

# **PepsiCo Holdings**

## **Directors' report and financial statements**

**Registered number 1516531**

**Period ended 30 December 2017**

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## Directors' report

The directors present their annual report and the audited financial statements for the 52 week period ended 30 December 2017.

### Principal activities

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

### Business review

The loss before taxation for the period was £99,000 (2016: £121,000). The loss after taxation for the period was £80,000 (2016: £97,000) attributable to interest payable on amounts owed to group undertakings.

### Principal risks and uncertainties

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

The company anticipates, measures and manages its exposure to risk through strategic planning and management reporting. Further information on these risks, and their potential impact, can be found in the PepsiCo, Inc. Annual Report for 2017 which may be obtained from their registered office as detailed in note 11.

### Proposed dividend

The directors do not recommend the payment of a dividend for the period (2016: £50,000,000).

### Directors

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

J K Averiss  
E N Bilus  
A J Macleod  
C Stone

### Disclosure of information to auditor

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

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the Board



**C Stone**  
Director

20 September 2018

Building 4, Chiswick Park  
566 Chiswick High Road  
London  
W4 5YE

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

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including *FRS 101 Reduced Disclosure Framework*.

The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



**KPMG LLP**

Arlington Business Park  
Theale  
Reading  
RG7 4SD

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PEPSICO HOLDINGS**

We have audited the financial statements of PepsiCo Holdings ("the company") for the period ended 30 December 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and related notes including the accounting policies in Note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 December 2017 and of its loss for the period 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**

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

### **Directors' report**

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

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

# **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PEPSICO HOLDINGS** *(continued)*

## **Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exception from the requirement to prepare a strategic report.

We have nothing to report in these respects.

## **Directors' responsibilities**

As explained more fully in their statement set out on page 2, 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](http://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.



**Simon Haydn-Jones (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
Chartered Accountants  
Arlington Business Park  
Theale,  
Reading  
RG7 4SD

25 September 2018

# **Profit and loss account and other comprehensive income**

*for the 52 week period ended 30 December 2017*

	<i>Note</i>	<b>52 week period ended 30 December 2017 £000</b>	<b>53 week period ended 31 December 2016 £000</b>
Interest payable and similar expenses	4	(99)	(121)
<b>Loss before taxation</b>		<b>(99)</b>	<b>(121)</b>
Tax credit on loss	5	19	24
<b>Loss for the period</b>		<b>(80)</b>	<b>(97)</b>
<b>Total comprehensive loss for the period</b>		<b>(80)</b>	<b>(97)</b>

All gains and losses in the current and prior period are derived from continuing activities.

The notes on pages 8 to 14 form part of these financial statements.

**Balance sheet**  
*as at 30 December 2017*

	<i>Note</i>	<b>30 December 2017 £000</b>	<b>31 December 2016 £000</b>
<b>Fixed assets</b>			
Investments	6	478,141	478,141
<b>Current assets</b>			
Debtors	7	43	24
Cash at bank		981	945
		<u>1,024</u>	<u>969</u>
<b>Creditors: amounts falling due within one year</b>	8	(57,070)	(56,935)
<b>Net current liabilities</b>		<u>(56,046)</u>	<u>(55,966)</u>
<b>Total assets less current liabilities</b>		<u>422,095</u>	<u>422,175</u>
<b>Net assets</b>		<u>422,095</u>	<u>422,175</u>
<b>Capital and reserves</b>			
Called up share capital	10	372,572	372,572
Share premium account		18,308	18,308
Profit and loss account		31,215	31,295
<b>Shareholders' funds</b>		<u>422,095</u>	<u>422,175</u>

The financial statements of PepsiCo Holdings, company number 1516531, were approved by the board of directors on 20 September 2018 and were signed on their behalf by:

*Clare Stone*

**C Stone**  
*Director*

The notes on pages 8 to 14 form part of these financial statements.



**Statement of changes in equity**  
*for the 52 week period ended 30 December 2017*

	Share capital £000	Share premium £000	Profit and loss account £000	Total equity £000
Balance at 27 December 2015	372,572	18,308	81,392	472,272
<i>Total comprehensive income for the year</i>				
Profit and loss	-	-	(97)	(97)
Total comprehensive income	-	-	(97)	(97)
<i>Transactions with owners, recorded directly in equity</i>				
Dividends	-	-	(50,000)	(50,000)
Total contributions by and distributions to owners	-	-	(50,000)	(50,000)
<b>Balance at 31 December 2016</b>	<b>372,572</b>	<b>18,308</b>	<b>31,295</b>	<b>422,175</b>

	Share capital £000	Share premium £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2017	372,572	18,308	31,295	422,175
<i>Total comprehensive income for the year</i>				
Profit and loss	-	-	(80)	(80)
Total comprehensive income	-	-	(80)	(80)
<b>Balance at 30 December 2017</b>	<b>372,572</b>	<b>18,308</b>	<b>31,215</b>	<b>422,095</b>

The notes on pages 8 to 14 form part of these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items, which are considered material in relation to the company's financial statements except as noted below.

#### 1.1 Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and effective immediately have been applied.

PepsiCo Holdings is a private company incorporate, domiciled and registered in the UK. The company is limited by shares. By virtue of section 401 of the Companies Act 2006 the company, being the wholly owned subsidiary undertaking of PepsiCo, Inc., an undertaking incorporated in the United States of America, is exempt from the requirement to prepare and deliver group financial statements. Copies of the PepsiCo, Inc. Consolidated financial statements are available from its registered office as disclosed in Note 11.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

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

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

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

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

#### 1.2 Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Directors' Report. The financial position of the company, its cash flows, liquidity position and borrowing facilities are directly related to the consolidated position of PepsiCo, Inc. As such, details of this Group wide position are described in the consolidated financial statements of PepsiCo, Inc., available to the public from the address in Note 11.

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

Although the company has net current liabilities of £56,046,000 (2016: £55,966,000), if intercompany balances with companies controlled by PepsiCo Holdings were discounted, the balance sheet would show net current assets. On the basis of their assessment of the company's financial position and the letter of support provided by PepsiCo, Inc. that indicates that for at least 12 months from the date of approval of these financial statements, it will continue to make available funds as are needed by the company, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

## Notes (continued)

### **1.3 Fixed asset investment**

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

### **1.4 Impairment of financial assets**

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

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

### **1.5 Foreign currencies**

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

### **1.6 Non-derivative financial instruments**

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

#### *Other debtors*

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

#### *Other creditors*

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

#### *Interest-bearing borrowings*

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

#### *Cash and cash equivalents*

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

### **1.7 Expenses**

#### *Interest income and Interest payable*

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

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

## Notes (continued)

### 1.8 Taxation

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

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

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

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

### 2 Loss before taxation

The auditor's remuneration has been borne in both periods by a fellow group company. The audit fee allocated to PepsiCo Holdings for the period is £6,150 (2016: £6,150), and no additional non-audit services were received during the period (2016: £nil).

### 3 Staff numbers and costs and directors emoluments

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

The directors principally work for other group companies and there were no qualifying services attributable to the company. Their emoluments, in both periods, have been borne by the group company where the majority of the director's time is expended.

### 4 Interest payable and similar expenses

	Period ended 30 December 2017 £000	Period ended 31 December 2016 £000
Interest payable on loans from fellow group undertakings	99	121

## Notes (continued)

### 5 Taxation

	Period ended 30 December 2017 £000	Period ended 31 December 2016 £000
<i>Analysis of credit in period</i>		
<i>UK corporation tax</i>		
Current tax credit on loss for the period	(19)	(24)
	<hr/>	<hr/>
Tax credit on loss	(19)	(24)
	<hr/>	<hr/>

#### *Factors affecting the tax credit for the current period*

The total tax credit for the period is the same as (2016: same as) the aggregated standard rate of corporation tax in the UK for the period ended 30 December 2017 of 19.25% (2016: 20.00%).

	Period ended 30 December 2017 £000	Period ended 31 December 2016 £000
<i>Reconciliation of effective tax rate</i>		
Loss for the period	(80)	(97)
Total tax credit	(19)	(24)
	<hr/>	<hr/>
Loss excluding taxation	(99)	(121)
Tax using the UK corporation tax rate of 19.25% (2016: 20.00%)	(19)	(24)
	<hr/>	<hr/>
Total tax credit	(19)	(24)
	<hr/>	<hr/>

#### *Factors that may affect future tax credits*

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. A further reduction to 18% (effective from 1 April 2020) was substantively enacted on 26 October 2015 and an additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

## Notes (continued)

### 6 Fixed asset investments

#### Shares in group undertakings

	<b>£000</b>
<i>Cost</i>	
At beginning and end of the period	816,492
<i>Amounts written off</i>	
At beginning and end of the period	338,351
<i>Net book value</i>	
At 30 December 2017	<b>478,141</b>
At 31 December 2016	478,141

As at 30 December 2017 the company owned 100% of the ordinary share capital in each in the companies noted below:

<b>Held directly</b>	<b>Country of incorporation and registered address</b>	<b>Principal activity</b>
Walkers Snack Foods Limited	Great Britain (1)	Manufacture of food and drink products
Walkers Snacks (Distribution) Limited	Great Britain (1)	Warehousing and distribution of food and drink products
Walkers Snacks Limited	Great Britain (1)	Marketing and sale of food and drink products
<b>Held by subsidiary undertakings</b>		
PepsiCo International Limited	Great Britain (2)	Service company
PepsiCo UK Pension Plan Trustee Limited	Great Britain (1)	Dormant
Walkers Group Limited	Great Britain (1)	Non-trading

(1) The registered office is 450 South Oak Way, Green Park, Reading, RG2 6UW

(2) The registered office is Building 4 Chiswick Park, 566 Chiswick High Road, London, W4 5YE

## Notes (continued)

### 7 Debtors

	30 December 2017 £000	31 December 2016 £000
Amounts owed from fellow group undertakings	24	24
Corporation tax receivable	19	-
	<u>43</u>	<u>24</u>

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

	30 December 2017 £000	31 December 2016 £000
Amounts owed to fellow group undertakings	(57,070)	(56,935)
	<u>(57,070)</u>	<u>(56,935)</u>

### 9 Interest bearing loans and borrowings

#### Terms and debt repayment schedule

	Nominal interest rate	Face value		Carrying amount	
		2017 £'000	2016 £'000	2017 £'000	2016 £'000
Loan from fellow group company	0.00%	50,000	50,000	50,000	50,000
Loan from fellow group company	12 months LIBOR + 0.75%	5,124	5,013	5,124	5,013
Loan from fellow group company	12 months LIBOR + 0.50%	1,946	1,922	1,946	1,922
		<u>57,070</u>	<u>56,935</u>	<u>57,070</u>	<u>56,935</u>

All loans are denominated in GBP and are repayable on demand

## Notes (continued)

### 10 Called up share capital

	30 December 2017 £000	31 December 2016 £000
<i>Allotted, issued, called up and fully paid</i>		
159,409,020 Ordinary A shares of £1 each	159,409	159,409
127,762,619 Ordinary B shares of £1 each	127,763	127,763
152,500,000 Ordinary C shares of 56p each	85,400	85,400
	<hr/> 372,572 <hr/>	<hr/> 372,572 <hr/>

"C" shares rank paripassu and rateably inter se with the "A" shares in all respects. They also rank paripassu and rateably inter se with the "B" shares except (i) upon making a distribution, for every five pence distributed in respect of each C share to the holder thereof, a holder of B shares shall be entitled to eight pence per share; (ii) upon liquidation of the Company any assets shall be allocated in such proportion as shall ensure that for every five pence paid in respect of each C share to the holder thereof, a holder of B shares shall be paid an amount equal to eight pence per share; and (iii) at general meetings every member who is present in person or in present by a duly authorised representative and every proxy member shall have one vote, and on a poll every member in person who is present or by proxy shall have five votes for every C share and eight votes for every B share.

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

The company is a subsidiary undertaking of PepsiCo Canada ULC and Pepsi-Cola (Bermuda) Limited. The ultimate parent company is PepsiCo, Inc. which is registered and incorporated in the United States of America.

The largest group in which the results of the Company are consolidated is that headed by PepsiCo, Inc., whose registered office is at 700 Anderson Hill Road, Purchase, New York 10577, United States of America.

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

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

### 12 Accounting estimates and judgements

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