Nicovations Limited

Registered Number 07412694

Annual report and financial statements

For the year ended 31 December 2017

FRIDAY



.15 28/09/2018 COMPANIES HOUSE

#89

Nicovations Limited

Contents

Strategic report	2
Directors' report	3
Independent auditor's report to the members of Nicovations Limited	5
Profit and loss account	7
Statement of changes in equity	7
Balance sheet	8
Notes to the financial statements for the year ended 31 December 2017	9

Strategic report

The Directors present their strategic report on Nicovations Limited ("the Company") for the year ended 31 December 2017.

Principal activities

The Company focuses exclusively on the development and commercialisation of innovative regulatory approved nicotine products that provide a consumer-acceptable alternative to cigarettes.

Post return of the Medical Licence to Kind Consumer on the 3rd January 2017 the Company will only provide support to licence holders through the leasing of development and production equipment.

Review of the year ended 31 December 2017

The loss for the financial year attributable to Nicovations Limited shareholders after deduction of all charges and the provision of taxation amounted to £14,193,000 (2016: £46,074,000).

In March 2017, the Company issued 9,000,000 ordinary shares of £1 each to its shareholder, Nicoventures Holdings Limited, for a consideration of £9,000,000 and utilised the cash to finance its short term activities.

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

Events subsequent to the year end

On 26 July 2018 the Company issued 10,000,000 £1 ordinary shares to its parent company, Nicoventures Holdings Limited for a consideration of £10,000,000. The proceeds will be used to support the activities of the Company. **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 the Annual Report of British American Tobacco p.l.c. 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 Annual Report of British American Tobacco p.l.c. and do not form part of this report.

By Order of the Board

J Munday

Secretary

28 September 2018

Directors' report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2017.

Dividends

During the year the Company paid dividends of £nil (2016: £nil).

Name Change

In July 2017, the Company had a name change from Nicovations Limited to Nicoventures Limited. In August 2017, the Company's name was changed back to Nicovations Limited.

Board of Directors

The names of the persons who served as Directors of the Company during the period 1 January 2017 to the date of signing this report are as follows:

	Appointed	Resigned
Kevin Arthur Bridgman		30 June 2017
Marina Trani		
Frederico Pinto Monteiro		
Kingsley Wheaton		31 December 2017
Renata Moraes Machado		13 April 2018
David O'Reilly	13 April 2018	
Timothy James Bartle	13 April 2018	

Research and development

The Company has undertook development work into innovative regulatory approved nicotine products that provide a consumer acceptable alternative to cigarettes without the real and serious health risks of smoking. Post the return of the Medical Licence to Kind Consumer the Company will only provide support to licence holders through the leasing of development and production equipment.

The research and development in 2017 was a credit of £161,000 (2016: expense of £2,502,000).

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2016: £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.

Employees

The average number of employees employed by the Company during the year was 4 (2016: 10).

Directors' report (continued)

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
- 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 Annual 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.

By Order of the Board

J Munday

Secretary

20 September 2018

Independent auditor's report to the members of Nicovations Limited

Opinion

We have audited the financial statements of Nicovations Limited ("the company") for the year ended 31 December 2017 which comprise the Profit and loss account, 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 2017 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

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.

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.

Independent auditor's report to the members of Nicovations Limited (continued)

Directors' responsibilities

As explained more fully in their statement 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; 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.

Jeremy Hall (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants 15 Canada Square London. E14 5GL 28 September 2018

Vormsypron

Profit and loss account for the year ended 31 December

		2017	2016
Continuing operations	Note	£'000	£'000
Other operating expenses	2	(14,204)	(47,667)
Operating loss		(14,204)	(47,667)
Interest receivable and similar income	3	11	698
Loss before taxation		(14,193)	(46,969)
Tax on loss	4	-	895
Loss for the financial year		(14,193)	(46,074)

There is no difference between the loss before taxation and the loss for the financial year stated above and their historical cost equivalents.

There are no recognised gains or losses other than the loss for the financial year and therefore no Statement of other comprehensive income has been presented.

Statement of changes in equity for the year ended 31 December

	Called up share capital	Profit and loss account	Total equity
	£'000	£'000	£'000
1 January 2016	102,000	(61,219)	40,781
Loss for the financial year	· -	(46,074)	(46,074)
Issue of new shares	12,000	-	12,000
31 December 2016	114,000	(107,293)	6,707
Loss for the financial year	-	(14,193)	(14,193)
Issue of new shares	9,000	-	9,000
31 December 2017	123,000	(121,486)	1,514

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

Balance Sheet at 31 December

		2017	2016
	Note	£'000	£'000
Fixed assets			
Tangible assets	5	•	14,715
		•	14,715
Current assets			
Debtors: amounts falling due within one year	6	10,218	11,227
Current Liabilities			
Creditors: amounts falling due within one year	7	(1,504)	(3,735)
Net current assets		8,714	7,492
Total assets less current liabilities		8,714	22,207
Provisions for liabilities	8	(7,200)	(15,500)
Net assets		1,514	6,707
Capital and reserves			
Called up share capital	9	123,000	114,000
Profit and loss account		(121,486)	(107,293)
Total shareholders' funds		1,514	6,707

The financial statements on pages 7 to 18 were approved by the Directors on 28 September 2018 and signed on behalf of the Board.

M Trani
Director

Registered number 07412694

The accompanying notes are an integral part of 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 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;
- the estimation of amounts to be recognised in respect of taxation and legal matters;
 and
- the exemptions taken under IFRS 1 on the first time adoption of FRS 101.

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 judgement 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.

Cash flow statement

The Company is a wholly owned subsidiary of British American Tobacco p.l.c.. The cash flows of the Company are included in the consolidated cash flow statement of British American Tobacco p.l.c. which is publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 101.

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 in the year except for differences arising on the retranslation of qualifying cash flow hedges, which are recognised in other comprehensive income.

1 Accounting policies (continued)

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.

The Company has exposures in respect of the payment or recovery of a number of taxes. Liabilities or assets for these payments or recoveries are recognised at such time as an outcome becomes probable and when the amount can reasonably be estimated.

Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. 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 charged to the Profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets.

The estimated useful lives are as follows:

Years

Fixtures and fittings

5-10

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date. Assets in the course of construction are not depreciated until brought into operational use.

Operating leases

The annual payments under operating leases are charged to the Profit and loss account on a straight-line basis over the length of the lease term.

1 Accounting policies (continued)

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.

Retirement benefits

The Company operates and participates in both defined benefit and defined contribution schemes. The costs 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.

Research and development

Research and development expenditure is charged to the Profit and loss account as incurred.

Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Future changes to accounting policies

IFRS 16 *Leases*. This new standard replaces IAS 17, with the effective implementation date being 1 January 2019. The current distinction between operating and financial leases is removed, and all leasing commitments will be reported to the balance sheet as financial obligation and "right-of-use" assets. Further due diligence will be carried out before the implementation.

2 Other operating expenses

	2017	2016
	£'000	£'000
Staff costs	1,990	2,010
Depreciation of tangible fixed assets	-	314
Impairment of tangible assets	14,768	14,000
(Release of provision)/Provision against termination agreements	(2,597)	15,500
Provision against non-collectable loan	-	7,170
Research and development (credit)/costs	(161)	2,502
Exchange losses	138	28
Other operating expenses	66	6,143
	14,204	47,667
Staff costs:		
Wages and salaries	1,731	1,504
Social security costs	-	210
Defined contribution scheme costs (note 10)	5	139
Defined benefit pension costs (note 10)	-	49
Other staff costs	254	108
	1,990	2,010

2 Other operating expenses (continued)

Interest receivable from Group undertakings

Interest receivable from Other debtors

Auditor's fees of £2,000 were borne by a fellow Group undertaking (2016: £2,000). No non-audit fees were incurred during the year (2016: £nil)

The aggregate emoluments of the Directors payable by the Company in respect of their services to the Company were:

	2017	2016
	£'000	£'000
Aggregate emoluments	400	519
	2017	2016
	Number	Number
Directors exercising share options during the period	1	1
Directors entitled to receive shares under a long term incentive scheme	0	1
Directors retirement benefits accruing under a defined contribution scheme	1	1
Highest paid director		
·	2017	2016
	£'000	£'000
Aggregate emoluments	400	519
Accrued pension at the end of period	130	127

No other Directors received any remuneration in respect of their services as a Director of the Company during the year (2016: £nil). The Company considers that there is no practicable method to allocate a portion of the emoluments the Directors receive from their respective Group company employer for any qualifying services in respect of the Company, as these are considered to be incidental and part of the Directors overall management responsibilities within the Group.

The average monthly number of persons (including Directors) employed by the Company during the year was 4 (2016: 10).

	2017	2016
	Number	Number
Administration	4	10
Interest receivable and similar income	2017	2016
		Administration 4 Interest receivable and similar income

9

689

698

Page 13

2

9

11

4 Taxation

(a) Recognised in the profit and loss accou

neoognised in the profit and loss account	2017 £'000	£'000	2016 £'000	£,000
UK corporation tax Current tax on Income for the period	-	2 000	35	2 000
Total current tax		-		35
Deferred tax Origination and reversal of temporary differences		•		(930)
Total deferred tax		-		(930)
Total income tax expense		-		(895)

(b) Factors affecting the taxation charge

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantially enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantially enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantially enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly.

The current taxation charge differs from the standard 19.25% (2016: 20%) rate of corporation taxation in the UK. The major causes of this difference are listed below:

•	2017	2016
	£'000	£,000
Loss for the year	(14,193)	(46,074)
Total tax expense	-	(895)
Loss excluding taxation	(14,193)	(46,969)
Tax using the UK corporation tax rate of 19.25% (2016: 20.00%)	(2,732)	(9,394)
Non-deductible expenses	(43)	2,825
Effect of R&D expenditure credit	(49)	35
Origination and reversal of temporary differences	-	(930)
Temporary difference not recognised	1,786	-
Group relief surrendered for nil consideration	1,038	6,569
Total income tax expense	-	(895)

4 Taxation (continued)

The Company has a deferred taxation asset of £25,015,000 (2016: £14,808,000) (taxation amount of £4,252,550 (2016: £1,480,000)) relating to capital allowances. This has not been recognised on the balance sheet due to it not being sufficiently probable that it will be fully utilised in the foreseeable future.

5 Tangible assets

	Plant, Machinery and Equipment	Assets in the course of construction	Fixtures and fittings	Total
	£'000	£'000	£'000	£'000
Cost				
1 January 2017	8,874	19,944	369	29,187
Additions	-	53	-	53
Transfers	19,997	(19,997)		
31 December 2017	28,871	-	369	29,240
Accumulated depreciation				
1 January 2017	3,703	10,400	369	14,472
Impairment	14,715	53	-	14,768
Transfer	10,453	(10,453)	-	-
31 December 2017	28,871	<u>-</u>	369	29,240
Net book value				
1 January 2017	5,171	9,544	-	14,715
31 December 2017	-	-	-	-

6 Debtors

	2017 £'000	2016 £'000
Amounts owed by Group undertakings	10,087	6,793
Other debtors .	131	4,434
	10,218	11,227

Included within amounts owed by Group undertakings is an amount of £5,353,000 (2016: £6,586,000) which is unsecured, interest bearing and repayable on demand. The interest rate is based on LIBOR. Other amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

7 Creditors

8

	2017	2016
and the second s	£' 000	£'000
Trade creditors	85	347
Amounts owed to Group undertakings	1,267	143
Accruals and deferred income	152	3,245
178.	1,504	3,735
Provisions for liabilities	2017 £'000	2016 £'000
Opening balance	15,500	284
Provided in the year	1,103	15,500
Released during the year	(3,700)	-
Utilised in the year	(5,703)	(284)
Closing balance	7,200	15,500

Included within 2017 is an amount of £7,200,000 (2016: £15,500,000) for settlement of contracts with suppliers post return of the Voke Marketing Licence.

9 Called up share capital

·		Number		
1 January 2017		114,000,002		
Issue of new shares		9,000,000		
31 December 2017		123,000,002		
The Company issued 9,000,000 ordinary shares of £1 each to a fellow Group undertaking in March 2017.				
Ordinary shares of £1 each	2017	2016		
	£	£		
Allotted, called up and fully paid				
- value	123,000,002	114,000,002		
- number	123,000,002	114,000,002		

10 Pensions

The Company participates in the British American Tobacco UK Pension Fund, is a multi-employer funded scheme. Under FRS 101, where more than one employer participates in a defined benefit scheme, if there is no contractual agreement or stated policy for charging the net defined benefit cost for the plan as a whole to individual group entities, then the net defined benefit cost shall be recognised in the accounts of the group entity that is legally the sponsoring of the employer. British American Tobacco (Investments) Limited is the sponsoring employer.

Details of the latest actuarial valuation of this defined benefit scheme are contained in the financial statements of British American Tobacco (Investments) Limited.

The last full triennial actuarial valuation of the British American Tobacco UK Pension Fund was carried out as at 31 March 2017 by a qualified independent actuary. The valuation showed that the fund had a deficit of £23,000,000 (2014: £264,000,000).

The Company only participates in multi-employer schemes and the Company is unable to identify its share of the underlying assets and liabilities of the schemes.

The defined benefit pension scheme cost was £nil (2016: £49,000) for the year.

The Company also participates in a defined contribution scheme. Payments in respect of defined contribution schemes are charged as an expense as they fall due. The defined contribution pension expense for the Company was £5,000 (2016: £139,000).

11 Related party disclosures

As a wholly owned subsidiary the Company has taken advantage of the of the exemption under FRS 101 from disclosing transactions with other subsidiary undertakings of the British American Tobacco p.l.c. Group.

12 Contingent liabilities

The Company's ultimate parent British American Tobacco p.l.c. has guaranteed the liabilities of the British American Tobacco UK Pension Fund, on behalf of the Company and the other participating employers of the scheme. In addition all of the participating employers have cross guaranteed the contributions due to the scheme. The fund had a deficit according to the last triennial actuarial valuation in March 2017, of £23,000,000. As at 31 December 2017 the valuation of the surplus on an IAS 19 basis was £995,473,000 (2016: £341,722,000).

13 Events subsequent to the year end

On 26 July 2018 the Company issued 10,000,000 £1 ordinary shares to its parent company, Nicoventures Holdings Limited for a consideration of £10,000,000. The proceeds will be used to support the activities of the Company.

14 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