#### **Cadbury Schweppes Overseas Limited**

Annual Report and Financial Statements for the year ended 31 December 2013



# CADBURY SCHWEPPES OVERSEAS LIMITED Annual report and financial statements for the year ended 31 December 2013

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# CADBURY SCHWEPPES OVERSEAS LIMITED Directors and Advisers for the year ended 31 December 2013

#### **Directors**

T E Jack

L A Cutler

C L M Jennings

M B Foye

(appointed 1<sup>st</sup> March 2013)

#### Secretary

**Cadbury Nominees Limited** 

#### **Registered office**

Cadbury House

Sanderson Road

Uxbridge

Middlesex

UB8 1DH

#### **Independent Auditors**

PricewaterhouseCoopers LLP

Cornwall Court

19 Cornwall Street

Birmingham

B3 2DT

# CADBURY SCHWEPPES OVERSEAS LIMITED Strategic Report for the year ended 31 December 2013

The Directors present their strategic report for Cadbury Schweppes Overseas Limited (the "Company") for the year ended 31 December 2013 (the "year").

#### Principal activities and business review

The principal activity of the Company is the holding of investments in overseas companies for the Mondelez International Inc. group of companies (the "Group").

The Company is party to a number of trademark licensing agreements under which it receives royalty turnover.

The inter-company royalty turnover for 2013 was £1,163,000 (2012: £nil) and external royalty turnover for 2013 was £34,000 (2012: £49,000).

The movements in investments held in the year are given in Note 10 to the financial statements. During the year, the Company was party to various intercompany capital transactions.

There have not been any significant changes in the Company's principal activities in the year under review. The directors are not aware, as at the date of this report, of any likely major changes in the Company's activities in the next year.

#### Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integral to the principal risks of the Group and are not managed separately. Further information can be found in the Annual Report of Mondelez International Inc., the Company's ultimate parent company.

#### Results and dividends

The profit on ordinary activities for the financial year, after taxation, was £108,151,000 (2012: £4,500,000) and at the year end the Company had net assets of £7,968,820,000 (2012: £8,009,743,000). During the year dividends of £167,982,000 (2012: £18,569,000) were paid to Chromium Assets Limited. The directors do not recommend any further payment of dividends.

By order of the Board,

24/9/ 2014

# CADBURY SCHWEPPES OVERSEAS LIMITED Directors Report for the year ended 31 December 2013

The Directors present their annual report, together with the audited financial statements of Cadbury Schweppes Overseas Limited (the "Company"), for the year ended 31 December 2013 (the "Year").

#### **Future prospects**

The Company will continue to develop its existing activities in accordance with the requirements of the Group.

#### **Key Performance Indicators**

The Directors believe that the Company's key performance indicators include those measures used to monitor adherence to the Group's treasury policies which address risk management for the Group. These measures and the risks which they mitigate include the forecast notional value of currency exposure to monitor currency risk. These and other measures are discussed in the financial risk management section below.

#### Going concern

On the basis of the current financial projections and facilities available to the Company, and with due regard to the Company's principal activities during 2013 and its position within the Mondelēz International Group (the "Group"), the Directors, after making enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they consider it appropriate to continue to adopt the going concern basis in preparing the annual report and financial statements.

#### Directors and their interests

The Directors who served throughout the year and to the date of the approval of these financial statements, except as noted, are as listed on page 1. None of the Directors had any interest in the share capital of the Company at year end.

#### Financial risk management

#### Market risk

The Company is exposed to market price risks in the form of currency risk and interest rate risk arising from its business. The Company manages these risks by matching the terms and conditions of its assets and liabilities

#### Credit risk

The Company has policies that limit the amount of credit exposure to any single financial institution. There were no significant concentrations of credit exposure at the year-end. All receivables during 2013 were with other members of the Mondelez International Inc. Group. The Directors therefore believe there is no credit risk arising from these receivables.

# CADBURY SCHWEPPES OVERSEAS LIMITED Directors Report for year ended 31 December 2013 (continued)

#### Statement of directors' responsibilities for the year ended 31 December 2013

The directors are responsible for preparing the Strategic report, Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the Company for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any
  material departures disclosed and explained in 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 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.

#### Disclosure of Information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that he/she ought to have taken as a director in order to
  make himself/ herself aware of any relevant audit information and to establish that the Company's
  auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

#### Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board,

**S**Jenninas

24/9/ 2014

### Independent Auditors report to the members of Cadbury Schweppes Overseas Limited

#### Report on financial statements

#### Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

#### What we have audited

The financial statements, which are prepared by Cadbury Schweppes Overseas Limited, comprise:

- the profit and loss account for the year ended 31 December 2013;
- the statement of total recognised gains and losses for the year then ended;
- the balance sheet as at 31 December 2013; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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

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

#### What an audit of financial statements involves

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

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

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

#### Opinion on other matter prescribed by the Companies Act 2006

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

## Independent Auditors report to the members of Cadbury Schweppes Overseas Limited (continued)

#### Other matters on which we are required to report by exception

#### Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

#### Directors' remuneration

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

#### Responsibilities for the financial statements and the audit

#### Our responsibilities and those of the directors

As explained more fully in the Statement of Directors Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

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

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Phil Harrold (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

Birmingham

24 Septembre

2014

## Profit and loss account for the year ended 31 December 2013

	Notes	2013 £'000	2012 £'000
Turnover	4	1,197	49
Administrative expenses	5	-	(172)
Other operating income		428	639
Operating profit		1,625	516
Profit on disposal of subsidiaries	6	94	4,501
Investment income	7	115,175	36,793
Impairment of investments	10	(8,569)	(37,394)
Profit on ordinary activities before interest and taxation		108,325	4,416
Interest receivable and similar income	8	804	999
Profit on ordinary activities before taxation		109,129	5,415
Tax on profit on ordinary activities	9	(978)	(915)
Profit for the financial year		108,151	4,500

All activity is derived from continuing operations throughout both years.

There is no material difference between the result as disclosed in the profit and loss account and the result on a historical cost basis in both years.

## Statement of total recognised gains and losses for the year ended 31 December 2013

	2013 £'000	2012 £'000
Profit for the financial year	108,151	4,500
Dividend in specie	-	209
Total recognised gains	108,151	4,709

#### **Balance Sheet** as at 31 December 2013

	Notes	2013 £'000	2012 £'000
Fixed assets			
Investments	10	7,917,586	7,907,245
Current assets			
Debtors	11	53,031	107,068
Current liabilities			
Creditors: amounts falling due within one year	12	(1,797)	(4,570)
Net current assets		51,234	102,498
Net assets		7,968,820	8,009,743
Capital and reserves			
Called up share capital	13	62,957	62,956
Share premium account	14	3,339,345	3,320,438
Profit and loss account	14	4,566,518	4,626,349
Total shareholders' funds	15	7,968,820	8,009,743

signed on its behalf by:

C M Jennings

Director, Cadbury Schweppes Overseas Limited

2014

Registered number 00062539

## Notes to the Financial Statements For the year ended 31 December 2013

#### 1 Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the year and prior year.

#### a) Accounting convention

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

#### b) Turnover

Turnover represents the invoiced value of royalties.

#### c) Financial instruments

#### Recognition

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instruments on a trade date basis.

#### Loans and receivables

Loans and receivables are measured at cost with the interest recognised in the profit and loss.

#### d) Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the actual rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are translated at the market rates at the balance sheet date. Transaction differences arising from exchange rate variations on trading transactions are included within operating profits.

#### e) Taxation

The tax charge for the year includes the charge for tax currently payable and movements on deferred taxation. The current tax charge represents the estimated amount due that arises from the operations of the Company in the financial year, after making adjustments to estimates in respect of prior years.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions 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 regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which the timing differences are expected to reverse, based on tax rates and laws that have been substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### f) Investments

Fixed asset investments are shown at cost less any impairment. On the sale of a fixed asset investment the profit or loss on sales is recorded in profit on ordinary activities before interest and taxation.

#### g) Cash flow statement, consolidated financial statements and related party transactions

In accordance with the provisions of Financial Reporting Standard No.1, the Company has not prepared a cash flow statement because its ultimate parent company, Mondelez International Inc has prepared consolidated financial statements which include the financial statements of the Company for the year and which are publicly available. The financial statements presented here include information in relation to the Company only. The Company is also exempt under FRS8 from disclosing related party transactions with entities that are wholly owned by the Group.

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 1 Accounting policies (continued)

#### h) Dividends

Dividend income received in the form of in specie assets other than cash is recognised in reserves. Dividend income received in the form of cash is recognised in the profit and loss account. All dividend expense is recognised in reserves. Where dividend income is received that reduces the value of the subsidiary held as an investment in the Company's financial statements it is treated as a return of capital and the investment value is reduced by the value of the dividend receipt.

#### 2 Auditors remuneration

Auditors' remuneration for the audit of the 2013 financial statements of £6,000 (2012: £6,000) is borne by another Group undertaking. There were no amounts paid to the auditors in respect of non-audit fees during the year.

#### 3 Directors' emoluments and employee information

The Directors are remunerated by Group Companies for their services to the Group as a whole. No remuneration was paid to them specifically in respect of the Company in either year.

The Company had no employees in either year and no amounts were recharged by other Group companies.

#### 4 Turnover

Turnover represents royalties receivable, mainly from overseas companies. An analysis of royalties by geographical market is given below.

market is given below.	2013 £'000	2012 £'000
UK and Europe	34	49
Overseas	1,163	
·	1,197	49
5 Administrative expenses	,	
	2013	2012
	£'000	£'000
Other costs	·	74
Write off of intercompany receivable balance	-	98
	1 Mars 400 Pts, 1977	470
Total administrative expenses	-	172

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 6 Profit on disposal of subsidiaries

	2013 £'000	2012 £'000
Cadbury Adams Nicaragua S.A.	. 94	
Cadbury Adams Honduras	•	4,501
Total profit on disposal of subsidiaries	94	4,501

In March 2013 the company made a gain on the sale of its investment in Cadbury Adams Nicaragua S.A. of £94,000 (refer to note 10 for further information on this disposal).

In October 2012 the Company made a gain on the sale of its investment in Cadbury Adams Honduras SA of £4,501,007 (refer to note 10 for further information on this disposal).

#### 7 Investment income

	2013 £'000	2012 £'000
Dividends received from subsidiary undertakings	115,448	36,580
Foreign exchange (loss)/gains	(273)	213
	115,175	36,793
8 Interest receivable and similar income		
	2013 £'000	2012 £'000
Interest receivable from Group undertakings	804	999

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 9 Tax charge on profit on ordinary activities

Double tax relief Overseas tax

Total current tax charge for the year

Current tax	2013 £'000	2012 £'000
UK corporation tax at 23.25% (2012: 24.5%)	-	-
Adjustments in respect of prior years	-	_
Double tax relief	-	-
Overseas tax	978	915
Total tax charge on profit on ordinary activities	978	915
The table below reconciles the UK corporation tax rate applicable each computing the current tax charge as a percentage of profit before tax.	year to the effective	e rate obtaine
	2013 £'000	2012 £'000
Profit on ordinary activities before taxation	109,129	5,415
Tax on profit on ordinary activities at 23.25% (2012: 24.5%)	25,372	1,326
Deferred taxation not recognised	(529)	(423)
Dividends received not taxable	(26,835)	(8,962)
Movement in provision for impairment of investments not taxable	1,992	9,162
Profit on disposals not taxable	-	(1,103)

by

978

978

915

915

On 17 July 2013, The Finance Act 2013 was enacted and reduced the rate of UK Corporation tax from 23% to 21% with effect from 1 April 2014 along with a further reduction to 20% with effect from 1 April 2015. The unprovided deferred tax balances at 31 December 2013 have accordingly been provided at 20%.

At 31 December 2013 deferred tax assets of £110,000 in respect of tax losses (measured at the substantially enacted rate at the balance sheet date of 20%) were not recognised as there was no expectation of reversal in the foreseeable future.

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 9 Tax charge on profit on ordinary activities (continued)

At 31 December 2012 deferred tax assets of £564,000 in respect of tax losses (measured at the substantially enacted rate at the balance sheet date of 23%) were not recognised as there was no expectation of reversal in the foreseeable future due to the availability of group tax losses.

#### 10 Investments

a)	Subsidiary Undertakings £'000	Associated Undertakings £'000	Total £'000
Cost			
At 1 January 2013	8,244,091	1,533	8,245,624
Additions	18,910	1,000	18,910
Disposals	(2)	-	(2)
At 31 December 2013	8,262,999	1,533	8,264,532
Impairments			
At 1 January 2013	(338,379)	-	(338,379)
Impairment charge	(8,569)	-	(8,569)
Disposals during the year	2	-	2
At 31 December 2013	(346,946)	-	(346,946)
Net book value			
At 31 December 2013	7,916,053	1,533	7,917,586
At 31 December 2012	7,905,712	1,533	7,907,245

On 16 November 2012 the beneficial interest of 99 shares held by Cadbury Schweppes Overseas Ltd. in Cadbury Adams Nicaragua S.A. was transferred to Kraft Foods de Nicaragua S.A. for £94,000. The payment was made on 28 February 2013.

On 9 October 2012 the company contributed its 100% interest in Cadbury Honduras SA to Cadbury Holdings BV in exchange for shares.

On 22 April 2013 Cadbury Schweppes Overseas Limited received 100% interest of in Kent Gida Maddeleri Sanayii ve Ticaret A.S. from Chromium Assets Limited for £18,910,000.

On 2 October 2013 Mondelez Japan Limited and Mondelez Sansei Co Ltd were merged. Cadbury Schweppes Overseas holds 100% interest in both companies. Mondelez Sansei Co Ltd. was shown at a net book value of £nil as its liabilities were greater than its assets. When the two companies merged Mondelez Japan Limited took over all liabilities which led to an impairment of £ 8,569,000 in 2013 in the newly merged entity. Cadbury Schweppes Overseas still holds 100% interest of surviving entity.

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 10 Investments (continued)

b) Details of principal subsidiary investments are as follows:

Name of subsidiary undertaking	Country of incorporation & operation	Proportion of issue share capital held if not 100%
Kent Gida Maddeleri Sanayii ve Ticaret Anonim Sirketi Cadbury Investments Japan Ltd	Turkey Japan	99.46%
Cadbury Holdings B.V. Cadbury Nigeria Plc	Netherlands Nigeria	75%

In accordance with Section 410(3) of the Companies Act 2006 the above list discloses those undertakings whose results or financial position principally affect the figures shown in the Company's financial statements. The directors are of the opinion that the investments in subsidiary undertaking are worth not less than the balance sheet amounts.

#### 11 Debtors

	2013 £'000	2012 £'000
Loans to other Group undertakings	51,055	99,688
Amounts owed by Group undertakings	1,976	7,380
Total Debtors	53,031	107,068

Loans to other Group undertakings consist of three loans. They are unsecured, have various repayment dates throughout 2014 and bear interest at LIBOR +1%, LIMEAN -0.25% and LIBOR 3m + 0.25%

Amounts owed by other Group undertakings are unsecured and repayable at various dates throughout 2014 and are non-interest bearing.

#### 12 Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Amounts owed to Group undertakings	1,753	4,526
Loans from other Group undertakings	44	44
	1,797	4,570

Amounts owed to other Group undertakings are unsecured and repayable at various dates throughout 2014 and are non-interest bearing.

Loans from other Group undertakings are unsecured and have no fixed repayment date and are non-interest bearing.

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 13 Called up share capital

·	2013 £'000	2012 £'000
Allotted, called up and fully paid:		
62,957,278 (2012: 62,956,278) ordinary shares of £1 each	62,957	62,956
	62,957	62,956

On 4 June 2013 1,000 shares were allotted to Chromium Assets Limited at premium of £18,907,000.

#### 14 Reserves

	Share	Profit
	premium	and loss
	account	account
	2013	2013
	£'000	£'000
At beginning of the year	3,320,438	4,626,349
Premium on ordinary shares issued	18,907	-
Profit for the financial year	-	108,151
Dividends paid	-	(167,982)
At end of the year	3,339,345	4,566,518

## Notes to the Financial Statements For the year ended 31 December 2013 (continued)

#### 15 Reconciliation of movements in shareholders' funds

<del></del>	2013 £'000	2012 £'000
Total shareholders' funds at beginning of the year	8,009,743	8,006,634
Net proceeds of issue of ordinary share capital	18,908	16,996
Dividend in specie	-	209
Profit for the financial year	108,151	4,500
Dividends paid	(167,982)	(18,596)
Total shareholders' funds at end of the year	7,968,820	8,009,743

#### 16 Parent undertaking

At 31 December 2013 the immediate parent company was Chromium Assets Limited.

At 31 December 2013 the Company's ultimate parent company and controlling party was Mondelēz International Inc., incorporated in the United States of America. This is the parent company of the smallest and largest group to consolidate these financial statements. Copies of the consolidated financial statements of Mondelēz International Inc. are available on application from the Company Secretary, Cadbury House, Sanderson Road, Uxbridge, UB8 1DH