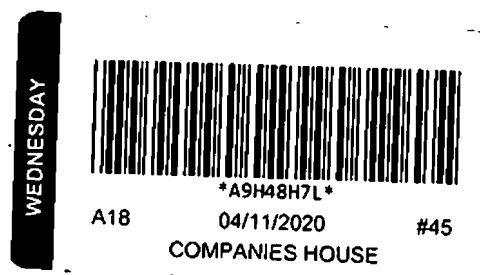


Nicoventures Retail (UK) Limited

Registered Number 10235033

Annual report and financial statements

For the year ended 31 December 2019



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Strategic report

The Directors present their strategic report on Nicoventures Retail (UK) Limited ("the Company") for the year ended 31 December 2019.

Principal activities

The principal activity of the Company is the sale of electronic cigarettes and associated products in the United Kingdom on behalf of British American Tobacco PLC group of companies (the "Group").

Review of the year ended 31 December 2019

The loss for the financial year attributable to Nicoventures Retail (UK) Limited shareholders after deduction of all charges amounted to **£16,769,630** (2018: loss £5,328,101).

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

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 their 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 the ability to continue as a going concern for at least a year from the date of approval of the financial statements. In forming this assessment, the Directors have considered the possible impact that COVID-19 may have on the Company.

We are closely monitoring the ongoing outbreak of COVID-19, and how it will affect our operations via the Crisis Committee meetings. Although the full scale of the disruption is still evolving, we have not seen any immediate impacts to the Company's ability to continue its trading activities.

The Directors acknowledge that it is challenging to predict the full impact this may have on the Company but are satisfied that the Company will continue to be able to meet its ongoing liabilities as and when they fall due in reasonably foreseeable circumstances.

Considering the Company's financial position as at 31 December 2019, British-American Tobacco (Holdings) Limited ('the Supporting Company') intends to provide continuing financial support to the Company for the purposes of its business operations for a period of at least 12 months from the date of approval of these financial statements. The Supporting Company has indicated that it will not seek repayment of amounts currently made available. Given this and after reviewing the Company's forecasts and projections and those of the Supporting Company for the 12 months from approval of these financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

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 British American Tobacco p.l.c.'s 2019 Annual Report and Form 20-F ("BAT Annual Report") 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 BAT Annual Report and do not form part of this report.

Strategic report (Continued)

UK Companies Act: Section 172(1) Statement

The Company is part of the British American Tobacco Group and is ultimately owned by British American Tobacco p.l.c. As set out in the Company's Strategic Report above, the Company's principal activity is the sale of electronic cigarettes and associated products on behalf of British American Tobacco p.l.c. group.

Under section 172(1) of the UK Companies Act and as part of the Directors' duty to the Company's shareholders to act as they consider most likely to promote the success of the Company, the Directors must have regard for likely long-term consequences of decisions and the desirability of maintaining a reputation for high standards of business conduct. The Directors must also have regard for business relationships with the Company's wider stakeholders, and the impact of the Company's operations on the environment and communities in which it operates. Consideration of these factors and other relevant matters is embedded into all Board decision making and risk assessment throughout the year.

The Company's key stakeholders are direct and indirect suppliers to the Company (including product materials suppliers and goods and services suppliers), customers of the Company (including distributors, wholesalers and retailers), the shareholder of the Company, employees (the Company has around 381 employees with the majority based in the UK), government, customs, revenue and tax authorities, and wider society in the country in which the Company operates. Consumers of the Group's electronic cigarettes and associated products are also key stakeholders of the Company.

Primary ways in which the Company engages directly or indirectly, as part of the Group, with its key stakeholders are summarised at pages 26 to 27 of the BAT Annual Report. Where the Directors do not engage directly with the Company's stakeholders, they are kept updated on stakeholder perspectives, including through the use of management reporting, and board notes relating to matters presented to the Board during the year which set out stakeholder considerations as applicable to matters under consideration. This enables the Directors to maintain an effective understanding of what matters to those stakeholders and to draw on these perspectives in Board decision-making.

The primary engagement channels for Group company employees based in the UK (including the Company's employees) include, employee meetings, the 'Your Voice' employee survey and webcasts. The Group's 'Speak Up' channels are also available to all Company employees (as set out on page 32 of the BAT Annual Report).

In accordance with the Group's overall governance and internal controls framework and in support of the Company's purpose as part of the Group, the Company applies and the Directors have due regard to all applicable Group policies and procedures, including the Group Statement of Delegated Authorities ("Group SoDA"), and the Group Standards of Business Conduct, International Marketing Principles, Health and Safety Policy, and Environmental Policy as set out at pages 28 to 32 of the BAT Annual Report. As a Group company, the Company acts in accordance with the Group's policies in relation the safeguarding of human rights and community relationships, which are set out at pages 30 to 31 of the BAT Annual Report.

Where authority for decision-making is delegated to management under the Group SoDA, the Group SoDA mandates regard for the likely long-term consequences of decisions, the imperative of maintaining high standards of business conduct, employees' interests, business relationships with wider stakeholders, the impact of business operations on the environment and communities, and other relevant factors. The Group SoDA is part of the Group's governance and internal controls framework through which good corporate governance, risk management and internal control is promoted within the Group and does not derogate from any requirement for Board review, oversight or approval in relation to the Company's activities.

The Directors receive training in relation to their role and duties as a director on a periodic basis and all newly appointed Directors receive training in respect of their role and duties on appointment. Director training is provided through the Company Secretary. Focus areas for Directors' training during 2019 included a recap on directors' duties under Section 172 of the UK Companies Act.

Nicoventures Retail (UK) Limited

The principal decision made by the Directors during the year included review and approval of a dividend payment to the Company's shareholder as set out in the Directors' Report below. The Board considered, amongst other relevant factors, the Company's capital position, the amount of its distributable reserves, its cash position, the Company's actual and contingent liabilities and its ability to pay its debts as they fell due.

By Order of the Board



Mr. P. McCormack
Assistant Secretary

28 October 2020

Directors' Report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2019.

The Directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease their 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 the ability to continue as a going concern for at least a year from the date of approval of the financial statements. In forming this assessment, the Directors have considered the possible impact that COVID-19 may have on the Company.

The Directors are closely monitoring the ongoing outbreak of COVID-19, and how it will affect the Company operations via a series of Crisis Committee Meetings. Although the full scale of the disruption is still evolving, the Directors have not seen any immediate impacts to the Company's ability to continue its trading activities.

The Directors acknowledge that it is challenging to predict the full impact this may have on the Company but are satisfied that the Company will continue to be able to meet its ongoing liabilities as and when they fall due in reasonably foreseeable circumstances.

Dividends

The Directors do not recommend the payment of a dividend for the year (2018: £nil).

Board of Directors

The names of the persons who served as Directors of the Company during the period from 1 January 2019 to the date of signing this report are as follows:

	Date appointed	Date resigned
Nigel Graeme Hardy	27 June 2018	31 December 2019
William Richard Darvell Hill	27 June 2018	30 August 2019
Alexander Kolpakov	27 June 2018	22 August 2019
Gemma Bridget Webb	27 June 2018	17 April 2020
Joana Garsvaite	22 August 2019	
Nathan Michael Jones	30 August 2019	
Carl Fredrik Saman Svensson	1 February 2020	

Financial risk management

The Company is exposed to credit risk due to sales to debtors. To minimise exposure, credit limits are set up for each customer and management monitors the level of outstanding debt on an on-going basis.

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2018: £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.

Directors' Report (continued)

Employees

The average number of employees employed by the Company during the year was **381** (2018: 340).

The Company has employment policies which are committed to providing a work environment that is free from harassment, bullying and discrimination – these policies are available to all staff on the Company's intranet. There is no discrimination against people with disabilities who apply to join the Company and anyone within the Company with disability is awarded the same opportunities for promotion, training and career development as other staff. We aim to establish and maintain a safe working environment for all staff, including those with disabilities.

UK Companies Act 2006: Employee engagement statement

The Company's Section 172(1) statement set out in the Strategic Report at page 2 summarises the primary engagement channels for Group company employees based in the UK (including the Company's employees), the Directors' approach to engaging with the Company's employees, and how the Directors have regard to their interests when making decisions

During the year, the Directors engaged directly with employees, including through webcasts or virtual presentations, to discuss Group strategy, performance and other topics such as Group diversity and inclusion. Examples during the year include participation in the Group's global webcast campaign #BalanceForBetter on International Women's Day and the Group's annual event for 'B United', the Group's LGBT+ network. During the year, the Directors also reviewed several updates on Group workforce engagement (including with employees of the Company), covering feedback from engagement channels including insights from the "Your Voice" employee engagement survey.

Further information regarding methods of engagement with Group company employees based in the UK (including the Company's employees) is provided on pages 26 to 27, 41 to 42 and 72 of the BAT Annual Report.

Research and development

No research and development expenditure has been incurred during the year (2018: £nil).

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

Directors' Report (continued)

- 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.

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

UK Companies Act 2006: Stakeholder engagement statement

The Company's Section 172(1) statement set out in the Strategic Report at page 3 summarises how the Directors have regard to the need to foster business relationships with customers, suppliers and other external stakeholders when making decisions on behalf of the Company

Further information regarding stakeholder engagement on behalf of the Company at Group level is provided on pages 26 to 27 of the BAT Annual Report.

By Order of the Board



Mr. P. McCormack
Assistant Secretary

28 October 2020

Independent Auditor's Report to the members of Nicoventures Retail (UK) Limited

Opinion

We have audited the financial statements of Nicoventures Retail (UK) Limited ("the company") for the year ended 31 December 2019 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 2019 and of its loss 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").

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 a year from the date of approval of the financial statements. 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. We have nothing to report in these respects.

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 absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

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.

Directors' responsibilities

As explained more fully in their statement set out on pages 7 to 8, 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.

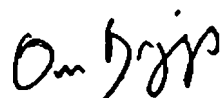
Auditor's responsibilities

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.



Oliver Briggs (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London, E14 5GL
28 October 2020

Profit and loss account for the year ended 31 December

	Note	2019 £'000	2018 £'000
Turnover	2	20,575	22,332
Cost of sales		(12,008)	(12,358)
Gross profit		8,567	9,974
Other operating expenses	3	(25,337)	(15,302)
Loss before taxation		(16,770)	(5,328)
Taxation	4	-	-
Loss for the financial year		(16,770)	(5,328)

Statement of other comprehensive income for the year ended 31 December

	2019 £'000	2018 £'000
Loss for the financial year	(16,770)	(5,328)
Cash flow hedge - reclassified to profit or loss account	42	-
Effective portion of changes in fair value of cashflow hedges	(391)	-
Total Comprehensive loss for the year	(17,119)	(5,328)

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

Statement of changes in equity for the year ended 31 December

	Called up share capital £'000	Profit and loss account £'000	Cash flow hedge reserve £'000	Total Equity £'000
1 January 2018	15,000	(1,644)	-	13,356
Loss for the financial year	-	(5,328)	-	(5,328)
31 December 2018	15,000	(6,972)	-	8,028
Loss for the financial year	-	(16,770)	-	(16,770)
Items that are or may be subsequently reclassified to profit or loss:				
Effective portion of cash flow hedges reclassified to profit or loss account	-	-	42	42
Effective portion of changes in fair value of cash flow hedges	-	-	(391)	(391)
31 December 2019	15,000	(23,742)	(349)	(9,091)

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

Balance Sheet

	Note	2019 £'000	2018 £'000
Fixed assets			
Intangible assets	5	1,630	7,287
Tangible assets	6	6,490	1,088
		8,120	8,375
Current assets			
Stocks	7	3,187	3,363
Debtors: amounts falling due within one year	8	1,494	4,277
Financial Instruments	10	21	-
Cash at bank and in hand		468	1,652
		5,170	9,292
Current liabilities			
Creditors: amounts falling due within one year	9	(17,340)	(9,639)
Financial Instruments	10	(412)	-
Loan & Borrowings	11	(1,510)	-
		(19,262)	(9,639)
Net current liabilities		(14,092)	(347)
Loan & Borrowings	11	(3,119)	-
Non-Current Liabilities		(3,119)	-
Net (liabilities)/assets		(9,091)	8,028
Capital and reserves			
Called up share capital	12	15,000	15,000
Cash flow hedge reserve		(349)	-
Profit and loss account		(23,742)	(6,972)
Total shareholders' funds		(9,091)	8,028

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

The financial statements on pages 11 to 26 were approved by the Directors on 28 October 2020 and signed on behalf of the Board.



Joana Garsvaite
Director

Registered number
10235033

Notes to the financial statements

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 Directors have at the time of approving these financial statements a reasonable expectation that the Company has adequate resources to continue in operational existence for 12 months following the signing of these accounts.

With effect from 1 January 2018, the Company has adopted IFRS 15 *Revenue from Contracts with Customers* and IFRS 9 *Financial Instruments*. The adoption of IFRS 15 and IFRS 9 had no material effect on the accounts

With effect from 1 January 2019, the Company has applied IFRS 16 *Leases* to contractual arrangements which are, or contain, leases of assets, and consequently recognises right-of-use assets and lease liabilities.

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.

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 judgment 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.

Exemptions under FRS 101

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

- Cash Flow Statement and related notes;
- The effects of new but not yet effective IFRSs;

Notes to the financial statements

1. Accounting policies (continued)

- IFRS 2 *Share Based Payments* in respect of group settled share-based payments
- Disclosures of transactions with other subsidiary undertakings of the British American Tobacco plc. Group;
- Disclosures in respect of the Capital Management.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

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. All exchange differences are taken to the profit and loss account under other operating expenses in the year.

Turnover

Turnover principally comprises sales of electronic cigarettes and associated products in the United Kingdom, Republic of Ireland and the Channel Islands. Turnover excludes VAT and is after deducting rebates, returns and other similar discounts and payments to direct and indirect customers. Turnover is recognised when control of the goods is transferred to a customer; this is usually evidenced by a transfer of the significant risks and rewards of ownership upon delivery to the customer, which in terms of timing is not materially different to the date of shipping.

From 1 January 2018, as permitted by IFRS 9, a provisions matrix for lifetime expected losses is used for receivables balances arising from the recognition of revenue. Prior to this, allowances were made for bad and doubtful debts, as appropriate.

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.

Notes to the financial statements

1. Accounting policies (continued)

Other operating expenses

Operating expenses are recorded in period they relate to and are generated in the normal business operations of the Company.

Stock

Stock is valued at the lower of cost and net realisable value. Cost is based on weighted average cost incurred in acquiring inventories and bringing them to their existing location and condition, which will include raw materials, direct labour and overheads, where appropriate. Net realisable value is the estimated selling price less cost to completion and sale. Provisions are made for slow moving or obsolete items.

Going Concern

Considering the Company's financial position as at 31 December 2019, British-American Tobacco (Holdings) Limited ('the Supporting Company') intends to provide continuing financial support to the Company for the purposes of its business operations for a period of at least 12 months from the date of approval of these financial statements. The Supporting Company has indicated that it will not seek repayment of amounts currently made available. Given this and after reviewing the Company's forecasts and projections and those of the Supporting Company for the 12 months from approval of these financial statements, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Tangible assets

Tangible assets are stated at cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated on a straight-line basis to write off the cost of tangible assets over their useful lives. Depreciation is charged pro rata based on the month of acquisition and disposal.

The estimated useful lives are as follows:

	Years
Fixtures & Fittings	3
Computer Equipment	3
Leasehold Property	3

Provisions

Provisions are recognised when either a legal or constructive obligation as a result of a past event exists at the balance sheet date, it is probable that an outflow of economic resources will be required to settle the obligation and a reasonable estimate can be made of the amount of the obligation.

Retirement benefits

The Company operates and participates in both defined benefit and defined contribution schemes. The cost and liabilities of the defined benefit schemes are accounted for by the principal employer of the arrangement, and the Company recognises its contributions to the costs of these schemes as an expense when they fall due. Some benefits are provided through defined contribution schemes and payments to these are charged as an expense as they fall due. Amounts recorded in the year related to retirement benefits are not material.

Notes to the financial statements

1. Accounting policies (continued)

Financial instruments

The Company's business model for managing financial assets is in accordance with the principles set out in the BAT Group Treasury Manual which notes that the primary objective with regard to the management of cash and investments is to protect against the loss of principal. The majority of financial assets are held in order to collect contractual cash flows (typically loans and other receivables).

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 instruments are initially recognised at fair value plus directly attributable transaction costs where applicable, with subsequent measurement as set out below. The Company's financial assets are held in order to collect contractual cash flows and are subsequently carried at amortised cost. Non-derivative financial liabilities, including creditors, are subsequently carried at amortised cost using the effective interest method. Derivative financial assets and liabilities are initially recognised, and subsequently measured, at fair value, which includes accrued interest receivable and payable where relevant. Changes in their fair values are recognised in profit and loss.

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.

Leased assets

With effect from 1 January 2019, the Company has applied IFRS 16 Leases to contractual arrangements which are, or contain, leases of assets, and consequently recognises right-of-use assets and lease liabilities at the commencement of the leasing arrangement, with the assets included as part of note 6 Tangible assets and the liabilities included as part of note 11 Borrowings.

In adopting IFRS 16, the Company has applied the modified retrospective approach with no restatement of prior periods, as permitted by the Standard. The impact on the Company of implementing the new Standard is shown in Note 15 Adoption of new accounting standards effective 1 January 2019.

The Company has taken advantage of certain practical expedients available under the Standard, including "grandfathering" previously recognised lease arrangements such that contracts were not reassessed at the implementation date as to whether they were, or contained, a lease, and leases previously classified as finance leases under IAS 17 remained capitalised on the adoption of IFRS 16. In addition, as part of the implementation, the Company has applied a single discount rate to portfolios of leases with reasonably similar characteristics, has assessed whether individual leases are onerous prior to applying the Standard, has applied hindsight in determining the lease term if the contract contains options to extend or terminate the lease, and has not apply the capitalisation requirements of the Standard to leases for which the lease term ends within 12 months of the date of initial application.

For leasing arrangements entered into after 1 January 2019, the Company has also adopted several practical expedients available under the Standard including not applying the requirements of IFRS 16 to leases of intangible assets, applying the portfolio approach where appropriate to do so, not applying the recognition and measurement requirements of IFRS 16 to short-term leases (leases of less than 12 months maximum duration) and to leases of low-value assets. Except for property-related leases, non-lease components will not be separated from lease components. The Company will continue to report

Notes to the financial statements

1. Accounting policies (continued)

Leased assets (Continued)

recognised assets and liabilities under leases within property, plant and equipment and borrowings respectively rather than show these as separate line items on the face of the balance sheet.

Lease liabilities are initially recognised at an amount equal to the present value of estimated contractual lease payments at the inception of the lease, after taking into account any options to extend the term of the lease. Lease commitments are discounted to present value using the interest rate implicit in the lease if this can be readily determined, or the applicable incremental rate of borrowing, as appropriate. Right-of-use lease assets are initially recognised at an amount equal to the lease liability, adjusted for initial direct costs in relation to the assets, then depreciated over the shorter of the lease term and their estimated useful lives.

Prior to 1 January 2019, the company applied IAS 17 Leases. Under IAS 17, leases which were not classified as finance leases were classified as operating leases and such arrangements were not capitalised. Rental payments under operating leases were charged to operating profit on a straight-line basis over the lease term.

Goodwill on acquisitions

Goodwill on acquisition of business assets represents the excess of the consideration transferred over the fair value of the net identifiable assets acquired.

Goodwill is recognised separately as intangible assets and carried at cost less accumulated impairment losses.

Acquired trademarks and licences

Trademarks and licences acquired are initially recognised at cost and are subsequently carried at cost less accumulated amortisation and accumulated impairment losses. These costs are amortised to profit or loss using the straight-line method over 3 to 5 years, which is the shorter of their estimated useful lives and periods of contractual rights. VIP trademark is amortised over 5 years and Vapestick is amortised over 3 years. As explained in note 5, in 2019 the assets were fully impaired.

Impairment of financial and non-financial assets

Financial assets are reviewed at each balance sheet date, or whenever event indicate that the carrying amount may not be recoverable. With effect from 1 January 2018, loss allowances for expected credit losses on financial assets which are held at amortised cost are recognised on the initial recognition of the underlying asset. As permitted by IFRS 9, the loss allowance on trade receivables arising from the recognition of revenue under IFRS 15 are initially measured at an amount equal to lifetime expected losses. Allowances in respect of loans and other receivables (debtors) are initially recognised at an amount equal to 12-month expected credit losses. Where the credit risk on the receivables has increased significantly since initial recognition, allowances are measured at an amount equal to the lifetime expected credit loss.

Prior to 1 January 2018, financial assets were reviewed for impairment at each balance sheet date, or whenever events indicated that the carrying amount might not be recoverable.

Impairment of non-financial assets

Assets are reviewed for impairment whenever events indicate that the carrying amount of an asset may not be recoverable. In addition, assets that have indefinite useful lives are tested annually for impairment. An impairment loss is recognised to the extent that the carrying value exceeds the higher of the asset's fair value less costs to sell and its value in use.

Notes to the financial statements

2. Turnover

Turnover principally comprises the sale of electronic cigarettes and associated products in the United Kingdom, Republic of Ireland and the Channel Islands.

3. Other operating expenses

	2019 £'000	2018 £'000
Other operating expenses comprise:		
Staff costs	8,270	6,954
Depreciation of tangible fixed assets	1,949	506
Amortisation of intangible fixed assets	1,606	1,750
Impairment of intangible fixed assets	4,051	-
Auditor's remuneration	60	32
Rent and rates	2,193	3,720
Loss on disposal of assets	1,311	-
Asset write off	102	-
Repairs & maintenance	743	185
Travel	349	307
Provision for bad debts	571	12
Legal	1,190	21
IT	1,047	514
Other operating charges	1,895	1,301
	25,337	15,302
	2019 £'000	2018 £'000
Staff costs:		
Wages and salaries	7,641	6,454
Social security costs	535	451
Other pension costs	94	49
	8,270	6,954

The average monthly number of persons (including Directors) employed by the Company during the year was **381** (2018: 340).

	2019 Number	2018 Number
By activity:		
Administration	74	72
Selling and distribution	307	268
	381	340

Notes to the financial statements

4. Taxation

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. In the 11 March 2020 Budget, it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. This will have a consequential effect on the company's future tax charge.

The taxation charge for the year differs from the charge that would be expected based on the statutory 19% (2018: 19%) rate of corporation taxation in the UK. The major causes of this difference are listed below:

	2019 £'000	2018 £'000
Loss for the year	(16,770)	(5,328)
Total tax charge	-	-
Loss excluding taxation	(16,770)	(5,328)
Tax using the UK corporation tax rate of 19%	(3,186)	(1,012)
Non-deductible expenses	27	19
Temporary difference not recognised	245	32
Group relief surrendered for nil consideration	2,914	961
Tax charge for the period	-	-

The Company has gross timing difference relating to fixed assets of £269,195 (2018: £50,250), but a deferred tax asset is not recognised on the balance sheet due to it not being sufficiently probable that it will be utilised in the foreseeable future.

Notes to the financial statements

5. Intangible assets

	Goodwill £'000	Intellectual Property £'000	Total £'000
Cost			
Balance at 1 January 2018	1,630	8,720	10,350
Additions	-	-	-
Disposals	-	-	-
Balance at 31 December 2018	1,630	8,720	10,350
Balance at 1 January 2019	1,630	8,720	10,350
Additions	-	-	-
Disposals	-	-	-
Balance at 31 December 2019	1,630	8,720	10,350
Accumulated Amortisation			
Balance at 1 January 2018	-	(1,313)	(1,313)
Charge for the year	-	(1,750)	(1,750)
Balance at 31 December 2018	-	(3,063)	(3,063)
1 January 2019	-	(3,063)	(3,063)
Charge for the year	-	(1,606)	(1,606)
Impairment charge	-	(4,051)	(4,051)
31 December 2019	-	(8,720)	(8,720)
Net book value			
1 January 2018	1,630	7,407	9,037
31 December 2018	1,630	5,657	7,287
31 December 2019	1,630	-	1,630

In 2019, the Group announced that it was simplifying its New Category product portfolio, with vapour products to be branded VUSE, modern oral products to be branded VELO and tobacco heating products continuing to be branded glo. As a result, the Directors of the Company have reviewed the carrying values of goodwill and intellectual property acquired from Must Have Limited in 2017 and have concluded that the intellectual property will no longer generate future economic benefits and hence the assets have been fully impaired.

Notes to the financial statements

6. Tangible assets

Overview of tangible assets, including right-of use assets

	Leasehold property	Fixtures and Fittings	Computer Equipment	Total
Cost				
Balance at 1 January 2018	31	853	153	1,037
Additions	-	763	74	837
Disposals	-	(32)	-	(32)
Balance at 31 December 2018	31	1,584	227	1,842
Balance 1 January 2019	31	1,584	227	1,842
Adoption of IFRS16	4,614	-	-	4,614
Adjusted balance at 1 January 2019	4,645	1,584	227	6,456
Additions	2,959	2,688	32	5,679
Disposals	(31)	(1,435)	(128)	(1,594)
Asset write-off	-	(267)	(99)	(366)
Balance at 31 December 2019	7,573	2,570	32	10,175
Accumulated depreciation				
Balance at 1 January 2018	(11)	(236)	(23)	(270)
Depreciation charge for the year	(16)	(447)	(43)	(506)
Disposals	-	22	-	22
Balance at 31 December 2018	(27)	(661)	(66)	(754)
Balance at 1 January 2019	(27)	(661)	(66)	(754)
Adoption of IFRS16	(1,529)	-	-	(1,529)
Adjusted balance at 1 January 2019	(1,556)	(661)	(66)	(2,283)
Depreciation charge for the year	(1,418)	(520)	(11)	(1,949)
Disposals	30	238	15	283
Asset write-off	-	206	58	264
31 December 2019	(2,944)	(737)	(4)	(3,685)
Net book value				
1 January 2018	20	617	130	767
31 December 2018	4	923	161	1,088
31 December 2019	4,629	1,833	28	6,490

Right-of-use assets

The Company's right-of-use assets related to retail stores. Upon adoption of IFRS 16 Leases, £3,085,262 worth of right-of use assets have been capitalised as at 1 January 2019 at net book value. During 2019, further additions of £2,959,000 (net of reassessments, modifications and terminations) were made to the Company assets portfolio.

Notes to the financial statements

7. Stocks

	2019	2018
	£'000	£'000
Finished goods	3,187	3,363

Finished goods stock balance are shown net of a provision of **£239,000** (2018: £5,225). Write-offs taken to the other operating expenses in the income statement comprise **£508,595** (2018: £321,000)

8. Debtors: amounts falling due within one year

	2019	2018
	£'000	£'000
Trade debtors external	1223	2,259
Amounts owed by Group undertakings	193	818
Prepayments and other receivables	909	1,200
Expected credit loss allowance	(831)	-
Trade receivables – net of allowances	1,494	4,277

Amounts owed by Group undertakings are unsecured, non-interest bearing and repayable on demand. Within the expected credit loss allowance £260k has been recognised as a deduction to NTO with the balance recognised as other expenses.

9. Creditors: amounts falling due within one year

	2019	2018
	£'000	£'000
Trade creditors	289	610
Amounts owed to Group undertakings	15,422	8,326
Accruals and other payables	1,629	703
	17,340	9,639

Amounts due to Group undertakings are unsecured, interest free and have no fixed date of repayment.

10. Derivative financial instruments

	2019	2019	2018	2018
	Assets	Liabilities	Assets	Liabilities
	£000	£000	£000	£000
Cash flow hedges				
- Forward foreign currency contracts	21	412	-	-
Current	21	412	-	-
Non-current	-	-	-	-

The Company's operations expose it to currency risk arising from purchases denominated in currencies other than sterling. The exposure is hedged with forward foreign exchange contracts.

Notes to the financial statements

11. Borrowings

	2019 £'000	2018 £'000
Non-current Liabilities		
Lease Liabilities	3,119	-

Current Liabilities		
Lease Liabilities	1,510	-

Amount recognised in profit or loss:

	2019 £'000	2018 £'000
2019 – Lease under IFRS16		
Interest on lease liabilities	99	-
Expenses relating to short-term leases	540	-

2018 – Operating lease under IAS17

Lease expense	-	3,108
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	Nominal Interest rate	Year of maturity	Carrying amount £'000
Lease Liabilities	2.53%	2020 – 2024	4,629

Notes to the financial statements

11. Borrowings (continued)

Lease liabilities are repayable as follows:	Present Value of minimum lease payments
	£'000
Within one year	1,510
Between one and two years	1,096
Between two and three years	944
Between three and four years	761
Beyond four years	318
	<hr/> 4,629 <hr/>

12. Called up share capital

Ordinary shares at £1 each	2019 £'000	2018 £'000
Allotted, called up and fully paid		
- value	15,000	15,000
- number	15,000	15,000

The Company issued 15,000,000 ordinary shares of £1 each to a fellow Group undertaking during 2017.

13. 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.

14. Post Balance Sheet Events

On 25 September 2020, the Company entered into a Limited Risk Distribution agreement acting as a Limited Risk Distributor in United Kingdom with British American Tobacco UK Limited ("BATUK"), a subsidiary of British American Tobacco P.L.C. With effect from 1 January 2020, the Company shall be entitled to a margin of 4% of the net turnover of BATUK products.

The Directors have considered the potential impact of the Covid-19 pandemic on the Company's trading prospects and future cash flows. They have concluded that both the going concern basis of preparation of these financial statements is appropriate and that no adjustment is required to the statement of financial position as at 31 December 2019.

Notes to the financial statements

15. Adoption of new accounting standards effective 1 January 2019

With effect from 1 January 2019, the Company adopted IFRS 16 Leases with no revision of prior periods, as permitted by the Standard. In accordance with IFRS 16, the distinction between operating leases and finance leases is removed with the effect that virtually all leasing arrangements are brought on the balance sheet as financial obligations and "right-to-use asset".

As disclosed in note 1 the anticipated impact of IFRS 16 to the Company's balance sheet as at 1 January 2019 was the capitalisation of £3,085,262 right-to-use assets and financial liabilities of £3,085,262.

In 2019, as part of the implementation of IFRS 16, further commitments were identified and consequently the financial obligations and "right-to-use" assets increased. The impact of the new Standard to the Company's balance sheet at 1 January 2019, and a reconciliation to reported leasing commitments, is shown below

Minimum lease commitments	£000
Leasehold Property	
Within one year	1,293
Between one and five years	1,793
Beyond five years	-
	3,085
Total minimum lease commitments	3,085
Discounted to present value	-
To be capitalised as lease liabilities at 1 January 2019	3,085
Prepaid leases reclassified from receivables	-
To be capitalised as right-to-use assets at 1 January 2019	3,085

The weighted average incremental borrowing rate applied in discounting lease commitments was 3%.

16. 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 Nicoventures Holdings 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