022458/40

In accordance with Regulation 32 of the Overseas Companies Regulations 2009.

OS AA01

Statement of details of parent law and other information for an overseas company

Companies House

✓ **What this form is for**
You may use this form to accompany your accounts disclosed under parent law.

✗ **What this form is NOT for**
You cannot use this form to re an alteration of manner of co with accounting requirements

THURSDAY

A98FPFKZ
A08 02/07/2020 #237
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of overseas company ❶	NEWGLADE INTERNATIONAL UNLIMITED COMPANY
UK establishment number	B R 0 1 1 8 2 7

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

❶ This is the name of the company in its home state.

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and, if applicable, the legislation under which the accounts have been audited.

Legislation ❷: IRISH COMPANIES ACT 2014

❷ This means the relevant rules or legislation which regulates the preparation and, if applicable, the audit of accounts.

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted accounting principles?

Please tick the appropriate box.

☐ **No.** Go to **Section A3.**

☑ **Yes.** Please enter the name of the organisation or other body which issued those principles below, and then go to **Section A3.**

Name of organisation or body ❸: FINANCIAL REPORTING COUNCIL

❸ Please insert the name of the appropriate accounting organisation or body.

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box.

☑ **No.** Go to **Section A5.**

☐ **Yes.** Go to **Section A4.**

OS AA01

Statement of details of parent law and other information for an overseas company

A4 Audited accounts

Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box. ☐ **No.** Go to **Part 3 'Signature'**. ☐ **Yes.** Please enter the name of the organisation or other body which issued those standards below, and then go to **Part 3 'Signature'**.	❶ Please insert the name of the appropriate accounting organisation or body.
Name of organisation or body ❶		

A5 Unaudited accounts

Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box. ☑ **No.** ☐ **Yes.**

Part 3 Signature

	I am signing this form on behalf of the overseas company.
Signature	Signature X X
	This form may be signed by: Director, ~~Secretary, Permanent representative~~.

OS AA01

Statement of details of parent law and other information for an overseas company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: T M WILLIAMS

Company name: IMPERIAL TOBACCO LIMITED

Address: 121 WINTERSTOKE ROAD

Post town: BRISTOL

County/Region:

Postcode: B S 3 2 L L

Country: ENGLAND

DX:

Telephone: 0117 963 6636

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- ☐ You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.

Important information

Please note that all this information will appear on the public record.

Where to send

You may return this form to any Companies House address:

England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

022458/E40

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Financial Statements

For the year ended 30 September 2019

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

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NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Company Information

Directors	J M Downing T R W Tildesley T M Williams
Company Secretary	G P Bonnar
Registered Office	2 Grand Canal Square Dublin 2 DO2 A342 Ireland
Registered Number	319259
Solicitors	William Fry 2 Grand Canal Square Dublin 2 DO2 A342 Ireland

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Directors' Report

The Directors submit their Director's report and unaudited financial statements of Newglade International Unlimited Company (the Company) for the financial year ended 30 September 2019.

Review of the business
The principal activity of the Company is that of a dormant company. The Directors have no plans to recommence trading in the foreseeable future.

The Company is a wholly owned indirect subsidiary of Imperial Brands PLC, which is the ultimate parent company within the Group, and the Directors of the Group manage operations at a Group level. For this reason, the Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company.

In addition, the Directors of the Group manage the Group's risks at a Group level, rather than at an individual entity level. For this reason, the Company's Directors believe that a discussion of the Group's risks would not be appropriate for an understanding of the development, performance or position of the business of the Company. The principal risks and uncertainties of the Group, which include those of the Company, are discussed in the Group's Annual Report, which does not form part of this report.

Financial results
The results for the Company show a loss for the financial year of €nil thousand (2018: €1 thousand) and total equity as at 30 September 2019 of €1 thousand (2018: €1 thousand).

The Directors do not propose a final dividend (2018: nil). Interim dividends of €nil thousand per ordinary share have been paid during the year (2018: €304 thousand).

The aggregate dividends on the ordinary shares recognised as a charge to Statement of Changes in Equity during the year amounts to €nil thousand (2018: €304,228 thousand).

Future developments and going concern
In the year ended 30 September 2019 the Company is considerd to be dormant.

Employees
The Company does not have any employees.

Directors
The Directors of the Company who were in office during the year, and up to the date of signing the financial statements, are detailed below.

J M Downing
T R W Tildesley
T M Williams

Directors' interests in shares
The Directors and Secretary in office at 30 September 2019 had no interests in the shares of the Company or any Group company that are required by the Companies Act 2014 to be recorded in the Register of Interests or disclosed in the Directors' Report.

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Directors' Report

Statement of Directors' responsibilities
The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with Irish law.

Irish law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the Company's assets, liabilities and financial position as at the end of the financial year and of the profit or loss of the Company for the financial year. Under that law the Directors have prepared the financial statements in accordance with Generally Accepted Accounting Practice in Ireland (accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland, comprising Financial Reporting Standard 101 (FRS101) "Reduced Disclosure Framework" (FRS 101) and Irish law) .

Under Irish law, the Directors shall not approve the financial statements unless they are satisfied that they give a true and fair view of the Company's assets, liabilities and financial position as at the end of the financial year and the profit or loss of the Company for the financial year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with FRS 101 and identify the standards in question, subject to any material departures from those standards being disclosed and explained in the notes to the financial statements;
- 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:
- correctly record and explain the transactions of the Company;
- enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy; and
- enable the Directors to ensure that the financial statements comply with the Companies Act 2014 and enable those financial statements to be audited.

The Directors 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.

Accounting records
The measures taken by the Directors to ensure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records, are the employment of appropriately qualified accounting personnel and the maintenance of computerised accounting systems. The Company's accounting records are maintained at the Company's registered office at 2 Grand Canal Square, Dublin 2, DO2 A342, Ireland and at 121 Winterstoke Road, Bristol, BS3 2LL, United Kingdom.

On behalf of the Board

T R W Tildesley
Director
10 June 2020

T M Williams
Director
10 June 2020

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Income Statement

For the financial year ended 30 September

(In € thousand)	Note	**2019**	2018
Administrative (expenditure)		-	(1)
Operating (loss)		-	(1)
(Loss) before taxation		-	(1)
Tax		-	-
(Loss) for the financial year	3	-	(1)

The Company has no comprehensive income or expense other than that included above and, therefore, no separate Statement of Comprehensive Income has been prepared.

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Balance Sheet

At 30 September

(In € thousand)	Note	2019	2018
Current assets			
Debtors: amounts falling due within one year	6	**1**	1
Net assets		**1**	1
Equity			
Called up share capital presented as equity	7	**1**	1
Total equity		**1**	1

The notes on pages 7 to 11 are an integral part of these financial statements.

We, as directors of the company state that:

a) the company is availing itself of the audit exemption provided for by Chapter 16 of Part 6 of the Companies Act 2014;
b) the company is availing itself of the exemption on the grounds that the conditions specified in s.365(2) are satisfied;
c) we acknowledge the company's obligations under Companies Act 2014, to keep adequate accounting records and to prepare Financial Statements which give a true and fair view of the assets, liabilities and financial position of the company at the end of its financial year and of its profit or loss for such a year and to otherwise comply with the provisions of Companies Act 2014 relating to Financial Statements so far as they are applicable to the company; and
d) we hereby certify that we have relied on the specific exemption contained in s.365 Companies Act 2014 on the grounds that the company is entitled to the benefits of that exemption as a dormant company.

The financial statements on pages 4 to 11 were approved by the Board of Directors on 10 June 2020 and signed on its behalf by:

T R W Tildesley
Director

T M Williams
Director

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Statement of Changes in Equity

For the financial year ended 30 September

(In € thousand)	Called up share capital	Share premium account	Capital conversion reserve fund	Retained earnings	Total equity
At 1 October 2018	1	-	-	-	1
At 30 September 2019	1	-	-	-	1
At 1 October 2017	124	289,376	-	14,730	304,230
Loss for the year	-	-	-	(1)	(1)
Transactions recognised directly in equity					
Cancellation of own shares	(123)	(289,376)	289,499	-	-
Dividends paid	-	-	(289,499)	(14,729)	(304,228)
At 30 September 2018	1	-	-	-	1

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Notes to the Financial Statements

1. Authorisation of financial statements and statement of compliance with FRS101

The financial statements of the Company for the year ended 30 September 2019 were approved and authorised for issue by the board of directors on 10 June 2020, and were signed on the board's behalf by T R W Tildesley and T M Williams. Newglade International Unlimited Company is incorporated as an unlimited company in Ireland. The Company is resident in the United Kingdom.

These financial statements were prepared in accordance with Generally Accepted Accounting Practice in Ireland. The entity financial statements comply with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) as issued by the Financial Reporting Council of the UK and promulgated by the Institute of Chartered Accountants in Ireland and the Companies Act 2014.

The Company's financial statements are presented in euro and all values are rounded to the nearest thousand euro (€000) except when otherwise indicated.

The principal accounting policies adopted by the Company are set out in note 2.

2. Accounting policies

Basis of preparation of financial statements

The financial statements have been prepared in accordance with the Companies Act 2014 and Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101), as issued by the Financial Reporting Council of the UK and promulgated by the Institute of Chartered Accountants in Ireland.

Due to the Company being dormant during the year, the financial statements have been prepared on a basis other than going concern. As a result all assets are classified as current, and measured at their recoverable amount.

The financial statements have been prepared on the historical cost basis, except as described in the accounting policies on investments and financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for the assets.

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported assets and liabilities at the balance sheet date.

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Notes to the Financial Statements

2. Accounting policies (continued)

Basis of preparation of financial statements (continued)
As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available in the preparation of the financial statements, as detailed below:

- Paragraph 38 of IAS 1 'Presentation of financial statements' - comparative information requirements in respect of paragraph 79(a)(iv) of IAS 1.
- The following paragraphs of IAS 1 'Presentation of financial statements':
  - (i) 10(d) - statement of cash flows;
  - (ii) 16 - statement of compliance with all IFRS;
  - (iii) 38A - requirement for minimum of two primary statements, including cash flow statements;
  - (iv) 38B-D - additional comparative information;

Annual R (v) 111 - cash flow information; and
  - (vi) 134-136 - capital management disclosures;
- IAS 7 'Statement of cash flows';
- Paragraph 30 and 31 of IAS 8 'Accounting Policies, changes in accounting estimates and errors' - requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective;
- *Paragraph 17 of IAS 24 'Related party disclosures' - key management compensation; and*
- The requirements in IAS 24 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

New accounting standards and interpretations
No new accounting standards, or amendments to accounting standards, or IFRS IC interpretations that are effective for the year ended 30 September 2019, have had a material impact on the Company.

Foreign currency
Monetary assets and liabilities denominated in foreign currencies are translated into euro at the rates of exchange ruling at the balance sheet date.

Transactions in currencies other than euro are initially recorded at the exchange rate ruling at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at exchange rates ruling at the balance sheet date of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement with exchange differences arising on trading transactions being reported in operating profit, and those arising on financing transactions being reported in net finance costs.

Interest
Interest payable and receivable is recognised in the income statement in the period to which it relates.

Taxes
The tax expense for the year comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

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

Notes to the Financial Statements

2. Accounting policies (continued)

Taxes (continued)
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

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

Deferred tax is determined using 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 the deferred tax liability is settled. Deferred tax is measured on an non-discounted basis.
Annual Report

Dividends
Final dividends are recognised as a liability in the period in which the dividends are approved by shareholders, whereas interim dividends are recognised in the period in which the dividends are paid.

Financial Instruments
Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument. Financial assets are de-recognised when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership. Financial liabilities are de-recognised when the obligation is extinguished.

Non-derivative financial assets are classified as loans and receivables. Receivables are initially recognised at fair value and are subsequently stated at amortised cost using the effective interest method, subject to reduction for allowances for estimated irrecoverable amounts. A provision for impairment of receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of those receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, and is recognised in the income statement.

Non-derivative financial liabilities are classified as loans and payables. Payables are initially recognised at fair value and are subsequently stated at amortised cost using the effective interest method.

Critical accounting estimates and judgements
The Company makes estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the future, actual experience may deviate from these estimates and assumptions. There were no estimates or judgements in these financial statements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3. Operating (loss)

Operating (loss) is stated after charging €nil thousand (2018: €1 thousand) in respect of foreign exchange on the revaluation of amounts owed to group undertakings.

Auditors' fees of €nil (2018: €3,400) were met by Imperial Tobacco Limited, a wholly owned subsidiary of Imperial Brands PLC, the ultimate holding company.

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Notes to the Financial Statements

4. Directors emoluments and pensions

None of the Directors received any emoluments from the Company in respect of the year under review (2018: nil).

The emoluments of the Directors are paid by Imperial Tobacco Limited a wholly owned indirect subsidiary of Imperial Brands PLC, the ultimate holding company. The Directors' services to the Company and to a number of fellow subsidiaries are of a non-executive nature and their emoluments and retirement benefits are deemed to be wholly attributable to their services to Imperial Tobacco Limited and the ultimate holding company. Accordingly, no emoluments or retirement benefits are disclosed in these financial statements.

5. Dividends

(In € thousand)	2019	2018
Interim dividend paid 2019 of €nil thousand per share (2018:€304 thousand per share)	-	304,228
Total ordinary share dividend paid	-	304,228

The Directors do not propose a final dividend (2018: nil).

6. Debtors: amounts falling due within one year

(In € thousand)	2019	2018
Amounts owed by group undertakings - falling due within one year	1	1

Amounts owed by group undertakings falling due within one year comprise:

- €1 thousand (2018: €1 thousand) from Imperial Brands Finance PLC. The balance is unsecured, non-interest bearing and repayable on demand.

The fair value of the amounts due from group undertakings is considered to be their carrying value. The Company's debtors are all denominated in euros, and there is no provision for impairment against the Company's debtors.

NEWGLADE INTERNATIONAL UNLIMITED COMPANY

Notes to the Financial Statements

7. Called up share capital presented as equity

(In € thousand)	2019	2018
Authorised		
1,001 (2018: 1,001) ordinary shares of €1.25 each	-	-
Issued and fully paid - presented as equity		
1,001 (2018: 1,001) ordinary shares of €1.25 each	1	1

There is a single class of equity share. There are no restrictions on the distribution of dividends and the repayment of capital.

8. Ultimate holding company and ultimate controlling party

The Company regards Imperial Brands PLC, a company incorporated in the United Kingdom, as the ultimate holding company and ultimate controlling party. The immediate holding company is Imperial Tobacco Overseas Limited, a company incorporated in United Kingdom. Imperial Brands PLC is the holding company of the largest and smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member. Copies of the ultimate holding company's financial statements may be obtained from Imperial Brands PLC, 121 Winterstoke Road, Bristol BS3 2LL, England.

9. Related party transactions

The Company has taken advantage of the Group exemption under the terms of IAS 24 from disclosing related party transactions with entities that are wholly owned within the Group since the Company is a wholly owned subsidiary of Imperial Brands PLC and is included in the consolidated financial statements of the Group, which are publicly available.