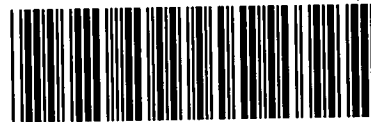


Report and  
Audited Financial Statements for the Year Ended 31 December 2013  
for  
Coca-Cola Enterprises Limited

THURSDAY



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**COMPANY INFORMATION**

**DIRECTORS:**

L. Den Hollander  
F. Govaerts  
J. Marshall  
R. Peters  
P. van Reesch  
E. Walker

**SECRETARY:**

P. van Reesch

**REGISTERED OFFICE:**

Enterprises House  
Uxbridge  
Middlesex  
UB8 1EZ

**REGISTERED NUMBER:**

27173 (England and Wales)

**AUDITORS:**

Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

**STRATEGIC REPORT**

The directors present their strategic report, together with the report of the directors and the audited financial statements of Coca-Cola Enterprises Limited, ("the Company"), for the year ended 31 December 2013.

**Principal activity**

The principal activity of the Company continues to be the marketing, production and distribution of non-alcoholic beverages throughout Great Britain.

**Review of business**

The profit on ordinary activities for the year, after taxation, was £204.0m (2012: £218.7m).

Leading brands include Coca-Cola, Diet Coke, Coca-Cola Zero, Fanta, Dr Pepper, Sprite, Schweppes, Schweppes Abbey Well, Glacéau, Relentless, Powerade, Oasis, 5 Alive, Monster, Appletiser and Capri Sun.

The Company's key financial and other performance indicators during the year were as follows:

	2013 £'000	2012 £'000	Change
Turnover	1,787,458	1,794,602	(0.4%)
Gross profit	609,952	656,122	(7.0%)
Operating profit	230,677	251,981	(8.5%)
Profit after tax	204,007	218,725	(6.7%)
Shareholders' funds	497,640	477,518	4.2%
Average number of employees	4,101	4,443	

Turnover decreased by 0.4% during the year as a result of business performance. The shareholders' funds have increased by 4.2%, mainly due to the realised profit after tax of £204m and the fact that the Company paid less dividends in 2013 (£175m). In the current year the shareholders' funds were not affected by an unfavourable movement in the pension scheme (2012: loss of £35m).

**STRATEGIC REPORT (CONTINUED)****Principal risks and uncertainties**

The directors deem the following risks and uncertainties could adversely impact our business and financial results when and if they were to occur:

- Business is dependent upon the relationship with The Coca-Cola Company ("TCCC")

Our product licensing agreements with TCCC state that they are for fixed terms, and most of them are renewable only at the discretion of TCCC. A decision by TCCC not to renew a current fixed-term product licensing agreement at the end of its term could substantially and adversely affect our financial results.

- Increase in costs or limitation of supplies of raw materials

Increases in the costs of raw materials, ingredients, or packaging materials, such as aluminium, sugar, PET (plastic), fuel, or other cost items, and the inability to pass these increased costs on to our customers in the form of higher prices, would have an adverse impact on our financial results. We use supplier pricing agreements and, at times, derivative financial instruments to manage the volatility and market risk with respect to certain commodities. Generally, these hedging instruments establish the purchase price for these commodities in advance of the time of delivery.

We purchase our entire requirement of concentrates and syrups for TCCC owned brands from TCCC at prices and terms determined from time to time by TCCC at its sole discretion. The Company has entered into a five-year incidence-based concentrate pricing agreement with TCCC through 31 December 2015.

- Legislative or regulatory changes that affect our products, distribution, or packaging could reduce demand for our products or increase our costs

Our business model depends on the availability of our various products and packages in multiple channels and locations to satisfy the needs of our customers and consumers. Laws that restrict our ability to distribute products in certain channels and locations, as well as laws that require deposits for certain types of packages or those that limit our ability to design new packages or market certain packages, could negatively impact our financial results.

**On behalf of the Board:**



.....  
J. Marshall – Director

18/7/2014

.....  
Date

**REPORT OF THE DIRECTORS**

**REGISTERED NUMBER:** 27173 (England and Wales)

The directors present their report, together with the strategic report and audited financial statements of Coca-Cola Enterprises Limited, ("CCE", "the Company"), for the year ended 31 December 2013.

**Directors**

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report.

F. Govaerts

J. Marshall

P. van Reesch

Other changes in directors holding office are as follows:

E. Walker – appointed 5 April 2013

J. Purnode – resigned 5 April 2013

S. Baldry – resigned 23 May 2014

L. Den Hollander – appointed 24 May 2014

S. Moorhouse – resigned 13 June 2014

R. Peters – appointed 14 June 2014

None of the directors held any interests in the share capital of the Company during the year under review.

The Company has taken advantage of the exemption permitted by the Companies Act 2006 not to disclose the directors' interest in the share capital of the ultimate parent company on the grounds that the ultimate parent company is incorporated outside of Great Britain.

**Dividends**

Dividends of £175.0m were declared and paid in 2013 (2012: £186.0m). The resulting transfer of retained earnings to reserves for the financial year ended 31 December 2013 amounts to a surplus of £29.0m (2012 surplus: £32.7m).

**Research and development**

Research in the beverages field is undertaken on behalf of CCE by The Coca-Cola Company (TCCC). From time to time CCE engages third parties to undertake marketing research on its behalf.

**Charitable contributions**

During the year, contributions within Great Britain to charities amounted to £501k (2012: £610k).

**Disabled employees**

The Company considers all applications for employment on merit, and does not discriminate against any job applicant on the basis that they have any characteristic protected by UK law. In the case where an employee becomes disabled whilst employed by the Company, the Company will seek to make reasonable adjustments to enable the employee to continue to carry out their role, as required by UK legislation. The Company's inclusion and fair treatment policy covers all aspects of the employee life cycle and applies to all groups protected by UK legislation.

**Employee involvement**

The policy of informing employees is maintained through regular newsletters and electronic communications. Employees are encouraged to present their views and suggestions in respect of the Company's performance. Regular meetings are held between local management and employees to allow a free flow of information and ideas. These meetings include, but are not limited to, National & Local Business Connections meetings.

**Annual general meeting and auditors**

Resolutions have been passed in accordance with the provisions of the Companies Act 2006 such that the Company is not required to hold an Annual General Meeting or annually reappoint the auditors.

**Events since the balance sheet date**

On 10th July 2014, an intercompany loan from Bottling Great Britain Ltd for £99.7m expired and was repaid in full. A new loan agreement for £100m expiring 10th July 2015 was signed with Bottling Great Britain Ltd.

**Going Concern**

After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

**REPORT OF THE DIRECTORS (CONTINUED)****Statement of Directors' Responsibilities**

The directors are responsible for preparing the strategic report, the report of the directors and the financial statements in accordance with applicable law and regulations.

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

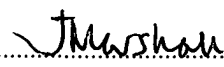
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Statement as to Disclosure of Information to Auditors**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**On Behalf of the Board:**

  
.....  
J. Marshall - Director

18.7.14  
.....  
Date

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS**

We have audited the financial statements of Coca-Cola Enterprises Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and the Balance Sheet, Losses and the related notes 1 to 23. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors' 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.

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

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


**Opinion on other matters prescribed by the Companies Act 2006**

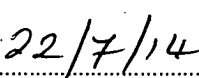
In our opinion the information given in the strategic report and the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us 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.

  
.....  
Alison Duncan (Senior Statutory Auditor)  
for and on behalf of Ernst & Young LLP  
1 More London Place  
London  
SE1 2AF

  
.....  
Date



**PROFIT AND LOSS ACCOUNT**

	Notes	2013 £'000	2012 £'000
<b>TURNOVER</b>	2	1,787,458	1,794,602
Cost of sales		<u>(1,177,506)</u>	<u>(1,138,480)</u>
<b>GROSS PROFIT</b>		609,952	656,122
Distribution costs		(189,097)	(201,859)
Administrative expenses		<u>(190,178)</u>	<u>(202,282)</u>
<b>OPERATING PROFIT</b>	4	230,677	251,981
Loss on sale of tangible fixed assets		<u>(4,048)</u>	<u>(1,234)</u>
		226,629	250,747
Interest receivable	5	570	554
Other finance income	18	<u>12,735</u>	<u>10,358</u>
		239,934	261,659
Interest payable	6	<u>(2,961)</u>	<u>(2,999)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		236,973	258,660
Tax on profit on ordinary activities	7	<u>(32,966)</u>	<u>(39,935)</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u>204,007</u>	<u>218,725</u>

**CONTINUING OPERATIONS**

None of the Company's activities were acquired or discontinued during the current year or previous years.

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**

	Notes	2013 £'000	2012 £'000
<b>PROFIT FOR THE FINANCIAL YEAR</b>		204,007	218,725
Actuarial gain/ (loss) on pension scheme	18	490	(40,933)
Tax relating to pension		<u>(157)</u>	<u>6,041</u>
<b>TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR</b>		<u>204,340</u>	<u>183,833</u>

**BALANCE SHEET**

	Notes	2013 £'000	2012 £'000
<b>FIXED ASSETS</b>			
Tangible assets	9	448,912	460,375
<b>CURRENT ASSETS</b>			
Stocks	11	85,397	76,699
Debtors	12	484,483	431,231
Cash at bank		<u>55,482</u>	<u>45,601</u>
		625,362	553,531
<b>CREDITORS</b>			
Amounts falling due within one year	13	<u>(584,398)</u>	<u>(526,268)</u>
<b>NET CURRENT ASSETS</b>		<u>40,964</u>	<u>27,263</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		489,876	487,638
<b>PROVISIONS FOR LIABILITIES</b>	15	(34,835)	(36,143)
<b>PENSION ASSET</b>	18	<u>42,599</u>	<u>26,023</u>
<b>NET ASSETS</b>		<u>497,640</u>	<u>477,518</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	16	204	204
Share premium	17	228,967	228,967
Share based payment reserve	17	-	-
Other reserves	17	72,453	72,453
Profit and loss account	17	<u>196,016</u>	<u>175,894</u>
<b>SHAREHOLDERS' FUNDS</b>	22	<u>497,640</u>	<u>477,518</u>

The financial statements were approved the Board of Directors on 18.7.14 2014 and were signed on its behalf by:

J. Marshall  
J. Marshall - Director

**NOTES TO THE FINANCIAL STATEMENTS****1. ACCOUNTING POLICIES****Accounting convention**

A summary of the principal accounting policies is set out below all of which have been applied consistently throughout the year.

**Basis of preparation**

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

**Preparation of consolidated financial statements**

The Company has taken advantage of the exemption permitted by section 401 of the Companies Act 2006 not to prepare group financial statements on the grounds that group financial statements are prepared by the ultimate parent company. Consequently, the financial statements represent information about the Company as an individual undertaking rather than the group.

**Cash flow statement**

The Company has taken advantage of the exemption permitted by Financial Reporting Standard 1 (Revised) Cash Flow Statements, not to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking.

**Turnover**

Revenue is recognised to the extent that the Company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. The following criteria must also be met before revenue is recognised:

Sale of goods - Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of goods.

**Interest income**

Revenue is recognised as interest accrues using the effective interest method.

**Tangible fixed assets**

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost comprises the aggregated amount paid and the fair value of any other consideration given to acquire the asset and includes costs directly attributable to making the asset capable of operating as intended. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition, of each asset evenly over its expected useful life as follows:

Freehold buildings and long leasehold properties	2.5% - 5%
Plant and equipment:	
Machinery and equipment (Including cold drink equipment)	7% - 20%
Furniture and fixtures	10% - 20%
Vehicles	8% - 25%
Information technology equipment	20% - 33%

Short leasehold property improvements are depreciated over the term of the lease.

In specific cases higher depreciation rates are used, e.g. machinery subject to technological changes, and any machinery with a high obsolescence factor.

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the costs of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised directly in profit or loss in the period in which they are incurred.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****1. ACCOUNTING POLICIES (continued)****Stocks**

Stocks are valued at the lower of cost and net realisable value. Cost equals purchase price or production cost in the case of products manufactured by the Company. Production cost consists of material and direct labour costs together with a reasonable proportion of manufacturing overheads on the basis of normal activity level.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

**Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- provision is made for tax on gains arising from the disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold; and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

**Pension costs**

The Company operates a defined benefit pension scheme, which requires contributions to be made to an administered fund. The scheme was closed to new members in October 2005 from which time membership of a defined contribution plan is available.

The cost of providing benefits under the defined benefit plan is determined using the projected unit method, which attributes entitlement to benefits to the current period (to determine current service cost) and to the current and prior periods (to determine the present value of defined benefit obligations) and is based on actuarial advice. Past service costs are recognised in the profit and loss account on a straight-line basis over the vesting period or immediately if the benefits have vested. When a settlement or a curtailment occurs the change in the present value of the scheme liabilities and the fair value of the plan assets reflects the gain or loss which is recognised in the profit and loss account. Losses are measured at the date that the employer becomes demonstrably committed to the transaction and gains when all parties whose consent is required are irrevocably committed to the transaction.

The interest element of the defined benefit cost represents the change in present value of scheme obligations resulting from the passage of time, and is determined by applying the discount rate to the opening present value of the obligation, taking into account material changes in the obligation during the year. The expected return on plan assets is based on an assessment made at the beginning of the year of long-term market returns on scheme assets, adjusted for the effect on the fair value of plan assets of contributions received and benefits paid during the year. The difference between the expected return on plan assets and the interest cost is recognised in the profit and loss account as other finance income or expense. *Actuarial gains and losses are recognised in full in the statement of total recognised gains and losses in the period in which they occur.*

The defined benefit pension asset or liability in the balance sheet comprises the total for the scheme of the present value of the defined benefit obligation (using a discount rate based on high quality Government bonds that have been rated at AA or equivalent status), less any past service cost not yet recognised and less the fair value of plan assets out of which the obligations are to be settled directly. Fair value is based on market price information and in the case of quoted securities, is the published bid price. The value of a net pension benefit asset is limited to the amount that may be recovered either through reduced contributions or agreed refunds from the scheme.

Contributions to the defined contribution scheme are recognised in the profit and loss account in the period in which they become payable.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****1. ACCOUNTING POLICIES (continued)****Foreign currencies**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

**Operating leases**

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

**Taxation**

Current tax is provided at amounts expected to be paid using tax rates and laws that have been enacted at the balance sheet date.

**Provision for liabilities**

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation. The effect of the time value of money is not material and therefore the provisions are not discounted.

**Financial Instruments**

The Company uses financial instruments, in particular, forward exchange contracts and options, to manage the financial risks associated with the Company's underlying business activities and the financing of those activities.

The Company does not undertake any trading activity in financial instruments.

Forward exchange contracts and options are used to hedge foreign exchange exposures arising on forecast payments in foreign currencies. Upon maturity, gains and losses are taken to the profit and loss account.

**Investments in subsidiaries**

Company investments in subsidiary undertakings and fixed asset investments are held as fixed assets and are carried at cost, less any provision for impairment.

**Share Based Payment**

The Company adopted the provisions of FRS 20 "Share-based Payment" during 2007. On adoption, the Company recognised compensation expense for all share-based payment awards that were granted or awarded after 7 November 2002 and were outstanding, but not yet vested as of 1 January 2006.

FRS20 requires measurement at the date of grant of the fair value of all equity settled share awards that are expected to vest, including employee share options. Management measures the fair value using a Black-Scholes model, unless the awards are subject to market conditions, in which case a Monte Carlo simulation model is used. The Monte Carlo simulation model utilises multiple input variables to estimate the probability that market conditions will be achieved.

An expense is recognised on a straight line basis over the vesting period, after allowing for estimated forfeitures. Performance share units are only recognised when it becomes probable that the performance criteria specified in the plan will be achieved. As the Company's share-based payments involve equity instruments of the ultimate parent company, Coca-Cola Enterprises, Inc ("CCE, Inc"), a corresponding increase is recognised in equity as a contribution from the parent.

The Company pays a charge to CCE, Inc in respect of the cost of awards made to its employees based on the fair value at vesting, in the case of an award of shares, or exercise in the case of an award of options. These payments are charged directly to equity, as they represent a return of the capital contribution recognised at the grant date, up to the amount of that contribution, and a distribution thereafter.

**2. TURNOVER**

The Company has a single activity which is the marketing, production and distribution of non-alcoholic beverages in Great Britain.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****3. STAFF COSTS****a) Staff costs**

	2013 £'000	2012 £'000 Restated
Salaries and wages	153,720	163,366
Social security costs	19,694	18,239
Pension costs	30,205	25,336
	<u>203,619</u>	<u>206,941</u>

Included in pension costs are £23.9m (2012: £20.8m) in respect of defined benefit pension scheme and £6.3m (2012: £4.6m) in respect of the defined contribution pension scheme. Comparative figures have been restated for better representation purposes.

The average number of employees (including Directors) employed by the Company was:

	2013 Number	2012 Number
Production	1,139	1,153
Distribution and marketing	2,610	2,902
Administration	352	388
	<u>4,101</u>	<u>4,443</u>

**b) Directors' remuneration**

	2013 £'000	2012 £'000
Aggregate emoluments	1,349	1,725
Company contributions paid to a pension scheme	139	219
	<u>1,488</u>	<u>1,944</u>

Number of directors accruing benefits under defined benefit schemes	2	2
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	£'000	£'000
In respect of the highest paid director:		

Aggregate emoluments	<u>503</u>	<u>544</u>
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Contributions to a defined benefit scheme	<u>-</u>	<u>-</u>
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Accrued pension at the end of the year	<u>-</u>	<u>-</u>
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Accrued lump sum at the end of the year	<u>-</u>	<u>-</u>
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**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****4. OPERATING PROFIT**

	2013 £'000	2012 £'000
Operating profit is stated after charging:		
Depreciation on owned assets (see note 9)	59,406	62,970
Operating lease rentals - plant and machinery	19,224	19,071
- land and buildings	5,952	5,577
Foreign exchange gains	2,223	1,426
Auditors' remuneration (audit services only)	255	372

**5. INTEREST RECEIVABLE**

	2013 £'000	2012 £'000
Short-term loans and deposits	216	152
Group interest receivable	354	388
Other interest receivable	-	14
	<u>570</u>	<u>554</u>

**6. INTEREST PAYABLE**

	2013 £'000	2012 £'000
Bank overdraft and other short term borrowings	1	5
Ultimate parent company interest payable	556	586
Group interest payable	3,066	2,408
Other interest payable	23	-
	<u>3,646</u>	<u>2,999</u>
Less: Capitalised interest	685	-
Total interest payable	<u>2,961</u>	<u>2,999</u>

The aggregate amount of finance costs included in the cost of tangible fixed assets during the period totals to £685k. The amount of finance costs recognised in the profit and loss account during the period totals to £3m.

The Company uses a weighted average borrowing rate on all borrowings to determine the amount of finance costs directly attributable to the construction of fixed assets qualifying for capitalisation.



**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****7. TAXATION****Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows:

	2013 £'000	2012 £'000
Current tax:		
UK corporation tax	28,815	50,932
Deferred tax	<u>4,151</u>	<u>(10,997)</u>
Tax on profit on ordinary activities	<u>32,966</u>	<u>39,935</u>

UK corporation tax has been charged at 23.25% (2012: 24.5%).

Deferred tax includes the effect of enactment in July 2013 of the 20% tax rate effective from 1 April 2015.

**Factors affecting the current tax charge**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2013 £'000	2012 £'000
Profit on ordinary activities before tax	<u>236,973</u>	<u>258,660</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%)	55,088	63,364
Effects of:		
Expenses not deductible for tax purposes	279	584
Capital allowances for year in excess of depreciation	1,874	1,888
Utilisation of group relief	(15,149)	(15,016)
Adjustment for tax charge in respect of previous periods	(341)	(305)
Excess pension relief charged to Profit and Loss	(7,675)	-
Movement in short term timing differences: Share based payments	(2,181)	(2,692)
Movement in short term timing differences: Provisions	(3,080)	3,246
Other profit movement	<u>-</u>	<u>(137)</u>
Current tax charge	<u>28,815</u>	<u>50,932</u>

**Factors that may affect the future tax charges**

A reduction in the UK corporation tax rate from 24% to 23% took effect from 1 April 2013. A further reduction from 23% to 21% was substantively enacted in July 2013 and will be effective from 1 April 2014. The rate of UK corporation tax will further reduce to 20% from 1 April 2015. Accordingly, these rates have been applied in the measurement of the deferred tax assets and liabilities at 31 December 2013.

Based on current capital investment plans, the Company expects to continue to be able to claim capital allowances in excess of depreciation in future years.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****8. DIVIDENDS**

	2013 £'000	2012 £'000
Dividend paid £488.65 (2012: £519.36) per ordinary share	<u>175,000</u>	<u>186,000</u>

**9. TANGIBLE FIXED ASSETS**

	Land and Buildings £'000	Plant and equipment £'000	In course of construction £'000	Totals £'000
<b>Cost</b>				
At 1 January 2013	196,471	896,025	70,935	1,163,431
Additions	7,214	24,802	20,860	52,876
Transfer on completion	15,019	28,384	(43,403)	-
Disposals	<u>(2,337)</u>	<u>(18,103)</u>	<u>-</u>	<u>(20,440)</u>
At 31 December 2013	<u>216,367</u>	<u>931,108</u>	<u>48,392</u>	<u>1,195,867</u>
<b>Depreciation</b>				
At 1 January 2013	69,392	633,664	-	703,056
Charge for year	5,979	53,427	-	59,406
Disposals	<u>(2,062)</u>	<u>(13,445)</u>	<u>-</u>	<u>(15,507)</u>
At 31 December 2013	<u>73,309</u>	<u>673,646</u>	<u>-</u>	<u>746,955</u>
<b>Net Book Value</b>				
At 31 December 2013	<u>143,058</u>	<u>257,462</u>	<u>48,392</u>	<u>448,912</u>
At 31 December 2012	<u>127,079</u>	<u>262,361</u>	<u>70,935</u>	<u>460,375</u>

The net book value of land and building comprises:

	2013 £'000	2012 £'000
Land and buildings	128,517	125,076
Short leasehold improvements	<u>14,541</u>	<u>2,002</u>
Net book value	<u>143,058</u>	<u>127,078</u>

**10. COMPANY INVESTMENT IN SUBSIDIARY UNDERTAKINGS**

The Company holds 100% of the equity of the following company operating in Great Britain.

**Direct subsidiary undertaking**

Coca-Cola Enterprises Pension Scheme Trustee Limited

**Principal activity**

Trustee of the Coca-Cola Enterprises Pension Scheme

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****11. STOCKS**

	2013 £'000	2012 £'000
Raw materials and consumables	22,757	20,110
Finished goods and goods for resale	56,653	50,904
Sundry stocks	5,987	5,685
	<u>85,397</u>	<u>76,699</u>

The amount for finished goods and goods for resale shown above includes consignment stock at third party premises totalling £2.2m.

**12. DEBTORS**

	2013 £'000	2012 £'000
Amounts falling due within one year:		
Trade debtors	406,098	377,101
Amounts due from ultimate parent company	1,272	-
Amounts due from group undertakings	65,282	41,257
Other debtors	21	1,244
Prepayments	4,936	4,968
	<u>477,609</u>	<u>424,570</u>
Amounts falling due after more than one year:		
Prepayments	6,874	6,661
	<u>484,483</u>	<u>431,231</u>

Included within trade debtors above are the following amounts owed by related parties:

	2013 £'000	2012 £'000
Coca-Cola International Sales Limited	3,141	11
SA Coca-Cola Services NV	20,492	15,480
Beverages Services Limited	24	22
Waters & Robson Limited	-	419
Coca-Cola Bottlers Sales and Service Company LLC	145	242
	<u>23,802</u>	<u>16,174</u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2013 £'000	2012 £'000
Trade creditors	95,562	90,278
Amounts due to ultimate parent company	-	51,009
Loans due to group undertakings	201,113	100,251
Corporation tax	12,270	23,195
Social security and other taxes	4,571	5,970
VAT	43,701	42,535
Accruals and deferred income	<u>227,181</u>	<u>213,030</u>
	<u>584,398</u>	<u>526,268</u>

Accruals and deferred income include deferred revenue in relation to consignment stock totalling to £3.8m.

Included within Loans due to group undertakings are two loans from Bottling Great Britain Ltd. The loans were issued in 2013 for £199.7m.

Included within trade creditors and accruals above are the followings amounts due to related parties:

	2013 £'000	2012 £'000
Atlantic Industries Limited	409	4,828
Coca-Cola International Sales Limited	11	45
Varoise de Concentres S.A.S.	575	630
European Refreshments Limited	606	735
Waters & Robson	<u>351</u>	<u>-</u>
	<u>1,952</u>	<u>6,238</u>

**14. OPERATING LEASE COMMITMENTS**

At 31 December the Company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Plant and equipment	
	2013 £'000	2012 £'000	2013 £'000	2012 £'000
Expiring:				
Within one year	3,148	1,648	350	13
Between one and five years	692	3,075	6,395	10,457
In more than five years	<u>3,411</u>	<u>3,678</u>	<u>-</u>	<u>-</u>
	<u>7,251</u>	<u>8,401</u>	<u>6,745</u>	<u>10,470</u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****15. PROVISIONS FOR LIABILITIES**

	At 1 January 2013	Charged/ (released) to the profit and loss account	Utilised	At 31 December 2013
	£'000	£'000	£'000	£'000
Deferred taxation	27,832	(2,529)	-	25,303
Environmental costs	1,044	2,556	(1,722)	1,878
Onerous contracts	2,088	336	(305)	2,119
Insurance claims	2,815	868	(1,011)	2,672
Customer claims	2,364	798	(299)	2,863
	<u>36,143</u>	<u>2,029</u>	<u>(3,337)</u>	<u>34,835</u>

Included in the charge to the profit and loss account for deferred taxation, is a credit of £4.2m in relation to the tax rate change from 23% to 20% which was enacted in July 2013 and becomes effective 1 April 2015.

The net deferred tax liability recognised in the Balance sheet in relation to pensions is £5.8m. It is netted off against the pension asset in the balance sheet and therefore it is not part of the deferred tax balance of £25.3m shown above. An amount of £6.7m for deferred tax on pensions is included in the profit and loss account.

The provision in respect of environmental costs reflects the levy imposed on packaging waste. All of the associated outflows are estimated to occur within two years of the balance sheet date.

The provision in respect of onerous contracts reflects the costs on leasehold properties not utilised by the Company less amounts receivable under sub-leases. The associated outflows will occur over the remaining lease periods.

Provision for insurance claims is made in respect of claims notified, and for claims incurred but which have not yet been notified, based on advice from the Company's external insurance advisers. The associated outflows are estimated to arise over a period of up to five years from the balance sheet date.

The provision in respect of customer claims reflects expected costs to be incurred in respect of audits conducted by customers on invoicing and retrospective discounts from prior years.

	2013 £'000	2012 £'000
The total potential liability for deferred taxation is as follows:		
Accelerated capital allowances	26,272	32,096
Short term timing differences	<u>(969)</u>	<u>(4,264)</u>
	<u>25,303</u>	<u>27,832</u>

**16. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid: Number:	Class:	Nominal value:	2013 £'000	2012 £'000
358,130	Ordinary	£0.01	4	4
200,000	Deferred	£1.00	<u>200</u>	<u>200</u>
			<u>204</u>	<u>204</u>

The deferred shares carry no rights to vote or receive dividends and on a winding-up the holders are entitled only to receive payment of the amount paid up on the share after the repayment to each holder of an ordinary share of a sum of £5 per share.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****17. RESERVES**

	Profit and loss account £'000	Share premium £'000	Share based payment reserve £'000	Other reserves £'000	Totals £'000
At 1 January 2013	175,894	228,967	-	72,453	477,314
Profit for the year	204,007	-	-	-	204,007
Dividends paid (see note 8)	(175,000)	-	-	-	(175,000)
FRS 17 Actuarial gain on pension scheme (net)	333	-	-	-	333
FRS 20 Share based payments equity contribution from ultimate parent	-	-	4,782	-	4,782
FRS 20 Repayment of equity contribution	-	-	(4,782)	-	(4,782)
FRS 20 Distribution to ultimate parent company	(9,218)	-	-	-	(9,218)
At 31 December 2013	<u>196,016</u>	<u>228,967</u>	<u>-</u>	<u>72,453</u>	<u>497,436</u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****18. EMPLOYEE BENEFIT OBLIGATIONS**

The Coca-Cola Enterprises Pension Scheme ("the Scheme") is a defined benefit arrangement. A full actuarial valuation was carried out as at 5 April 2010 and updated to 31 December 2013 by a qualified independent actuary. The major assumptions used by the actuary were:

	2013	2012
	%	%
Discount rate	4.50	4.50
Expected return on scheme assets at the end of year	6.30	6.20
Rate of increases in salaries	3.50	3.50
Inflation assumption	3.50	2.75
Pension increases		
- Pension accrued before 6 July 2010	3.38	2.75
- Pension accrued after 5 July 2010	2.25	2.00

Mortality	S1 Normal base tables with 92 series projections based on members' birth year	
	2013	2012
Retiring today		
Males	86.9	86.5
Females	89.3	88.7
Retiring in 20 years		
Males	88.0	87.5
Females	90.7	89.9

**Recognised in the Balance Sheet:**

	2013	2012
	£'000	£'000
Plan assets at fair value:		
Equities	491,720	396,558
Gilts and bonds	213,352	197,953
Property	53,562	31,069
Other	45,282	46,638
Fair value of plan assets	803,916	672,218
Present value of funded obligations	(755,524)	(647,127)
Defined benefit pension scheme surplus	48,392	25,091
Deferred tax liability in respect of balance sheet surplus	(9,678)	(5,771)
Deferred tax asset in respect of pension spread	3,885	6,703
Total net deferred tax asset recognised within the pension balance sheet value	(5,793)	932
Net asset in the balance sheet	42,599	26,023

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****18. EMPLOYEE BENEFIT OBLIGATIONS (continued)****Recognised in the Profit and Loss account:**

	2013 £'000	2012 £'000
Current service cost	21,719	20,755
Past service cost	2,212	-
	<u>23,931</u>	<u>20,755</u>
Expected return on scheme assets	(42,039)	(38,505)
Interest cost	<u>29,304</u>	<u>28,147</u>
Other finance income	<u>(12,735)</u>	<u>(10,358)</u>
Total recognised in profit and loss account	<u>11,196</u>	<u>10,397</u>

**Taken to the Statement of Total Recognised Gains and Losses:**

	2013 £'000	2012 £'000
Actuarial gain /(loss)	<u>490</u>	<u>(40,933)</u>
Cumulative amount of actuarial losses	<u>(188,385)</u>	<u>(188,875)</u>

**Changes in the present value of the defined benefit obligation are as follows:**

	2013 £'000	2012 £'000
Present value of defined benefit obligation at beginning of the year	647,127	558,302
Service cost (employer cost)	21,719	20,755
Past service cost	2,212	-
Contributions by scheme participants	17	17
Interest cost	29,304	28,147
Actuarial loss on scheme liabilities	68,730	51,389
Benefits paid	<u>(13,585)</u>	<u>(11,483)</u>
Present value of defined benefit obligation at end of year	<u>755,524</u>	<u>647,127</u>

**Changes in the present value of the scheme assets are as follows:**

	2013 £'000	2012 £'000
Fair value of scheme assets at start of year	672,218	570,521
Contributions by employer	34,007	64,202
Contributions by scheme participants	17	17
Expected return on scheme assets	42,039	38,505
Actuarial loss/ (gain) on scheme assets	69,220	10,456
Benefits paid	<u>(13,585)</u>	<u>(11,483)</u>
Fair value of scheme assets at end of year	<u>803,916</u>	<u>672,218</u>



**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****18. EMPLOYEE BENEFIT OBLIGATIONS (continued)****History of assets, liabilities and actuarial gains and losses:**

	2013	2012	2011	2010	2009
	£'000	£'000	£'000	£'000	£'000
Fair value of scheme assets	803,916	672,218	570,521	538,529	425,651
Present value of defined benefit obligation	(755,524)	(647,127)	(558,302)	(482,781)	(453,011)
Surplus/(deficit) in the scheme	<u>48,392</u>	<u>25,091</u>	<u>12,219</u>	<u>55,748</u>	<u>(27,360)</u>
Experience gain on scheme liabilities					
Amount (£000's)	3,803	800	4,500	20,667	823
Percentage of the present value of the scheme liabilities	1%	0%	1%	4%	0%
Difference between the expected and actual return on scheme assets					
Amount (£000's)	69,220	10,456	(19,994)	25,965	39,284
Percentage of the present value of the scheme assets	9%	(2%)	(5%)	5%	9%

**Estimated contributions:**

The employer's best estimate of contributions to be paid to the scheme by the Company next year is £21.8m. The employer's best estimate of contributions to be paid to the scheme by employees next year is £16k.

**19. ULTIMATE PARENT COMPANY**

The Company's immediate parent company is Coca-Cola Enterprises Great Britain Limited. The Company's ultimate UK parent company continues to be Bottling Great Britain Limited. The Company's ultimate parent undertaking and controlling party is Coca-Cola Enterprises, Inc., a corporation incorporated in the United States of America. Copies of the group financial statements of Coca-Cola Enterprises Inc. are available from 2500 Windy Ridge Parkway, Atlanta, Georgia 30339.

**20. CONTINGENT LIABILITIES**

As at 31 December 2013 the Company has a duty deferment guarantee of £200k (2012: £200k) with HMRC - Customs and Excise for the import of raw materials and consumables.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****21. RELATED PARTY DISCLOSURES**

In accordance with Financial Reporting Standard 8, Related Party Disclosures, The Coca-Cola Company is considered to be a related party, as a consequence of its franchisor relationship with Coca-Cola Enterprises, Inc.

The Company has not disclosed transactions with related parties that are part of the Bottling Great Britain group of companies as permitted by the above standard.

Material transactions during the year with The Coca-Cola Company and its subsidiary and associate undertakings are detailed below.

Company	Nature of transaction	2013	2012
		£'000	£'000
		Income/ (Expenditure)	Income/ (Expenditure)
Atlantic Industries Limited	Product concentrate	(510,982)	(487,667)
Varoise de Concentres S.A.S	Product concentrate	(5,492)	(7,107)
Coca-Cola International Sales Limited	Raw Materials	(2,486)	(3,375)
Waters & Robson Limited	Raw Materials	(1,362)	(1,800)
European Refreshments Limited	Finished goods	(10,254)	(10,333)
Coca-Cola Bottlers' Sales & Services Company LLC	Marketing support	(70)	(75)
SA Coca-Cola Services NV	Marketing Support	49,529	62,852

**22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2013	2012
	£'000	£'000
Profit for the financial year	204,007	218,725
Dividends (see note 8)	(175,000)	(186,000)
	29,007	32,725
Other recognised (losses) and gains relating to the year (net)	333	(34,892)
FRS 20 Share based payments equity contribution from ultimate parent	4,782	4,057
FRS 20 Repayment of equity contribution	(4,782)	(6,661)
FRS 20 Distribution to ultimate parent company	(9,218)	(8,404)
<b>Net addition to shareholders' funds</b>	20,122	(13,175)
Opening shareholders' funds	477,518	490,693
<b>Closing shareholders' funds</b>	497,640	477,518

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****23. SHARE-BASED PAYMENT****Share-Based Payment Awards Prior to the Transaction**

The Company participated in the Coca-Cola Enterprises Inc. (Legacy CCE) share-based compensation plans that provided for the granting of non-qualified share options and restricted shares (units) to certain executives and management level employees. Some of these awards contained performance or market conditions that were based on the stock price or performance of the Legacy CCE.

On the effective date of the Transaction, where Coca-Cola Enterprises Limited became a subsidiary of the new ultimate parent company, Coca-Cola Enterprises, Inc. ("CCE, Inc."), employees had their Legacy CCE share-based awards converted into share-based payment awards in new CCE, Inc. Such awards were converted in a manner that provided the employee with the same intrinsic value as the Legacy CCE shares had immediately prior to the effective date of the Transaction. Service vesting requirements of converted share-based awards still need to be satisfied for the awards to vest. On October 1, 2010, the outstanding Legacy CCE awards were converted to approximately 0.7 million share options and 0.6 million restricted shares (units) in CCE, Inc.

**Share-Based Payment Awards following the Transaction**

The Company maintains share-based compensation plans that provide for the granting of non-qualified share options and restricted shares (units), some with performance conditions, to certain executive and management level employees. We believe that these awards better align the interests of our employees with the interests of our shareowners. The share based payment schemes in place are an Employee Share Plan, a Share Options Plan, and a Restricted Shares Plan. The charge for the year ended 31 December 2013 for all non Employee Share Plan awards was £4.8m (2012: £4.1m) and the recharge by Coca-Cola Enterprises, Inc. recognised directly in the Share Based Payment Reserve was £14.0m (2012: £15.1m).

**Employee Share Plan**

The former Coca-Cola Enterprises Limited UK Employee Share Plan which had operated since March 2001 and had been approved by HM Revenue and Customs was closed in September 2010 as a result of the corporate restructure connected to the transaction between the Coca-Cola Company and Coca-Cola Enterprises, Inc., Coca-Cola Enterprises Limited's parent company.

In November 2010 HM Revenue and Customs approval was received to open a new Share Plan, the Coca-Cola Enterprises Limited UK Employee Share Plan. The plan was opened to employees in December 2010 and operates in the same way as the former plan. Under the new plan employees have the opportunity to purchase Coca-Cola Enterprise, Inc. shares (partnership shares) out of pre-tax salary up to a maximum value of £1,500 per year. For each share purchased by the employee the Company provides a free matching share. During the 2013 financial year 93,322 (2012: 128,042) matching shares were purchased by the Trustee of the Plan at a cost to the Company of £2.25m (2012: £2.3m).

The following table illustrates the number of, and movements in, matching shares during the year:

	2013 Number	2012 Number
<b>Outstanding as at 1 January</b>	268,021	155,648
<b>Movements during the year</b>		
Purchased	93,322	128,042
Forfeited	(1,639)	(10,258)
Sold	(36,090)	(5,111)
Transferred	(2,551)	(300)
<b>Outstanding as at 31 December</b>	<b>321,063</b>	<b>268,021</b>
<b>Exercisable at 31 December</b>	<b>5,332</b>	<b>-</b>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****23. SHARE-BASED PAYMENT (continued)****Share Options**

Share options (1) are granted with exercise prices equal to or greater than the fair value of CCE, Inc. stock on the date of grant; (2) generally vest over a period of 36 months; and (3) expire 10 years from the date of grant. Some of the share options granted contained market conditions that require the share price to increase for a defined period (25 percent for one-half of the award to vest and 50 percent for the other one-half of the award to vest). Generally, when options are exercised, CCE, Inc. issue new shares, rather than issuing treasury shares. Options are normally treated as forfeited if the employee leaves the Company before the options vest.

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:

	2013 Number	WAEP (1)	2012 Number	WAEP (1)
<b>Outstanding as at 1 January</b>	968,171	\$25.31	1,105,630	\$23.09
<b>Movements during the year</b>				
Granted	224,932	\$41.73	224,432	\$30.79
Forfeited	(7,643)	\$28.01	(1,724)	\$25.39
Exercised (2)	(239,760)	\$23.09	(359,053)	\$21.90
Expired	(2,333)	\$21.80	(875)	\$21.80
Cancelled	-	-	(239)	\$26.10
<b>Outstanding as at 31 December</b>	<u>943,367</u>	<u>\$29.78</u>	<u>968,171</u>	<u>\$25.31</u>
Exercisable at 31 December (3)	523,750	\$24.82	541,719	\$22.92

(1) Weighted Average Exercise Price at date of grant

(2) Weighted Average Share Price at date of exercise was \$37.76 (2012: \$28.76)

(3) Weighted Average Remaining Contractual Life at 31 December 2013 was 7.84 (2012: 7.80)

**Restricted Shares (Units) & Performance Shares (Units)**

Restricted shares (units) generally vest upon continued employment for a period of at least 42 months and the attainment of certain share price or performance targets. Certain of the restricted shares (units) expire five years from the date of grant if the share price or performance targets have not been met. The restricted share awards entitle the participant to full dividends and voting rights where as restricted share unit awards entitle the participant to hypothetical dividends (which vest, in some cases, only if the restricted share units vest), but not voting rights. Unvested restricted shares (units) are restricted as to disposition and subject to forfeiture.

Some of the restricted shares (units) granted were performance share units for which the ultimate number of shares earned will be determined at the end of a three-year performance period. These performance share units are subject to the performance criteria of compounded annual growth in net income per share over the performance period, as adjusted for certain items detailed in the plan document. The purpose of the adjustments is to ensure a consistent year-over-year comparison of the specified performance criteria.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****23. SHARE-BASED PAYMENT (continued)**

The following table illustrates the number and weighted average prices (WAP) of, and movements in, share awards during the year:

	2013 Number	WAP (1)	2012 Number	WAP (1)
<b>Outstanding as at 1 January</b>				
Granted	<u>921,316</u>		<u>1,374,607</u>	
	<u>921,316</u>	\$24.99	<u>1,374,607</u>	\$23.00
<b>Movements during the year</b>				
Granted	186,284	\$40.70	190,785	\$30.86
Forfeited	(26,795)	\$27.40	(15,780)	\$23.12
Vested (2)	(460,162)	\$22.76	(575,255)	\$22.13
Cancelled	<u>(51,461)</u>	\$29.36	<u>(53,041)</u>	\$26.05
<b>Outstanding as at 31 December</b>	<u>569,182</u>	\$31.45	<u>921,316</u>	\$24.99

(1) Weighted Average Price at date of award

(2) Weighted Average Price at date of vesting was \$37.53 (2012: \$30.25)