

WILKINSON SWORD LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

TUESDAY



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COMPANIES HOUSE

WILKINSON SWORD LIMITED

COMPANY INFORMATION

DIRECTORS	D P Hatfield (appointed 29 June 2015) M R Shanbhag (appointed 29 June 2015) S J Sheldon (appointed 29 June 2015) M A Brennan (resigned 29 June 2015) R Baht (resigned 29 June 2015) C A Hutchinson (resigned 29 June 2015)
REGISTERED NUMBER	00029311
REGISTERED OFFICE	Sword House Totteridge Road High Wycombe Bucks HP13 6DG
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditor The Atrium 1 Harefield Road Uxbridge Middlesex UB8 1EX

WILKINSON SWORD LIMITED

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WILKINSON SWORD LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

The directors present their Annual Report, consisting of the Strategic Report and the Directors' Report, and the audited financial statements of Wilkinson Sword Limited ("the company") for the year ended 30 September 2015

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

During the year, the company's original ultimate parent company (Energizer Holdings Inc) split its operations into two separate independent publicly traded companies, Energizer Holdings Inc and Edgewell Personal Care Co. The company and its immediate parent company (Energizer Holdings UK Company Limited) are now part of the Edgewell Personal Care Co group of companies ("Group")

As part of this group restructure, which took place on 1 June 2015, part of the trade of Energizer Group Limited ("EGL"), a fellow subsidiary of Energizer Holdings UK Company Limited prior to the restructure, was transferred to the company at book value (refer to Note 2 for additional information). Subsequent to that date, the principal activities of the company were the sale and distribution of wet shave and skincare products. Prior to 1 June 2015 the company was dormant.

The external commercial environment is expected to remain competitive in the next financial year. The company continues to seek opportunities to increase sales, market share, profit and maximise future opportunities.

PRINCIPAL RISKS AND UNCERTAINTIES

Risk associated with global economic conditions

Unfavourable economic conditions and uncertainty about future economic prospects could reduce customer demand for our products as a result of a reduction in discretionary spending or a shift of purchasing patterns to lower-cost options. Declining financial performance by our retailer customers could impact their ability to pay us on a timely basis, or at all. Declining economic conditions could harm our sales and profitability.

If the company cannot continue to develop new products in a timely manner and at favourable margins, the company may not be able to compete effectively

The wet shave and skin care industries have been notable for the pace of innovations in product life, product design and applied technology and our success depends on future innovations. New product introductions in categories where we have existing products will likely also reduce the sales of our existing products. Our research and development may not result in successful products or innovation that will recover the costs of such investments. If we fail to develop and launch successful new products, or fail to reduce our cost structure to a competitive level, we may be unable to grow our business and compete successfully.

Competition may hinder our ability to execute our business strategy, achieve profitability, or maintain relationships with existing customers

The industries in which the company operates are mature and highly competitive. Because of this, our retail customers frequently seek to obtain pricing concessions or better trade terms, resulting in either reduction of our margins or a reduction in our working capital. Competition is based upon brand perceptions, product performance and innovation, customer service and price. If we fail to remain competitive on all these levels, we may lose market share and product awareness to our competitors.

Loss of reputation of our leading brands or failure of our marketing plans could have an adverse effect on our business

We depend on the continuing reputation and success of our brands, particularly Wilkinson Sword. Our operating results could be adversely affected if one of our leading brands suffers damage to its reputation due to real or perceived quality issues. Further, the success of these brands can suffer if our marketing plans or new product offerings do not have the desired impact on our brand's image or ability to attract and retain customers. Further, a boycott or other campaign critical of one or more of our brands, through social media or otherwise, could negatively impact product sales.

Loss of any of our principal customers could significantly decrease our sales and profitability

Generally, sales to our top customers are made pursuant to purchase orders and we do not have supply

WILKINSON SWORD LIMITED

STRATEGIC REPORT (continued) FOR THE YEAR ENDED 30 SEPTEMBER 2015

agreements or guarantees of minimum purchases from them. As a result, these customers may cancel their purchase orders or decrease their level of purchases at any time. This potential loss of volume would have a significant impact on our sales and profitability.

A failure of a key information technology ("IT") system could adversely impact our ability to conduct business

We rely extensively on IT systems, including some which are managed by third-party service providers, in order to conduct business. These IT systems could be damaged or cease to function properly due to the poor performance or failure of third-party service providers, catastrophic events, power outages, security breaches, network outages, failed upgrades or other similar events. If our business continuity plans do not effectively resolve such issues on a timely basis, we may suffer interruptions in conducting our business which may adversely impact our operating results.

The business is subject to regulation

The manufacture, packaging, labeling, storage, distribution, advertising and sale of our products are subject to extensive regulation. New or more restrictive regulations could have an adverse impact on our business. Additionally, a finding that we are in violation of, or not in compliance with, applicable laws or regulations could subject us to material civil remedies. Even if a claim is unsuccessful, is not merited or is not fully pursued, the negative publicity surrounding such assertions could jeopardise our reputation and brand image.

Changes in production costs, including raw material prices, could erode the company's profit margins

Pricing and availability of raw materials, energy, shipping and other services needed for our business can be volatile due to general economic conditions, labour costs, production levels, import duties and tariffs and other factors beyond our control. Historically, cost increases have been partially offset by price increases, however there is no certainty that the company will be able to offset future cost increases in this manner.

The company's manufacturing facilities or supply channels may be subject to disruption from events beyond our control

Operations of the ultimate parent company's or third party manufacturing and packaging facilities worldwide may be subject to disruption for a variety of reasons, including availability of raw materials, work stoppages, industrial accidents, disruption in logistics, loss or impairment of key manufacturing sites, product quality or safety issues, trade disputes between countries in which we have operations, such as the U.S. and China, acts of war, terrorism and natural disasters. If major disruption were to occur, it could result in delayed shipments of products to customers or suspension of operations. The company maintains business interruption insurance to potentially mitigate the impact of potential business interruption.

We may not be able to attract, retain and develop key personnel

Our future performance depends in significant part upon the continued service of our executive officers and other key personnel. The loss of the service of key personnel could have a material adverse effect on our business, prospects, financial condition and results of operations. Our success also depends on our continuing ability to attract, retain and develop highly qualified personnel. Competition for such personnel is intense and there can be no assurance that we can retain and motivate our key employees or attract and retain other highly qualified personnel in the future.

FINANCIAL KEY PERFORMANCE INDICATORS (KPIs)

The main KPIs used by the directors to assess the performance of the business are Gross Margin percentage (GM%), Operating Profit percentage (OP%) and Days Sales Outstanding (DSO). As the company was dormant in the prior year it is not felt appropriate to provide comparative KPIs' information.

	2015
GM%	30%
DSO	54 days
OP%	1%

WILKINSON SWORD LIMITED

**STRATEGIC REPORT (continued)
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

FINANCIAL RISK MANAGEMENT

The credit risk, liquidity risk and cash flow risk are deemed low due to financing being obtained from Group undertakings

The company has implemented policies that require appropriate credit checks on potential customers before sales are made

Treasury and financial risk management are conducted at a corporate level and further details can be found in Section 1A of Edgewell Personal Care Co 's annual report, which does not form part of this report

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



S J Sheldon
Director

Date 4th July 2016

WILKINSON SWORD LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

The directors present their report and the audited financial statements of the company for the year ended 30 September 2015

RESULTS AND DIVIDENDS

The profit for the financial year amounted to £128,000 (2014 - £Nil)

On 28 May 2015, following the directors making a solvency statement under section 643 of the Companies Act 2006, the Ordinary Shares were reduced from £0 20 nominal value to £0 0000000381 and the resulting excess share capital transferred to Profit & Loss reserves together with the Share Premium account (see Notes 14 and 16)

DIRECTORS

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

D P Hatfield (appointed 29 June 2015)
M R Shanbhag (appointed 29 June 2015)
S J Sheldon (appointed 29 June 2015)
M A Brennan (resigned 29 June 2015)
R Baht (resigned 29 June 2015)
C A Hutchinson (resigned 29 June 2015)

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

During the year qualifying third party indemnity provisions for the directors were provided by Edgewell Personal Care Co , the ultimate parent company. Such qualifying third party indemnity provisions remain in force as at the date of approval of the financial statements.

MATTERS COVERED IN THE STRATEGIC REPORT

The directors' assessment of the company's principal risks and uncertainties and financial risk management is set out in the Strategic Report.

WILKINSON SWORD LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

DIRECTORS' RESPONSIBILITIES STATEMENT

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

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

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

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

DISCLOSURE OF INFORMATION TO AUDITORS

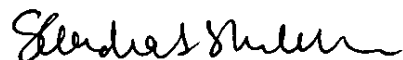
Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that 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

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

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



S J Sheldon
Director

Date 4th July 2016

WILKINSON SWORD LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILKINSON SWORD LIMITED

Report on the financial statements

Our opinion

In our opinion, Wilkinson Sword Limited's financial statements (the "financial statements")

- give a true and fair view of the state of the company's affairs as at 30 September 2015 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
-

What we have audited

The financial statements, included within the Annual report and Financial Statements (the "Annual Report"), comprise

- the balance sheet as at 30 September 2015,
- the profit and loss account for the year then ended, and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, and applicable law (United Kingdom Generally Accepted Accounting Practice)

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

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

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

We have no exceptions to report arising from this responsibility

Directors' remuneration

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

WILKINSON SWORD LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WILKINSON SWORD LIMITED

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

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) ("ISAs (UK & Ireland)") Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

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

What an audit of financial statements involves

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

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

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both

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



HITESH HARIA (Senior statutory auditor)

for and on behalf of
PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditor
Uxbridge

Date 4th July 2016

WILKINSON SWORD LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

	Note	2015 £000	2014 <i>Unaudited</i> £000
TURNOVER	3	19,901	-
Cost of sales		(13,869)	-
		<hr/>	<hr/>
GROSS PROFIT		6,032	-
Selling and distribution costs		(5,432)	-
Administrative expenses		(420)	-
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	4	180	-
Tax on profit on ordinary activities	7	(52)	-
		<hr/>	<hr/>
PROFIT FOR THE FINANCIAL YEAR	17	128	-
		<hr/>	<hr/>

All amounts relate to continuing operations (see Note 2)

There were no recognised gains and losses for 2015 or 2014 other than those included in the Profit and Loss Account

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents

The notes on pages 10 to 23 form part of these financial statements

WILKINSON SWORD LIMITED
REGISTERED NUMBER: 00029311

BALANCE SHEET
AS AT 30 SEPTEMBER 2015

	Note	£000	2015 £000	2014 Unaudited £000
FIXED ASSETS				
Tangible assets	8		613	-
Investments	9		40,349	-
			<u>40,962</u>	<u>-</u>
CURRENT ASSETS				
Stocks	10	239	-	-
Debtors	11	15,900	5,643	-
Cash at bank and in hand		11,381	-	-
		<u>27,520</u>	<u>5,643</u>	
CREDITORS: amounts falling due within one year	12	(22,179)	-	-
NET CURRENT ASSETS			<u>5,341</u>	<u>5,643</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>46,303</u>	<u>5,643</u>
CAPITAL AND RESERVES				
Called up share capital	14		-	5,246
Share premium account	16		40,349	360
Share options reserve	16		183	-
Profit and loss account	16		5,771	37
TOTAL SHAREHOLDERS' FUNDS	17		<u>46,303</u>	<u>5,643</u>

The financial statements on pages 8 to 23 were approved and authorised for issue by the board and were signed on its behalf by



S J Sheldon
Director

Date 4th July 2016

The notes on pages 10 to 23 form part of these financial statements

WILKINSON SWORD LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

The financial statements present information about Wilkinson Sword Limited as an individual company and do not contain consolidated financial information as the parent of a group. The results of the company and its subsidiaries are included in the consolidated financial statements of Edgewell Personal Care Co., a company incorporated in the USA ("the Group"). The company considers those financial statements, prepared under US Generally Accepted Accounting Practices, to be equivalent to the requirements of the 7th EU Directive in all material respects and has therefore taken advantage of the Companies Act 2006 section 401 and not prepared consolidated financial statements.

The following accounting policies have been applied consistently throughout the year in dealing with items which are considered material in relation to the company's operations.

1.2 Going concern

These financial statements have been prepared on a going concern basis. The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Turnover

Turnover represents invoiced amounts for branded and private label personal care products (stated net of value added tax), and is generated solely in the United Kingdom. Turnover is recognised when the goods are delivered to the customer which is when title to the product passes to the customer, and is presented net of trade discounts.

1.5 Tangible assets and depreciation

Tangible assets are stated at cost less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible assets is provided at rates calculated to write off the cost of those assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant and machinery	-	3 to 15 years straight line
Fixtures and fittings	-	15 years straight line

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment. Investment value impairment reviews are carried out annually.

WILKINSON SWORD LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES (continued)

1.7 Stocks

The company does not hold stock as products are purchased on a just in time basis once a sale has been made. The stock balance at the year end represents goods in transit but not yet delivered to the customer, and is stated at purchase cost.

1.8 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.9 Research and development

Development costs are capitalised within intangible assets where they can be identified with a specific product or project anticipated to produce future benefits, and are amortised on the straight line basis over the anticipated life of the benefits arising from the completed product or project.

Deferred research and development costs are reviewed annually, and where future benefits are deemed to have ceased or to be in doubt, the balance of any related research and development is written off to the Profit and Loss Account.

WILKINSON SWORD LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. ACCOUNTING POLICIES (continued)

1.10 Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable in the period in respect of services rendered are recognised as an expense. Differences between contributions payable in the period and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

1.11 Related parties transactions

The company has made use of the exemption contained in paragraph 3(c) of FRS 8, not to disclose related party transactions with other group companies, as it is a wholly owned subsidiary of a company, Edgewell Personal Care Co, which prepares consolidated financial statements incorporating those transactions.

1.12 Share-based payments

The company has applied the requirements of FRS 20, "Share-based Payments".

The Group issues equity-settled share based payment awards to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions, with a corresponding increase in the profit and loss reserve.

Fair value is measured using the Black-Scholes pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Employer's National Insurance is recognised at the current rates on the potential gain on these equity instruments.

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

2. ACQUISITION OF BUSINESS

On 1 June 2015, as part of an internal reorganisation detailed in the Strategic Report, the company acquired part of the business and assets and liabilities of a company under common ownership, Energizer Group Limited ("EGL"), at book value of £8,867,000, which was settled through an inter-company loan. Prior to this acquisition, the company was dormant.

An analysis of the assets and liabilities acquired is as follows:

	£000
Tangible assets	571
Trade, other debtors and prepayments	18,134
Cash at bank and in hand	3,745
Trade creditors	(1,010)
Accruals and deferred income	(12,573)
Total assets and liabilities acquired	8,867
Consideration	(8,867)
Goodwill arising	-

3. TURNOVER

The whole of the turnover is attributable to the company's principal activity.

All turnover arose within the United Kingdom.

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities before taxation is stated after charging (crediting):

	2015 £000	2014 Unaudited £000
Depreciation of tangible assets - owned by the company	14	-

During the year, no director received any emoluments (2014 - £Nil).

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

5. AUDITORS' REMUNERATION

	2015	2014
	£000	<i>Unaudited</i>
		£000
Fees payable to the company's auditors and their associates for the audit of the company's financial statements	30	-

6. STAFF COSTS

Staff costs were as follows

	2015	2014
	£000	<i>Unaudited</i>
		£000
Wages and salaries	1,468	-
Social security costs	175	-
Other pension costs (Note 18)	82	-
Equity-settled share-based payments (Note 15)	183	-
	1,908	-

The average monthly number of employees, including the directors, during the year was as follows

	2015	2014
	No.	<i>Unaudited</i>
		No
Commercial	8	-
Marketing	6	-
Supply chain and customer service	3	-
Administration and support	7	-
	24	-

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

6. STAFF COSTS (continued)

Until the group restructure outlined in the Strategic Report, the directors' remuneration was paid by Energizer Group Limited on behalf of the company. Details of the remuneration for the directors are disclosed within the financial statements of Energizer Group Limited. No recharge has been made to the company and it is not possible to identify separately the amount of remuneration in respect of this company. Subsequent to 1 June 2015, the directors' remuneration was paid by Edgewell Personal Care Co. No recharge has been made to the company and it is not possible to identify separately the amount of remuneration in respect of this company. Details of the remuneration for the directors are disclosed within the financial statements of Edgewell Personal Care Co.

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Analysis of tax charge for the year		
Current tax (see Note below)		
UK corporation tax charge on profit for the year	101	-
Deferred tax (see Note 13)		
Origination and reversal of timing differences	(49)	-
Tax on profit on ordinary activities	52	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2014 - the same as) the standard rate of corporation tax in the UK of 20.5% (2014 - 22%). The differences are explained below.

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Profit on ordinary activities before taxation	180	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.5% (2014 - 22%)	37	-
Effects of:		
Expenses not deductible for tax purposes	2	-
Depreciation for year in excess of capital allowances	3	-
Short term timing difference leading to an increase in taxation	22	-
Disallowable share option expense	37	-
Current tax charge for the year (see note above)	101	-

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015**

7. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

Factors that may affect future tax charges

The Finance Act 2013, which was enacted on 17 July 2013, included legislation reducing the main UK corporation tax rate from 21% to 20%, effective from 1 April 2015. The financial statements reflect this change.

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 on 26 October 2015. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017 and to 18% from 1 April 2020. As the changes had not been substantively enacted at the balance sheet date, their effects are not included in these financial statements.

8. TANGIBLE FIXED ASSETS

	Plant and machinery £000	Fixtures and fittings £000	Total £000
Cost			
At 1 October 2014 (unaudited)	-	-	-
Additions	146	481	627
At 30 September 2015	146	481	627
Accumulated depreciation			
At 1 October 2014 (unaudited)	-	-	-
Charge for the year	11	3	14
At 30 September 2015	11	3	14
Net book value			
At 30 September 2015	135	478	613
<i>At 30 September 2014 (unaudited)</i>	-	-	-

WILKINSON SWORD LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 SEPTEMBER 2015

9. INVESTMENTS

	Investments in subsidiary companies £000
Cost or valuation	
At 1 October 2014 (unaudited)	-
Additions	40,349
At 30 September 2015	40,349
Net book value	
At 30 September 2015	40,349
At 30 September 2014 (unaudited)	-

The directors believe that the carrying value of the investments is supported by their underlying net assets

As part of the group restructure outlined within the Strategic Report, the company acquired the capital held by Energizer Holdings UK Company Limited in Personna International UK Limited, Personna International CZ S R O and Edgewell Personal Care UK Limited, in exchange for an increased investment in the company

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
Personna International UK Limited	Ordinary	100 %
Edgewell Personal Care UK Limited	Ordinary	100 %
Personna International CZ S R O	Ordinary	100 %

The aggregate of the share capital and reserves as at 30 September 2015 and of the profit for the financial year ended on that date for the subsidiary undertakings were as follows

Name	Aggregate of share capital and reserves £000	Profit £000
Personna International UK Limited	993,820	314,331
Edgewell Personal Care UK Limited	25,277,511	2,117,924
Personna International CZ S R O	17,259,121	1,355,717

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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10. STOCKS

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Finished goods	239	<i>-</i>

11. DEBTORS

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Trade debtors	14,016	<i>-</i>
Amounts owed by group undertakings	1,577	<i>5,643</i>
Prepayments and accrued income	258	<i>-</i>
Deferred tax asset (see Note 13)	49	<i>-</i>
	15,900	<i>5,643</i>

**12. CREDITORS:
Amounts falling due within one year**

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Trade creditors	1,093	<i>-</i>
Amounts owed to group undertakings	5,018	<i>-</i>
Corporation tax	101	<i>-</i>
Other taxation and social security	2,834	<i>-</i>
Other creditors	19	<i>-</i>
Accruals and deferred income	13,114	<i>-</i>
	22,179	<i>-</i>

Amounts owed to group undertakings are interest free, unsecured and are repayable on demand

13. DEFERRED TAX

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
At beginning of year	-	<i>-</i>
Credit for year (Note 7)	49	<i>-</i>
	49	<i>-</i>

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13. DEFERRED TAX (continued)

The deferred taxation balance is made up as follows

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Accelerated capital allowances	148	-
Pension payment	(21)	-
Timing differences relating to share option expense	(176)	-
	(49)	-

14. CALLED UP SHARE CAPITAL

	2015	<i>2014</i>
	£000	<i>Unaudited</i>
		<i>£000</i>
Allotted, called up and fully paid		
6,350,000 Ordinary shares of £0 20 each	-	1,270
19,882,283 Non-Voting 'A' Ordinary shares of £0 20 each	-	3,976
6,350,003 Ordinary shares of £0 0000000381 each	-	-
19,882,283 Non-Voting 'A' Ordinary shares of £0 0000000381 each	-	-
	-	5,246

During the year the nominal value of each of the issued Ordinary shares and Non-Voting 'A' Ordinary shares were reduced from £0 20 to £0 0000000381

Subsequent to this, 3 Ordinary shares were issued at a premium of £13,449,545 per share (Note 16)

The Non-Voting 'A' Ordinary shares rank *pari passu* in all respects with the Ordinary shares except that the holders of the former shares are not entitled to vote at general meetings and on any issue of shares (not being Preference shares) by way of capitalisation, are only entitled to receive further Non-Voting 'A' Ordinary shares

15. SHARE BASED PAYMENTS

Edgewell Personal Care Co has two share-based compensation plans - the Second Amended and Restated 2009 Incentive Stock Plan (the "2009 Plan") and the Incentive Stock Plan. The Incentive Stock Plan was superseded by the 2009 Plan, and new awards granted after January 2009 have been issued under the 2009 Plan. The 2009 Plan provides for the award of restricted stock, Restricted Stock Equivalents ("RSE") or options to purchase Edgewell Personal Care Co's common stock to directors, officers and employees of the Group. The maximum number of shares authorised for issuance under the 2009 Plan is 12.0 million, of which 3.7 million were available for future awards as of 30 September 2015.

Options are granted at the market price on the grant date and generally vest ratably over three to seven years. These awards typically have a maximum term of ten years. Restricted stock and RSE awards may also be granted. Option shares and prices, and restricted stock and RSE awards are adjusted in conjunction with stock splits and other recapitalisations, including the group restructure referred to in Note

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**NOTES TO THE FINANCIAL STATEMENTS
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15. SHARE BASED PAYMENTS (continued)

2, so that the holder is in the same economic position before and after these equity transactions

In accordance with FRS 20 "Share-based Payment", the company uses the straight-line method of recognising compensation cost. Total compensation costs charged to the profit and loss account for the company's share-based compensation arrangements was £182,675 (2014 - £Nil). Restricted stock issuances and shares issued for stock options exercises under the Group's share-based compensation programme are generally issued from treasury shares.

RSE

The following table summarises RSE activity during 2015 in respect of employees of the company

	2015		2014 Unaudited
	Number of	Weighted	Number of
	shares	average grant	shares
		date fair value	Weighted
		£	average grant
			date fair value
			£
Non-vested at 1 October 2014	-	-	-
Pre-separation non-vested at 30 June 2015	-	-	-
Post-separation non-vested at 1 July 2015	34,364	65.44	-
Granted	13,116	62.87	-
Vested	-	-	-
Cancelled	(1,017)	65.44	-
Non-vested at 30 September 2015	46,463	64.75	-

The weighted-average fair value for RSE granted in 2015 was £62.87 (2014 - £Nil). Fair value was based upon the closing Energizer Holdings Inc / Edgewell Personal Care Co (as applicable) stock price at the date of award.

Options

When valuing new grants, Edgewell Personal Care Co uses an implied volatility, which reflects the expected volatility for a period equal to the expected life of the option.

The following table summarises stock option activity in respect of employees of the company

	2015		2014 Unaudited
	Number of	Weighted	Number of
	shares	average	shares
		exercise	Weighted
		price	average
		£	exercise price
			£
Outstanding at 1 October 2014	-	-	-
Granted	24,331	65.17	-
Exercised	-	-	-
Outstanding at 30 September 2015	24,331	65.17	-
Unvested	24,331	65.17	-
Exercisable at 30 September 2015	-	-	-

WILKINSON SWORD LIMITED

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15. SHARE BASED PAYMENTS (continued)

The following table summarises the range of exercise prices and weighted average price for the options

Exercise price	Weighted average exercise price	2015 Number of shares	Weighted average remaining life (Years)	
			Expected	Contractual
£	£			
65.17	65.17	24,331	5.8	9.8

Options are granted in USD and have been translated into GBP using the average rate for the year. The ranges used in the table above relate to the sterling equivalent of each USD grant price.

The fair value of services received in return for share options granted were measured by reference to the fair value of share options granted. The options issued were valued using the Black - Scholes model using the following assumptions:

Date of grant	7 June 2015
Expected option life	6 years
Share price at date of grant	\$100.68
Exercise price	\$100.68
Expected volatility*	25%
Expected dividend yield**	-
Risk free rate***	1.94%
Fair value at date of grant	\$28.77

*Expected volatility is based on analysis of the Energizer Holdings Inc / Edgewell Personal Care Co historical share price movement for the previous 6 years.

**Dividend yield is based on the assumption that Edgewell Personal Care Co will be a non-dividend paying company.

***Risk free interest rate is based on U.S. Treasury yields available on the valuation date with a maturity period of 6 years.

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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16. RESERVES

	Share premium account £000	Share options reserve £000	Profit and loss account £000
At 1 October 2014 (unaudited)	360	-	37
Profit for the financial year	-	-	128
Premium on shares issued during the year (Note 14)	40,349	-	-
Transfer on reduction of share capital (Note 14)	-	-	5,246
Recognition of equity-settled share-based payments in the year (Note 6)	-	183	-
Transfer between reserves (refer below)	(360)	-	360
At 30 September 2015	<u>40,349</u>	<u>183</u>	<u>5,771</u>

On 28 May 2015, the directors made a solvency statement in accordance with the provisions of section 643 of the Companies Act 2006. The company then passed a special resolution pursuant to section 642 of the Companies Act 2006 for a reduction of its share capital. A further special resolution was then passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006 whereby the reduction of this share capital and the balance of the share premium account were transferred to the profit and loss account.

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015 £000	2014 <i>Unaudited</i> £000
Opening shareholders' funds	5,643	5,643
Profit / result for the financial year	128	-
Share premium on shares issued (Note 14)	40,349	-
Recognition of equity-settled share-based payments in the year (Note 15)	183	-
Closing shareholders' funds	<u>46,303</u>	<u>5,643</u>

18. PENSION COMMITMENTS

The company operates a defined contribution pension scheme. The pension charge in the profit and loss account for the year represents contributions payable by the company to the scheme and amounted to £82,413 (2014 - £Nil).

WILKINSON SWORD LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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19. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent is Energizer Holdings UK Company Limited, a company incorporated in England and Wales. The company's ultimate parent company and controlling party is Edgewell Personal Care Co, a US company incorporated in the state of Missouri.

The parent undertaking of the smallest and largest group for which financial statements are drawn up and of which the company is a member is Edgewell Personal Care Co, incorporated in the USA.

Copies of Edgewell Personal Care Co's annual report can be obtained from Investor Relations, Edgewell Personal Care Co, 1350 Timberlake Manor Parkway, St Louis, MO 63017, USA.