

Waters & Robson Holdings Limited

Directors' Report and Financial Statements

for the Year Ended 31 December 2021



WATERS & ROBSON HOLDINGS LIMITED

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WATERS & ROBSON HOLDINGS LIMITED

Company Information

Registered number: 04676030

Directors J Woods
I Cope
C Leal
CG Davis
C Junqueira

Registered office 1A Wimpole Street,
London,
W1G 0EA

Solicitor Eversheds LLP,
1 Wood Street,
London,
EC2V 7WS

Banker Citibank N.A.,
Citigroup Centre,
Canada Square,
Canary Wharf,
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E14 5LB

Auditor Ernst & Young,
Chartered Accountants,
EY Building,
Harcourt Centre,
Harcourt Street,
Dublin 2,
Ireland

WATERS & ROBSON HOLDINGS LIMITED

Directors' Report

Registered No. 04676030

The directors present their report and the financial statements for the year ended 31 December 2021.

Directors of the Company

The directors, who held office at any time during the financial year, were as follows:

J Woods

R Rutten (resigned 11 July 2021)

I Cope

C Leal (appointed 11 July 2021)

CG Davis

R Saboya (resigned 11 July 2021)

C Junqueira (appointed 6 October 2021)

Fair review of the business

Consistent with the underlying principal activity of the company the company maintained its investment holding and saw no decline in the overall value of the investment.

Principal activity

The Company's activities continue to be that of an intermediate investment holding company. The Company directly holds 100% of the ordinary share capital of Waters & Robson Limited, a company incorporated in the United Kingdom.

Future developments

It is anticipated that Waters & Robson Holdings Limited will continue as an investment holding company.

Strategic Report

The directors have taken advantage of the exemption in Companies Act 2006 (section 414b) from including a Strategic Report in the financial statements on the grounds that the Company is small.

Going concern

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 COVID-19 pandemic or Ukrainian conflict are not expected to have any material impact on the company's ability to continue as a going concern. Accordingly, we continue to adopt the going concern basis in preparing the annual report and accounts.

WATERS & ROBSON HOLDINGS LIMITED

Directors' Report (continued)

Principal Risks and Uncertainties

Financial risk

If the underlying investments decrease in value this could lead to impairments for the Company. The Directors keep an open line of communication with the management of the investee to assess the performance of each investment and to understand their plans to mitigate any negative impacts on their results.

Litigation

Litigation or legal proceedings could expose us to significant liabilities and damage our reputation. The Company evaluates any litigation, claims and legal proceedings to assess the likelihood of unfavourable outcomes and to estimate, if possible, the amount of potential losses and put in place procedures to mitigate such losses.

Laws and regulations

Changes in, or failure to comply with, the laws and regulations applicable to our business operations could increase our costs or reduce our net operating revenues. The Company will review any changes in laws and regulations that might impact the business to mitigate any such impacts.

COVID-19 pandemic statement

A novel strain of coronavirus ("COVID-19") was first identified in late calendar year 2019 and subsequently declared a pandemic by the World Health Organisation in March 2020.

The spread of the COVID-19 outbreak has caused severe disruptions in the global economy and financial markets and could potentially create widespread business continuity issues of an unknown magnitude and duration. The Company has conducted business as usual with some modifications to employee travel, employee work locations, among other modifications.

Given the assets, liabilities and current levels of operation it is not expected that COVID-19 will pose a material risk to the Company.

Ukraine conflict

On 8 March 2022, The Coca-Cola Company announced the suspension of its business in Russia as a result of the conflict in Ukraine. After making enquiries, the directors do not expect this suspension of business to have a material adverse impact on the Company's ability to continue as a going concern.

Political donations

No political contributions were made during the year 2021 or 2020.

Research and development

Due to the nature of the Company, the Company does not currently incur expenditure on research or development activities. Should the nature of the business change, the Company will disclose the nature of such in accordance with Companies Act requirements.

Events after the reporting period date

There were no significant events between the balance sheet date and the date of the signing of the financial statements affecting the Company which require disclosure.

Reappointment of auditor

The auditor, Ernst & Young, Chartered Accountants is deemed to be reappointed in accordance with section 485 of the Companies Act 2006 by virtue of an elective resolution of the members.

WATERS & ROBSON HOLDINGS LIMITED

Directors' Report (continued)

Disclosure of information to the auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

Small companies provision statement

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Approved by the Board on 17 May 2022 and signed on its behalf by:

DocuSigned by:

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I Cope
Director

WATERS & ROBSON HOLDINGS LIMITED

Directors' Responsibilities Statement


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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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.

Approved by the Board on 17 May 2022 and signed on its behalf by:

DocuSigned by:

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I Cope
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WATERS & ROBSON HOLDINGS LIMITED

Opinion

We have audited the financial statements of Waters & Robson Holdings Limited (the 'company') for the year ended 31 December 2021 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 14, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2021 and of its loss 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. 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.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WATERS & ROBSON HOLDINGS LIMITED (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; 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
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's 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 auditor's 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.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WATERS & ROBSON HOLDINGS LIMITED (continued)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 101 and the Companies Act 2006) and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its operations, including health and safety, employees, data protection and anti-bribery and corruption.
- We understood how the Company is complying with those frameworks by making enquiries of management to understand how the Company maintains and communicates its policies and procedures in these areas, and corroborated this by reviewing supporting documentation. We reviewed board minutes to identify non-compliance with laws and regulations, and we reviewed significant contracts and agreements impacting the company in the financial year.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved auditing journal entries identified by specific risk criteria.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

Louise Whyte (Senior statutory auditor)
for and on behalf of Ernst & Young, Statutory Auditor
Dublin
Date: 19 May 2022

WATERS & ROBSON HOLDINGS LIMITED

Statement of Comprehensive Income for the Year Ended 31 December 2021

	Note	2021 £	2020 £
Administrative expenses		<u>(28)</u>	<u>-</u>
Operating (loss)/profit	4	(28)	-
Interest receivable	7	<u>-</u>	<u>2</u>
(Loss)/profit before tax		(28)	2
Tax on (loss)/profit	8	<u>-</u>	<u>-</u>
(Loss)/profit for the year		<u><u>(28)</u></u>	<u><u>2</u></u>

There were no items of other comprehensive income in 2021 or 2020.

Results in 2021 and 2020 are derived from continuing operations.

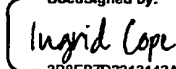
WATERS & ROBSON HOLDINGS LIMITED

Statement of Financial Position as at 31 December 2021

	Note	31 December 2021 £	31 December 2020 £
Fixed assets			
Investments	10	2,105,773	2,105,773
Current assets			
Debtors	9	<u>4,347</u>	<u>4,375</u>
Net assets		<u>2,110,120</u>	<u>2,110,148</u>
Capital and reserves			
Called-up share capital	11	5,773	5,773
Retained earnings		<u>2,104,347</u>	<u>2,104,375</u>
Shareholder's funds		<u>2,110,120</u>	<u>2,110,148</u>

The accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

Approved by the Board on 17 May 2022 and signed on its behalf by:

DocuSigned by:

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I Cope
Director

WATERS & ROBSON HOLDINGS LIMITED

Statement of Changes in Equity for the Year Ended 31 December 2021

	Called-up Share capital £	Retained earnings £	Total £
At 1 January 2020	5,773	2,104,373	2,110,146
Profit for the year	-	2	2
Other comprehensive income	-	-	-
At 31 December 2020	<u>5,773</u>	<u>2,104,375</u>	<u>2,110,148</u>

	Called-up Share capital £	Retained earnings £	Total £
At 1 January 2021	5,773	2,104,375	2,110,148
Loss for the year	-	(28)	(28)
Other comprehensive income	-	-	-
At 31 December 2021	<u>5,773</u>	<u>2,104,347</u>	<u>2,110,120</u>

WATERS & ROBSON HOLDINGS LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2021

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Waters & Robson Holdings Limited (the 'Company') for the year ended 31 December 2021 were authorised for issue by the board of directors on 17 May 2022 and the statement of financial position was signed on the board's behalf by Ingrid Cope. Waters & Robson Holdings Limited is a private limited company limited by shares, incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). The financial statements are prepared under the historical cost convention.

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2021. The financial statements are prepared in pounds sterling and are rounded to the nearest pound.

The Company claims the exemption from preparing group financial statements under section 401 of the Companies Act 2006 as it is included in the group financial statements of The Coca Cola Company, incorporated in Delaware, USA. Therefore these financial statements present information about the Company as an individual undertaking and not as a group.

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 COVID-19 pandemic or Ukrainian conflict are not expected to have any material impact on the company's ability to continue as a going concern. Accordingly, we continue to adopt the going concern basis in preparing the annual report and accounts.

WATERS & ROBSON HOLDINGS LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies

Basis of preparation

As noted in Note 1, these financial statements were prepared in accordance with FRS 101.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 'Financial Instruments': Disclosures;
- (b) the requirements of paragraphs 91-99 of IFRS 13 'Fair Value Measurement';
- (c) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect paragraph 79(a)(iv) of IAS 1;
- (d) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 'Presentation of Financial Statements';
- (e) the requirements of IAS 7 'Statement of Cash Flows';
- (f) the requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors';
- (h) the requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.

These exemptions that the Company has availed of are disclosed in the consolidated financial statements of the ultimate parent company, The Coca-Cola Company.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2021 have had a material effect on the financial statements.

Tax

The tax expense for the period comprises current tax. Tax is recognised in the profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates taxable income.

WATERS & ROBSON HOLDINGS LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

2 Accounting policies (continued)

Investments

Investments in subsidiaries are held at historical cost less any applicable provision for impairment.

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. An asset's recoverable amount is the higher of an asset's or cash generating unit's fair value less cost to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses on are recognised in the statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

Trade and other debtors

Trade debtors are recognised and carried at the lower of their original invoiced value and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. The Company applies IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade debtors. To measure the expected credit losses, trade debtors have been grouped based on shared credit risk characteristics and the days past due, leveraging inflation rates for the purposes of determining expected future losses. The carrying amount of the assets is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of comprehensive income within "Administrative expenses". When a trade receivable is unrecoverable, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against the same account in the statement of comprehensive income.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in the notes to the financial statements where applicable. There are no such significant judgements or estimates in the current year or prior year.

4 Operating (loss)/profit

The audit fee of £3,224 (2020: £3,224) is borne by another group entity and not recharged to the Company. The amounts paid pertain to the statutory audit only. There were no other non-audit services provided by the statutory auditor in the current or prior period.

5 Staff costs

The Company has no employees in the current or prior year.

WATERS & ROBSON HOLDINGS LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

6 Directors' remuneration

The directors' remuneration for the financial year was as follows:

	2021 £	2020 £
Aggregate amount of remuneration paid to directors in respect of qualifying services	<u>12,063</u>	<u>9,545</u>

7 Interest receivable

	2021 £	2020 £
Interest income	<u>-</u>	<u>2</u>

8 Tax on (loss)/profit

Tax in the statement of comprehensive income is £nil (2020: £nil).

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK of 19% (2020: 19%).

The differences are reconciled below:

	2021 £	2020 £
(Loss)/profit before tax	<u>(28)</u>	<u>2</u>
Corporation tax at standard rate	(5)	-
Group relief surrendered for no payment	<u>5</u>	<u>-</u>
Total tax on (loss)/profit	<u>-</u>	<u>-</u>

9 Debtors

	31 December 2021 £	31 December 2020 £
Amounts owed by group undertakings	<u>4,347</u>	<u>4,375</u>

Amounts owed by group undertakings represent receivables from wholly owned subsidiaries of The Coca-Cola Company and are repayable on demand and bear interest at market rates.

WATERS & ROBSON HOLDINGS LIMITED

Notes to the Financial Statements for the Year Ended 31 December 2021 (continued)

10 Investments

Subsidiaries

£

Investments at cost

At 1 January 2020 and 2021

2,105,773

At 31 December 2020 and 2021

2,105,773

Details of subsidiary holdings as at 31 December 2021 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2021	2020
Waters & Robson Limited	Mineral Water Manufacturer	United Kingdom	100%	100%

11 Called-up share capital

Allotted, called up and fully paid shares

	31 December 2021		31 December 2020	
	No.	£	No.	£
Ordinary shares of £1 each	<u>5,773</u>	<u>5,773</u>	<u>5,773</u>	<u>5,773</u>

12 Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries.

13 Parent undertaking and controlling parties

The immediate parent company is European Refreshments Unlimited Company, an unlimited company registered in Ireland.

WATERS & ROBSON HOLDINGS LIMITED

Notes to the Financial Statements

for the Year Ended 31 December 2021 (continued)

13 Parent undertaking and controlling parties (continued)

The parent undertaking of the smallest and largest group of undertakings for which group financial statements are drawn up and of which the Company is a member and the ultimate controlling party, is The Coca-Cola Company. Copies of the group financial statements are available to the public from The Coca-Cola Company, PO Box 1734, Atlanta, Georgia 30301, United States of America.

14 Events after the end of the reporting period

There were no significant events between the Balance Sheet date and the date of signing of the financial statements, which would require adjustment to or disclosure in the financial statements.