 Accounting policies (continued)

1.7 Expenses

Interest income and Interest payable

Interest payable and similar expenses include interest payable recognised in profit or loss using the effective interest method and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Foreign currency gains and losses are reported on a net basis.

1.8 Taxation

The charge for taxation is based on the results for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2 Profit before taxation

The auditor's remuneration has been borne in both periods by a fellow group company. The audit fee allocated to Walkers Group Ltd for the period is £3,000 (2020: £3,000), and no additional non-audit services were received during the period (2020: £nil).

3 Staff numbers and costs and directors emoluments

The company had no employees (other than directors) in either period.

The directors principally work for other group companies. Their emoluments, in both periods, have been borne by the group company where the majority of the director's time is expended.

4 Debtors

	31 December 2021 £000	26 December 2020 £000
Amounts owed from fellow group undertakings	4,506	4,506
	<u>4,506</u>	<u>4,506</u>

The amounts owed from fellow group undertakings is unsecured, interest free and repayable on demand.

Notes (continued)

5 Called up share capital

	31 December 2021 £000	26 December 2020 £000
<i>Allotted, issued, called up and fully paid</i>		
1,676,503 A preferred ordinary shares of 1p each	17	17
190,997 B preferred ordinary shares of 1p each	2	2
5,102,100 Ordinary shares of 1p each	51	51
	<u>70</u>	<u>70</u>

All the shares have equal voting rights and are entitled to participate equally in ordinary dividends. In the event of a winding up the A and B shares are entitled to preference over the ordinary shares in the repayment of share capital and premium but then participate equally.

6 Ultimate holding company and parent undertaking of a larger group of which the company is member

The company is a subsidiary undertaking of Walkers Snacks Limited. The ultimate parent company is PepsiCo, Inc. which is registered and 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., whose registered office is at 700 Anderson Hill Road, Purchase, New York 10577, United States of America.

The consolidated financial statements of this group are available to the public and may be obtained from their registered office as noted above.

No other group financial statements include the results of the company.

7 Accounting estimates and judgements

In preparing these financial statements in conformity with FRS 101, no significant judgements or estimates were required that may affect the reported amount of assets, liabilities, income or expense.