

SHOO 553 LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

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SHOO 553 LIMITED

COMPANY INFORMATION

Directors	Stephen Richard Scherger Lauren Tashma Jean-Francois Roche
Registered number	07792587
Registered office	2 New Bailey 6 Stanley Street Salford Greater Manchester M3 5GS
Independent auditors	PricewaterhouseCoopers LLP Central Square 29 Wellington Street Leeds LS1 4DL
Bankers	Bank of America London Branch 2 King Edward Street London EC1A 1HQ
Solicitors	Eversheds Sutherland LLP 70 Great Great Bridgewater Street Manchester M1 5ES

SHOO 553 LIMITED

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SHOO 553 LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their Strategic Report for the year ended 31 December 2022.

Business review

Shoo 553 Limited (the "Company") is a private company limited by shares and incorporated in England and domiciled in the UK.

The company's principal activities are that of a holding company for operating companies involved in the manufacture and sale of cartons for the food industry in the UK and Europe. There have not been any significant changes in the company's principal activities in the period under review. Shoo 553 Limited ceased to operate as a centralised services operation from the end of May 2014, therefore no turnover has been derived during the current period for services rendered.

Principal risks and uncertainties**Investments**

As the company holds investments in various trading entities, should the trading of these subsidiaries deteriorate there is a risk that the recoverable amount(s) of the investments is/are lower than their carrying value(s). The performance of these subsidiaries is reviewed continually.

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Directors' statement of compliance with s172 a) - f) Companies Act 2006

The Directors of Shoo 553 Limited must act in accordance with a set of general rules detailed in the Companies Act 2006 and include Section 172, a duty to promote the success of the company:-

A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to—

- a the likely consequences of any decision in the long term;
- b the interests of the company's employees;
- c the need to foster the company's business relationships with suppliers, customers and others;
- d the impact of the company's operations on the community and the environment;
- e the desirability of the company maintaining a reputation for high standards of business conduct;
- f the need to act fairly as between members of the company.

Each of the Directors is mindful of their duties under Section 172 to run the Company for the benefit of its owners and therefore to take into account the long term impact of any decisions on stakeholder relationships and the impact of its activities on its reputation for high standards of business conduct. The Company recognises that it cannot operate in a vacuum and so continuously interacts in a responsible manner so as to have positive relationships with all of our stakeholders.

Delegation of authority – the board believes governance of the company is best achieved by delegation of its authority for the executive management of the company to the President of Europe (a director of this company), subject to defined limits and monitoring by the board. The board routinely monitors the delegation of authority, ensuring that it is regularly updated, while retaining ultimate responsibility.

Strategy and monitoring - the annual goals and objectives are set and cascaded from the parent company board by the US President and CEO. The European Management Team meet regularly to discuss the European businesses and to review the strategic decisions in place to meet the set goals and objectives. Key members of the European Management Team report to the US Management Team (which includes a director of this company) on a regular basis, discuss risks and to plan ahead. The board satisfies itself that emerging and principal risks to the company are identified and understood, systems of risk management, compliance and controls are in place to mitigate such risks and expected conduct of the company's business and its employees is reflected in a set of values established by the President of Europe.

The directors have identified the key stakeholders in the table below together with an explanation of why the stakeholder is key, how the directors interact with the stakeholder, what is discussed with the stakeholders and the outcomes of those interactions.

SHOO 553 LIMITED

WHO? STAKEHOLDER GROUP	WHY?	HOW?	WHAT?	OUTCOMES AND ACTIONS
<p><u>Our Investors</u></p> <p>Graphic Packaging Holding Company (GPHC) is our ultimate parent and is our main provider of capital funding.</p>	<p>Major capital projects require prior approval from the US management team to ensure that they are aligned with the overall strategic goals and objectives of GPHC.</p> <p>GPHC are responsible for the Treasury and Dividend policy.</p>	<p>On an annual basis, the Long-Range Plan (3 years) is prepared and submitted to GPHC for approval. This plan includes the capital requests including justification. Once the plan has been signed off, regular monthly meetings are conducted to review performance against the plan.</p> <p>The Treasury and Tax departments in the US regularly review the liquidity position in Europe.</p>	<p>Internal Audit have an independent direct reporting line to the Audit Committee in the US and formally test and report on compliance with key financial regulations applied in our company.</p> <p>These include: -</p> <ul style="list-style-type: none"> ⇒ Testing the design and operation of financial controls within the Sarbanes-Oxley financial control framework. ⇒ Treasury policy. ⇒ Dividends policy. 	<ul style="list-style-type: none"> ⇒ Internal audits are conducted on a regular basis. ⇒ Process improvements are documented and reviewed on a regular basis. ⇒ The general intent is to minimise net interest expense and manage funds and loans appropriately by balancing liquidity across Europe. ⇒ The general intent is to keep cash within Europe.
<p><u>Our Suppliers</u></p> <p>A significant proportion of our main raw material is purchased internally from our associate companies in the US. Other materials are sourced from vendors with whom it is not uncommon for the business relationship to be mature and strategic.</p> <p>Key metrics: -</p> <ul style="list-style-type: none"> ⇒ Availability of sustainable certified products. ⇒ Monitoring of the integrity of contract commitments, in particular relating to volume commitments and applicable commercial conditions. 	<p>Suppliers have an important role to play in the Company's success. We aim to build long term, honest, and respectful relationships with suppliers who maintain regulatory compliance and share our ethical standards and commitment to sustainability throughout the supply chain.</p>	<ul style="list-style-type: none"> ⇒ Direct engagement via a centralised procurement function. ⇒ Contracts and terms of business. ⇒ Long term business relationships. 	<ul style="list-style-type: none"> ⇒ Impact of market availability of raw materials post Covid and significant cost inflation; working with suppliers to ensure consistent supply of materials with commercial conditions managed appropriately. 	<ul style="list-style-type: none"> ⇒ Maintain regular dialogue with suppliers to understand and manage supply chain and inflation risks.
<p><u>Our People</u></p> <p>We define workforce as the combination of employees and contractors.</p> <p>Key metrics: -</p> <ul style="list-style-type: none"> ⇒ Board - 50% Female (2), 50% Male (2). <p>Gender Pay Gap reporting - available by in scope legal entities.</p>	<p>Our workforce is an important asset and plays a significant role in achieving our vision. Accordingly, we are focused on ensuring we have the right talent in the right roles at the right time.</p>	<ul style="list-style-type: none"> ⇒ Code of Conduct sets the culture. ⇒ Mid-year plans critical components - talent acquisition, succession, development, and diversity and inclusion strategies. ⇒ Performance Management System – Success Factors 	<ul style="list-style-type: none"> ⇒ Physical working conditions and environment (Health and Safety). ⇒ Opportunities for development and training. ⇒ Communication. ⇒ Health and Safety. 	<ul style="list-style-type: none"> ⇒ The Company has an established flexible working policy and a holiday purchase scheme. ⇒ Mental health and wellbeing programme - 24/7 confidential helpline. ⇒ Compulsory annual Code of Business

SHOO 553 LIMITED

WHO? STAKEHOLDER GROUP	WHY?	HOW?	WHAT?	OUTCOMES AND ACTIONS
		<p>with clearly defined goals.</p> <ul style="list-style-type: none"> ⇒ Engagement with unions. ⇒ Intranet, newsletters, presentations, email, notices, and post. ⇒ Engagement survey conducted for all sites. 	<ul style="list-style-type: none"> ⇒ President & Leadership awards and Industry Awards. 	<p>Conduct and Ethics training.</p> <ul style="list-style-type: none"> ⇒ Talent Acceleration programme/ Early Career Development Program/ Succession plan/ Standardised Training plans/ full use of the Apprenticeship Levy. ⇒ Kudos recognition rewards, training recognition awards, BPIF & Print Charity Awards and long service awards. ⇒ Gender Pay Reporting issued on company website. ⇒ Quarterly CEO update via internal communications.
<p><u>Our Customers</u></p> <p>Our customers range from small, medium, and large food manufacturers to retailers as well as associate GPI companies.</p>	<p>The Company strives to provide its customers with packaging solutions designed to deliver marketing and performance benefits at a competitive cost through its commitment to quality and service and where possible allow for vertical integration benefits to exist.</p>	<ul style="list-style-type: none"> ⇒ Direct engagement with our customers to support their critical business objectives. ⇒ Website provides examples of the products we provide plus information on the company itself. ⇒ Communication through GPI Website. ⇒ Industry associations & exhibitions. 	<ul style="list-style-type: none"> ⇒ Product innovation and development (environmental, sustainability). ⇒ Market conditions, customer service, value optimisation and product quality. 	<ul style="list-style-type: none"> ⇒ Challenged by the market response to plastic, designed and engineered a paper-based packaging solution which reduces the plastic content of trays significantly. This development has opened adjacent markets for GPI. ⇒ Customers are often invited to site where the Sales, Design, Customer Service and Senior Management Teams can showcase product innovation as well as reviewing business activities, market conditions and discuss value optimisation. ⇒ Work with customers during raw material shortages to ensure sufficient allocations of Board were available to service their demands.
<p><u>Our Communities and Environment</u></p> <p>Our communities comprise those living and working in close geographic proximity to</p>	<p>We have a long history of environmental and social responsibility practices at the Company, and we</p>	<ul style="list-style-type: none"> ⇒ Our parent company in the US supply us with our main material - paper- 	<ul style="list-style-type: none"> ⇒ Supporting local charities. 	<ul style="list-style-type: none"> ⇒ Sponsorship for sports kit and equipment.

SHOO 553 LIMITED

WHO? STAKEHOLDER GROUP	WHY?	HOW?	WHAT?	OUTCOMES AND ACTIONS
our operations and those who represent the needs of our communities including charities.	<p>continue to improve our manufacturing processes.</p> <p>We encourage local <i>community engagement</i> as this is just one of the sources of future employees.</p>	<p>board - which is primarily from a renewable wood fibre, most of which is highly recyclable.</p> <p>⇒ Local school engagement.</p> <p>⇒ Charity related fundraising.</p> <p>⇒ The company plans to reduce its carbon footprint and is preparing to report on this through the Streamlined Energy and Carbon Reporting Framework (SECR).</p>	<p>⇒ Foodbank donations.</p> <p>⇒ Apprenticeships.</p> <p>⇒ Community engagement.</p> <p>⇒ SECR preparation.</p>	<p>⇒ The Company encourages employees to support local charities.</p> <p>⇒ Engagement with manufacturing plants.</p> <p>⇒ Employment opportunities as an apprentice upon leaving full time education and continue work based education.</p> <p>⇒ Software installation.</p> <p>⇒ ESOS reporting since December 2019.</p>

SHOO 553 LIMITED

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

This report was approved by the board and signed on its behalf.



Jean-Francois Roche
Director

Date: 13 December 2023

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022**

The directors present their report and the audited financial statements for the year ended 31 December 2022.

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

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.

SHOO 553 LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2022

Going Concern

No material uncertainties that cast doubt about the ability of the company to continue as a going concern have been identified by the directors.

The current performance of the business, whose principal activity is that of a holding company, remains strong.

There are no legal proceedings involving the company.

The company is part of the GPI cash pool sweep arrangement. Shoo 553 Limited are a creditor in this group arrangement as they currently hold a loaned balance to the pool. Due to the size of the Graphic Packaging International (GPI) cash reserves and continued profitability, cash availability is not deemed to be an issue or to have an effect on the availability to other companies in the arrangement.

Rising interest rates are not expected to have a significant impact on the company.

The company has commenced the budget process for 2024 in August 2023. The process of preparation is a bottom-up approach and among other things draws upon marketing information gathered by our external sales teams. The directors expect financial performance to be at least in line with the 2023 forecast.

Inflation has been significant in 2022 and 2023 to date, the majority of raw material inflation has been passed on to customers. Other inflationary pressures are mitigated by operational savings. Energy inflation is significant and is also expected to be recovered through price increases to customers. Energy reduction initiatives have been started and further opportunities explored.

Our supply chain has not experienced any direct impact as a result of the Ukraine war other than global inflation. No significant price pressure is foreseen in the remainder of 2023 and into 2024.

GPI Gateshead and GPI Bardon, the two companies rolling up into Shoo, do continue to occupy a dominant position in the UK Convenience market and services a stable customer base, most of whom it has traded with for many years.

As a consequence, the directors believe that it is well placed to manage its business risks successfully in either the current UK economic conditions or in the event of significant changes which could make the UK or world economies more uncertain.

The Directors thus have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Results and dividends

The profit for the year, after taxation, amounted to £300k (2021 - £131k).

The directors do not recommend the payment of a dividend for the year ended 31 December 2022 (2021: £nil).

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Directors

The directors who served during the year and up to the date of signing of the financial statements were:

Stephen Richard Scherger
Lauren Tashma
Eveline Maria Van de Rovert , resigned 4 November 2022
Jean-Francois Roche

Engagement with employees

For detail regarding 'Engagement with employees', please refer to the Strategic Report - Directors' statement of compliance with s172 a) - f) Companies Act 2006 from page 2.

Engagement with suppliers, customers and others

For detail regarding 'Engagement with suppliers, customers and others', please refer to the Strategic Report - Directors' statement of compliance with duty to promote the success of the Company from page 2.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



Jean-Francois Roche
Director

Date: 13 December 2023

Independent auditors' report to the members of Shoo 553 Limited

Report on the audit of the financial statements

Opinion

In our opinion, Shoo 553 Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2022; the profit and loss account and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent auditors' report to the members of Shoo 553 Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to UK tax legislation, health and safety legislation and employment law, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006.

Independent auditors' report to the members of Shoo 553 Limited (continued)

We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates and significant one-off or unusual transactions. Audit procedures performed by the engagement team included:

- discussions with management and those charged with governance, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- evaluation of management's controls designed to prevent and detect fraudulent financial reporting;
- testing accounting estimates that we deemed to present a risk of material misstatement, including assessing the data, methods and assumptions applied by management in the development of each estimate;
- identifying and testing journal entries using a risk-based targeting approach for unexpected account combinations or unusual words or phrases in the journal description; and
- reviewing financial statement disclosures and testing to supporting documentation, where appropriate, to assess compliance with applicable laws and regulations.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

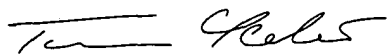
Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Tom Yeates (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Leeds
13 December 2023

SHOO 553 LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £000	2021 £000
Administrative expenses		(1)	(1)
Operating loss	4	(1)	(1)
Interest receivable and similar income	6	301	132
Profit before tax		300	131
Profit for the financial year		300	131

There were no other gains and losses other than those presented above in either the current or prior year and therefore no separate statement of other comprehensive income is presented.

The above results all derive from continuing operations.

SHOO 553 LIMITED
REGISTERED NUMBER: 07792587

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	2021 £000
Fixed assets			
Investments	8	47,594	47,594
		<u>47,594</u>	<u>47,594</u>
Current assets			
Debtors: amounts falling due within one year	9	10,805	10,504
		<u>10,805</u>	<u>10,504</u>
Creditors: amounts falling due within one year	10	(1)	-
Net current assets		<u>10,804</u>	<u>10,504</u>
Total assets less current liabilities		<u>58,398</u>	<u>58,098</u>
Net assets		<u>58,398</u>	<u>58,098</u>
Capital and reserves			
Called up share capital	11	106	106
Share premium account		5,427	5,427
Capital redemption reserve		65,958	65,958
Profit and loss account		(13,093)	(13,393)
		<u>58,398</u>	<u>58,098</u>

The financial statements on pages 13 to 23 were approved and authorised for issue by the board and were signed on its behalf by:



Jean-Francois Roche
Director

Date: 13 December 2023

The notes on pages 17 to 24 form part of these financial statements.

SHOO 553 LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £000	Share premium account £000	Capital contribution reserve £000	Profit and loss account £000	Total equity £000
At 1 January 2021	106	5,427	65,958	(13,524)	57,967
Comprehensive income for the year					
Profit for the financial year	-	-	-	131	131
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	131	131
At 31 December 2021	106	5,427	65,958	(13,393)	58,098
Comprehensive income for the year					
Profit for the financial year	-	-	-	300	300
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	300	300
At 31 December 2022	106	5,427	65,958	(13,093)	58,398

Profit and Loss Account

This reserve comprises the balance of the accumulated losses carried forward

Share Premium Account

This reserve records the amount above the nominal value received for shares sold, less transaction costs

Capital Contribution Reserve

Capital contributions consist of cash receipts from shareholders recognised directly in equity

SHOO 553 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

Shoo 553 Limited (the "Company") is a private company limited by shares and incorporated in England and domiciled in the UK. The registered office is 2 New Bailey, 6 Stanley Street, Salford, Greater Manchester, M3 5GS.

The Company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company's ultimate parent undertaking, Graphic Packaging Holding Company includes the Company in its consolidated financial statements. The consolidated financial statements of Graphic Packaging Holding Company are prepared in accordance with US Generally Accepted Accounting Principles available to the public and may be obtained from Graphic Packaging International Limited, Filwood Road, Fishponds, Bristol, BS16 3SB. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Graphic Packaging Holding Company include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instruments Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The Company proposes to continue to adopt the reduced disclosure framework in its next financial statements.

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

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The amounts are rounded to the nearest £,000.

The following principal accounting policies have been applied:

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.2 Going concern

No material uncertainties that cast doubt about the ability of the company to continue as a going concern have been identified by the directors.

The current performance of the business, whose principal activity is that of a holding company, remains strong.

There are no legal proceedings involving the company.

The company is part of the GPI cash pool sweep arrangement. Shoo 553 Limited are a creditor in this group arrangement as they currently hold a loaned balance to the pool. Due to the size of the Graphic Packaging International (GPI) cash reserves and continued profitability, cash availability is not deemed to be an issue or to have an effect on the availability to other companies in the arrangement.

Rising interest rates are not expected to have a significant impact on the company.

The company has commenced the budget process for 2024 in August 2023. The process of preparation is a bottom-up approach and among other things draws upon marketing information gathered by our external sales teams. The directors expect financial performance to be at least in line with the 2023 forecast.

Inflation has been significant in 2022 and 2023 to date, the majority of raw material inflation has been passed on to customers. Other inflationary pressures are mitigated by operational savings. Energy inflation is significant and is also expected to be recovered through price increases to customers. Energy reduction initiatives have been started and further opportunities explored.

Our supply chain has not experienced any direct impact as a result of the Ukraine war other than global inflation.

No significant price pressure is foreseen in the remainder of 2023 and into 2024.

GPI Gateshead and GPI Bardon, the two companies rolling up into Shoo, do continue to occupy a dominant position in the UK Convenience market and services a stable customer base, most of whom it has traded with for many years.

As a consequence, the directors believe that it is well placed to manage its business risks successfully in either the current UK economic conditions or in the event of significant changes which could make the UK or world economies more uncertain.

The Directors thus have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Therefore, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.4 Interest income

Interest income is recognised in profit or loss using the effective interest method.

Interest payable and similar charges include interest payable on external bank and intercompany borrowing. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.5 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

The group arrangement for corporation tax, for which this company is a part of, has expanded to include other Graphic Packaging entities and their accumulated tax losses which will reduce the current and future tax liability of this company. The tax losses utilised under this group arrangement are not paid for by the entities benefiting from a reduced tax position.

2.6 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.7 Financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The only key accounting estimate relates to the valuation of investments. The performance of the applicable subsidiaries are regularly reviewed against budgets and forecasts to check for any indicators of impairment. Where indicators of impairment are identified an impairment review is performed to determine the recoverable amount of the relevant investment, being the higher of value in use or fair value less costs of disposal.

4. Operating loss

The audit fee is borne by Graphic Packaging International Box Holdings Limited (2021: same).

5. Directors' remuneration

The Directors' emoluments for the year for services to all UK companies were £28k (2021: £38k) which is paid out of Graphic Packaging International Europe UK Limited. All the directors are also directors of other group companies. This is the UK apportionment of their salary which relates to qualifying services undertaken in respect of all Graphic Packaging International UK companies.

6. Interest receivable and similar income

	2022	2021
	£000	£000
Interest receivable from group companies	301	132
	301	132

7. Tax on profit

	2022	2021
	£000	£000
Total current tax	-	-
Deferred tax		
Total deferred tax	-	-
Taxation on profit on ordinary activities	-	-

SHOO 553 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

7. Tax on profit (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	2021 £000
Profit on ordinary activities before tax	300	131
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	57	.25
Effects of:		
Group relief	(57)	(25)
Total tax charge for the year	-	-

Factors that may affect future tax charges

An increase in the UK corporation tax rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. Deferred tax at 31 December 2022 has been calculated based on the rate that will be in force when the timing differences are expected to reverse.

8. Investments

	Investments in subsidiary companies £000
Cost and net book value	
At 1 January 2022	47,594
At 31 December 2022	47,594

SHOO 553 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

8. Investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
DIRECT HOLDING:-	-		%
Graphic Packaging International Box Holdings Limited		Ordinary £1 share	100%
INDIRECT HOLDING:-		-	%
Graphic Packaging International Bardon Limited		Ordinary £1 share	100%
Graphic Packaging International Gateshead Limited		Ordinary £1 share	100%
Graphic Packaging International Distribution Limited		Ordinary £1 share	100%
Print Design & Graphics Limited		Ordinary £1 share	100%

Registered Offices - The registered office for the directly and indirectly held subsidiary undertakings is the same as Shoo 553 Limited: 2 New Bailey, 6 Stanley Street, Salford, Greater Manchester, M3 5GS.

9. Debtors: Amounts falling due within one year

	2022 £000	2021 £000
Amounts owed by group undertakings	10,801	10,500
Amounts owed by subsidiary undertakings	4	4
	<u>10,805</u>	<u>10,504</u>

All amounts owed by group undertakings are payable on demand and non-interest bearing.

10. Creditors: Amounts falling due within one year

	2022 £000	2021 £000
Corporation tax	1	-
	<u>1</u>	<u>-</u>

All amounts owed to group undertakings are payable on demand and non-interest bearing.

SHOO 553 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

11. Called up share capital

	2022 £	2021 £
Allotted, called up and fully paid		
34,678,600 (2021 - 34,678,600) Ordinary Shares of £0.001 each	34,679	34,679
34,616,000 (2021 - 34,616,000) Ordinary 'B1' Shares of £0.001 each	34,616	34,616
2,414,400 (2021 - 2,414,400) Ordinary 'B2' Shares of £0.001 each	2,414	2,414
16,796,000 (2021 - 16,796,000) Ordinary 'C1' Shares of £0.001 each	15,828	15,828
7,460,800 (2021 - 7,460,800) Ordinary 'C2' Shares of £0.001 each	7,461	7,461
6,026,000 (2021 - 6,026,000) Ordinary 'D' Shares of £0.001 each	6,026	6,026
2,738,669 (2021 - 2,738,669) Ordinary 'E1' Shares of £0.001 each	2,739	2,739
2,539,809 (2021 - 2,539,809) Preferred Ordinary 'E2' Shares of £0.001 each	2,540	2,540
	<hr/> 106,303 <hr/>	<hr/> 106,303 <hr/>

12. Related party transactions

The Company has taken advantage of the exemption, as permitted by paragraph 1(A) of chapter 33 of FRS 102, not to disclose related party transactions between fellow wholly owned subsidiaries within the group. There have been no related party transactions in the year other than those with wholly owned subsidiaries within the group.

13. Ultimate parent company and controlling party

The immediate parent company is Graphic Packaging International Limited, a company incorporated in England. The ultimate parent company and ultimate controlling party is Graphic Packaging Holding Company, a company incorporated in the USA. The smallest and largest group of which the company is a member and for which group financial statements are prepared is Graphic Packaging Holding Company. A copy of the consolidated financial statements can be obtained from:

Graphic Packaging Holdings Company
1500 Riveredge Parkway,
Suite 100,
Atlanta,
Georgia 30328,
USA