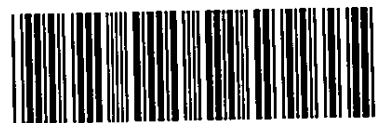


GILLETTE U.K. LIMITED

Report and Financial Statements

30 June 2013

TUESDAY



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COMPANIES HOUSE

GILLETTE U.K. LIMITED

Report and Financial Statements 2013

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GILLETTE U.K. LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

N Kermode (resigned 8 May 2013)
N Osborne (resigned 25 January 2013)
B Young
A Appleton
C McAlinden (appointed 25 January 2013)

SECRETARY

A Appleton

REGISTERED OFFICE

The Heights
Brooklands
Weybridge
Surrey
KT13 0XP

REGISTERED OFFICE OF ULTIMATE PARENT COMPANY

The Procter & Gamble Company
1 Procter & Gamble Plaza
Cincinnati
Ohio 45201
USA

BANKERS

Citibank Centre
25 Canada Square
London
E14 5LB

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Newcastle upon Tyne
United Kingdom

GILLETTE U.K. LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 June 2013

PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of The Procter & Gamble Company and operates as part of the group's European region. The principal activity of the company in the period was the manufacturing, packaging and storage of grooming products. The directors are not aware, at the date of this report, of any likely major change in the activity of the company in the next year.

REVIEW OF BUSINESS

The company made a pre-tax profit during the year of £5,237,000 (2012 £6,103,000) and a post-tax profit of £3,609,000 (2012 £3,982,000), as shown in the profit and loss account on page 6. Net assets have decreased from £58,854,000 to £50,606,000 mainly as a result of contributions to the defined benefit pension scheme.

The Procter & Gamble Company manages its operations on a global business unit basis and for this reason the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the European region of The Procter & Gamble Company, which includes the company, is discussed in the group's annual report, which does not form part of this report.

PRINCIPAL RISKS AND UNCERTAINTIES

Competitive pressure is a continuing risk for the company. The main risk is to lose business to other service providers, if they are more efficient and cost effective. The company manages this risk by providing added value services to its customers, and develops and maintains strong relationships with them. In addition the company runs ongoing cost control and reduction programmes.

The company is financed through its parent. It therefore has no third party finance exposure. Group risks are discussed in the group's annual report, which does not form part of this report.

Liquidity risk is managed on a group-wide basis. The group operates a system whereby any excess cash held by an individual company is transferred to a global cash pool. Similarly if the company requires additional cash resource it can draw down funds from the cash pool. It has a right to receive the funds held within the cash pool within one day's notice. We are not aware of any circumstances that would impact on the ability of the cash pool to provide the funds we require to remain in operation for the foreseeable future.

The directors have considered the risks and uncertainties of the company along with the future trading, cash flows and available liquidity, taking into account possible changes in trading performance.

The directors believe that the company is well-placed to manage its business risks successfully despite the current economic conditions. Thus the directors have a reasonable expectation that the company has 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 financial statements.

DIVIDENDS AND RESERVES

No dividend was paid in 2013 (2012 £Nil). In 2013 a profit of £3,609,000 (2012 £3,982,000) was transferred to reserves.

FUTURE PROSPECTS

It is the intention of the directors to continue to develop the business.

CONTRIBUTIONS

Donations for charitable purposes in the year amounted to £138,000 (2012 £446,000).

No contributions were made for political purposes (2012 £Nil).

GILLETTE U.K. LIMITED

DIRECTORS' REPORT (CONTINUED)

DIRECTORS

The directors who served during the year and up to the date of this report are shown on page 1

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report

ELECTIVE RESOLUTION

On 22 May 2001, the shareholders passed an elective resolution, pursuant to the Companies Act 1985

- i) To dispense with the laying of accounts and reports before the company in general meeting
- ii) To dispense with the holding of Annual General Meetings

This resolution remains in place pursuant to the Companies Act 2006

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself /herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006

Pursuant to an elective resolution dated 16 April 2002 the company has dispensed with the obligation to appoint auditors annually under section 386 of the Companies Act 1985 and an Annual General Meeting will not be held unless the shareholder so requires. This resolution remains in place pursuant to the Companies Act 2006

Approved by the Board of Directors and signed on behalf of the Board

B Young
Director



Date 18 March 2014

GILLETTE U.K. LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 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 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GILLETTE U.K. LIMITED

We have audited the financial statements of Gillette U K Limited for the year ended 30 June 2013, which comprise the Profit and Loss account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 21. 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 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 annual report to identify material inconsistencies with the audited financial statements. 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 30 June 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.

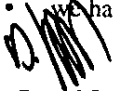
Opinion on other matters prescribed by the Companies Act 2006

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GILLETTE U.K. LIMITED (CONTINUED)

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

David Johnson BA F C A (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Newcastle upon Tyne, UK
18 March 2014

GILLETTE U.K. LIMITED

PROFIT AND LOSS ACCOUNT Year ended 30 June 2013

		2013 £'000	2012 £'000
	Note		
TURNOVER	2	31,908	31,636
COST OF SALES		(29,062)	(29,083)
OPERATING PROFIT	3	2,846	2,553
Investment income	6	1	-
Other interest receivable and similar income	7	2,646	3,762
Interest payable and similar charges	8	(256)	(212)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		5,237	6,103
Tax on profit on ordinary activities	9	(1,628)	(2,121)
PROFIT FOR THE FINANCIAL YEAR	16	3,609	3,982

All results are derived from continuing activities

GILLETTE U.K. LIMITED**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**
Year ended 30 June 2013

	Note	2013 £'000	2012 £'000
Profit for the financial year		3,609	3,982
Actuarial loss on pension assets re P&G Scheme	18	(863)	(2,225)
Actuarial loss on pension assets re Gillette Scheme	18	(16,590)	(3,701)
Actuarial loss on pension assets re Gillette Supplemental Scheme	18	(513)	(22)
Movement in Pension surplus not recognised	18	5,838	(9,219)
Deferred tax on defined benefit scheme		327	454
Current tax on defined benefit scheme		-	97
Deferred tax on defined benefit scheme - reduction in the deferred tax rate		(97)	(163)
Total recognised losses relating to the year		<u>(8,289)</u>	<u>(10,797)</u>

GILLETTE U.K. LIMITED

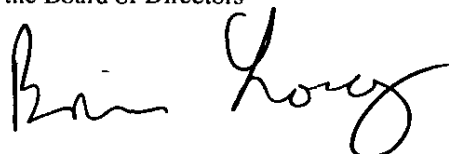
BALANCE SHEET

30 June 2013

		2013 £'000	2012 £'000
	Note		
FIXED ASSETS			
Tangible assets	10	31,423	31,171
Investments	11	-	-
		<u>31,423</u>	<u>31,171</u>
CURRENT ASSETS			
Debtors	12	40,176	40,675
Cash at bank and in hand		-	-
		<u>40,176</u>	<u>40,675</u>
CREDITORS amounts falling due within one year	13	(12,081)	(5,055)
NET CURRENT ASSETS		<u>28,095</u>	<u>35,620</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		59,518	66,791
PROVISIONS (excluding pension liability)	14	(552)	(751)
NET ASSETS EXCLUDING PENSION LIABILITY		58,966	66,040
Net pension liability	18	(8,360)	(7,186)
NET ASSETS		<u>50,606</u>	<u>58,854</u>
CAPITAL AND RESERVES			
Called-up share capital	15	6,211	6,211
Other reserves	16	10,280	10,280
Profit and loss account	16	34,115	42,363
TOTAL SHAREHOLDERS' FUNDS	16	<u>50,606</u>	<u>58,854</u>

The financial statements of Gillette U.K. Limited, registered number 254912, were approved by the Board of Directors and authorised for issue on 18 March 2014

Signed on behalf of the Board of Directors



B Young

Director

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. All accounting policies have been applied consistently throughout the current and preceding year.

Basis of accounting

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

The company is exempt from the requirement of FRS1 'Cash Flow Statements (Revised 1996)' to present a cash flow statement as it is a wholly owned subsidiary of The Procter & Gamble Company, its ultimate parent company, which prepares consolidated accounts which are publicly available.

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

As the company is a wholly owned subsidiary of The Procter & Gamble Company, the company has taken advantage of the exemption contained in FRS 8 'Related Party Disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of The Procter & Gamble Company, within which this company is included, can be obtained from the address given in note 20.

Going Concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' report on pages 2 to 3. The Directors' report also sets out the principal risks and uncertainties facing the company, and the policies and processes for managing them.

Liquidity is managed on a group basis across the entire Procter and Gamble Group. The Directors are not aware of any circumstances whereby there would be insufficient liquidity in the Procter and Gamble Group to allow the company to meet its obligations as they fall due.

The directors have considered the company's future trading, cash flows, and available liquidity, taking into account possible changes in trading performance.

The directors believe that the company is well-placed to manage its business risks successfully despite the current economic conditions. Thus the directors have a reasonable expectation that the company has 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 financial statements.

Investments

Investments are stated at cost less any provision for impairment.

Tangible fixed assets

Depreciation is not provided on freehold land or assets under construction. On other assets it is provided on cost in equal annual instalments over the estimated lives of the assets. The rates of depreciation are as follows:

Freehold buildings	2% - 20% per annum
Plant and other equipment	5% - 50% per annum

Foreign currencies

Transactions denominated in foreign currencies are recorded in Sterling at the actual exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rates of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

1. ACCOUNTING POLICIES (continued)

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease. Assets acquired under a finance lease are capitalised and the outstanding future lease obligations are shown in creditors.

Taxation

Corporation tax payable is provided on taxable profits at the current rate. Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 not discounted.

Turnover

Turnover represents the invoiced value of goods and services provided in the normal course of business, and excludes value added tax. Turnover is recognised on the despatch of goods or on the provision of services.

Pension costs

The company operates defined benefit pension schemes. The funds are valued every three years by a professionally qualified independent actuary, the rates of contribution payable being determined by the actuary. In the intervening years the actuary reviews the continuing appropriateness of the contribution rates (see note 18).

Under FRS17, defined benefit pension scheme assets are measured using fair values. Defined benefit pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high-quality corporate bond of equivalent term to the liability.

Each defined benefit pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full, net of deferred tax, and presented on the face of the balance sheet. The movement in the scheme surplus or deficit is split between operating and financial items in the profit and loss account and the statement of total recognised gains and losses.

The full service cost of the defined benefit pension scheme provision is charged to operating profit. The net impact of the unwinding of the discount rate on scheme liabilities and the expected return of the scheme assets is charged / credited to other finance costs. Any difference between the expected rate of return on assets and that actually achieved is charged through the statement of total recognised gains and losses. Similarly, any differences that arise from experience or assumption changes are charged through the statement of total recognised gains and losses.

Share-based Payments

The company has applied the requirements of FRS20 'Share-based Payments'. In accordance with the transitional provisions, FRS20 has been applied to all grants of equity instruments after 7 November 2002 that were unvested as of 1 January 2006.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

1. ACCOUNTING POLICIES (continued)

Share-based Payments (continued)

Fair value is measured by use of the Binomial 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.

A liability equal to the portion of the goods or services received is recognised at the current fair value determined at each balance sheet date for cash-settled share-based payments.

2. TURNOVER

Geographical Segments	2013 £'000	2012 £'000
Turnover by destination		
Europe	27,001	26,645
USA	4,907	4,991
	<hr/>	<hr/>
Total Turnover	31,908	31,636
	<hr/>	<hr/>

All turnover originated in the UK, and relates to its principal activity.

3. OPERATING PROFIT

	2013 £'000	2012 £'000
Operating profit is stated after charging:		
Depreciation and other amounts written off tangible fixed assets		
Owned	3,602	3,227
Loss on disposal on fixed assets	100	241
Operating lease rentals:		
Hire of plant and machinery	22	22
Hire of land and buildings	108	108
	<hr/>	<hr/>

Auditor's remuneration of £27,000 (2012 £27,000) was incurred for the audit of the company's statutory accounts. This has been paid by a fellow subsidiary in both the current and prior year.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

4. REMUNERATION OF DIRECTORS

	2013 £'000	2012 £'000
Directors' emoluments		
Emoluments (excluding pension contributions and awards under share option schemes and other long-term incentive schemes)	112	351
Pension contributions	27	24

Five (2012 four) of the directors accrued benefits under a defined benefit pension scheme in respect of qualifying services to the company

Four (2012 three) directors exercised share options during the year

	2013 £'000	2012 £'000
Highest paid director's remuneration:		
Emoluments (excluding pension contributions, share options and awards in the form of shares)	N/A	225

5. STAFF NUMBERS AND COSTS

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

	Number of employees 2013	2012
Administrative	80	88
Manufacturing	153	170
	233	258

	2013 £'000	2012 £'000
The aggregate payroll costs of these persons were as follows		
Wages and salaries	9,797	10,542
Social security costs	1,069	1,164
Other pension costs (note 18)	4,254	4,097
Share based payments (note 19)	21	58
Contribution to employee share plan (note 19)	186	202
Restricted Stock Unit expenses (note 19)	20	18
	15,347	16,081

Other pension costs include only those items reported above operating profit. Items reported elsewhere have been excluded.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

6. INVESTMENT INCOME

	2013 £'000	2012 £'000
Dividend received from subsidiary	<u>1</u>	<u>-</u>

7. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 £'000	2012 £'000
Net finance income on pension scheme (note 18)	2,587	3,602
On amounts receivable from group companies	54	160
Third party interest	<u>5</u>	<u>-</u>
	<u>2,646</u>	<u>3,762</u>

8. INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £'000	2012 £'000
Net finance expense on pension scheme (note 18)	<u>256</u>	<u>212</u>

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

9. TAX ON PROFIT ON ORDINARY ACTIVITIES

(a) Analysis of the tax charge for the year

	2013 £'000	2013 £'000	2012 £'000	2012 £'000
UK corporation tax				
Current year charge @ 23 75 % (2012 25 5%)	-		97	
Total current tax charge		-		97
Deferred tax				
Current year charge/(credit) - non FRS17	1,650		1,831	
Current year (credit)/charge - FRS17	(6)		(7)	
Adjustment in respect of prior periods – non-FRS17	(37)		20	
Current year charge due to rate change	21		180	
Total deferred tax charge		1,628		2,024
Tax on profit on ordinary activities		<u>1,628</u>		<u>2,121</u>

(b) Factors affecting the tax charge for the year:

The current tax charge for the year is higher (2012 higher) than the standard rate of corporation tax in the UK at 23 75% (2012 25 5%) The differences are explained below

	2013 £'000	2012 £'000
Current tax reconciliation		
Profit on ordinary activities before tax	5,237	6,103
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23 75% (2012 25 5%)	1,244	1,556
Effects of:		
Expenses not deductible for tax purposes	109	84
Depreciation in excess of capital allowances	165	185
Deferred pension contributions	(1,812)	(2,161)
Group relief claimed not paid	2,910	3,581
Short term timing differences	(83)	(13)
Reduction in the deferred tax rate	21	180
Rate difference on current tax	-	(21)
Deferred tax not recognised on pension surplus	(2,554)	(3,294)
Total current tax charge (see above)	<u>-</u>	<u>97</u>

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

9. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

Finance Act 2012 was substantively enacted on 3 July 2012 and provided for a reduction in the main rate of corporation tax from 24% to 23% with effect from 1 April 2013. This 1% corporation tax rate reduction, from 24% to 23%, has been reflected in these financial statements and reduces the deferred tax asset by £118,000.

Finance Act 2013 includes a further corporation tax rate reduction to 21% with effect from 1 April 2014 and 20% with effect from 1 April 2015 and this was substantively enacted on 2 July 2013. As these rates had not been substantively enacted by the balance sheet date, the rate reduction is not yet reflected in these financial statements in accordance with FRS 19, as it is a non-adjusting event occurring after the reporting period. The impact of both of these rate reductions will be dependent on the deferred tax position at the time.

10. TANGIBLE FIXED ASSETS

	Land and buildings £'000	Plant and equipment £'000	Assets under construction £'000	Total £'000
Cost				
At 1 July 2012	19,116	45,154	3,802	68,072
Additions	-	-	3,954	3,954
Disposals	-	(555)	-	(555)
Transfers from assets under construction	1,113	2,962	(4,075)	-
Transfer between categories	829	(829)	-	-
At 30 June 2013	21,058	46,732	3,681	71,471
Depreciation				
At 1 July 2012	6,389	30,512	-	36,901
Charge for the year	536	3,066	-	3,602
Disposals	(27)	(428)	-	(455)
Transfer between categories	643	(643)	-	-
At 30 June 2013	7,541	32,507	-	40,048
Net book value				
At 30 June 2013	13,517	14,225	3,681	31,423
At 30 June 2012	12,727	14,642	3,802	31,171

The net book value of land and buildings comprises

	2013 £'000	2012 £'000
Freehold	13,430	12,640
Long leasehold	87	87
	<u>13,517</u>	<u>12,727</u>

Included in freehold land and buildings is land at a cost of £2,655,000 (2012 £2,655,000) which is not depreciated.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

11. FIXED ASSET INVESTMENTS

	2013 £'000
Cost	
At 1 July 2012	29,525
Written off	(25,312)
	<hr/>
At 30 June 2013	4,213
	<hr/>
Provisions for impairment	
At 1 July 2012	29,525
Written off	(25,312)
	<hr/>
At 30 June 2013	4,213
	<hr/>
Net book value	
At 1 July 2012 and 30 June 2013	-
	<hr/>

Shares in group undertakings

The Company's investments represent the following significant holdings

Company	Country of registration	Class	%
Gillette Central Services Ltd	England and Wales	Ordinary	-
Gillette Management LLC	United States of America	Ordinary	100

Gillette Management LLC is a research and development company

Gillette Central Services Limited ceased trading in September 2007 and was put into liquidation during the year ended 30 June 2012. It was dissolved on 22 February 2013.

On 18 April 2012 Duracell Batteries Limited, Duracell (1993) Limited and Duracell UK Pension Plan Trustees Limited, previously under the direct ownership of Gillette UK Limited, were dissolved as part of a plan to reduce the number of companies in the UK Procter & Gamble group structure and thereby reduce administration and compliance costs.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

12. DEBTORS

	2013	2012
	£'000	£'000
Amounts owed by group undertakings	38,868	37,355
Other debtors	576	894
Prepayments and accrued income	732	899
Deferred tax asset (see note 14)	-	1,527
	<u>40,176</u>	<u>40,675</u>

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013	2012
	£'000	£'000
Trade creditors	2,244	3,472
Amounts owed to group undertakings	9,174	995
Accruals and deferred income	663	588
	<u>12,081</u>	<u>5,055</u>

14. PROVISIONS FOR LIABILITIES

	Balance	(Credited)/	Utilised	Balance
	1 July 2012	charged to profit		30 June 2013
	£'000	and loss account	£'000	£'000
Deferred tax	-	100	-	100
Employee benefits	352	-	-	352
Onerous lease	399	(107)	(192)	100
	<u>751</u>	<u>(7)</u>	<u>(192)</u>	<u>552</u>

Employee benefits provision

Provisions totaling £352,000 relate to life cover liabilities which will be utilised over the next 25 years

Onerous lease provision

Provision totaling £100,000 relates to a leased property for which the lease was surrendered in October 2013

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

14. PROVISIONS FOR LIABILITIES (continued)

Deferred tax liability / (asset)

	Provided 2013 £'000	Provided 2012 £'000
The amounts of deferred taxation provided in the accounts are		
Capital allowances in excess of depreciation	1,494	1,697
Deferred pension commitments	(1,311)	(3,123)
Losses and other short-term timing differences	(83)	(101)
	<u>100</u>	<u>(1,527)</u>
	Provided 2013 £'000	
Balance at 1 July 2012	(1,527)	
Deferred tax credit included in the profit and loss account for the year	<u>1,627</u>	
Balance at 30 June 2013	<u>100</u>	

A deferred tax liability of £100,000 (2012 £1,527,000 asset) has been recognised in 2013. The asset relates to timing differences. The directors are of the opinion, based on recent and forecast trading, that the level of profits arising in the current and future financial years will be in excess of the taxable deductions arising from the reversal of the deferred tax asset.

An additional deferred tax asset of £2,497,000 (2012 £2,269,000) has been recognised in respect of the FRS17 pension liability (see note 18).

The main rate of corporation tax was reduced in the year. This reduction has been reflected in these financial statements and reduces the deferred tax asset by £118,000. The impact of the future rate reduction to 23%, which was substantively enacted on 3 July 2012 and which will be reflected in the next reporting period is estimated to reduce our UK deferred tax asset at 30 June 2013 by £313,000 (see note 9).

15. CALLED-UP SHARE CAPITAL

	2013 £'000	2012 £'000
Called-up, allotted and fully paid:		
Equity 6,211,133 ordinary shares of £1 each	<u>6,211</u>	<u>6,211</u>

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

16. COMBINED STATEMENT OF RESERVES AND MOVEMENT IN TOTAL SHAREHOLDERS' FUNDS

	Called-up share capital £'000	Other Reserve £'000	Profit and loss account £'000	Total £'000
Balance at 1 July 2011	6,211	10,280	53,084	69,575
Retained profit for the year	-	-	3,982	3,982
Credit to reserves in respect of FRS20	-	-	76	76
Net recognised gains and losses in respect of FRS17	-	-	(14,779)	(14,779)
Balance at 30 June 2012	6,211	10,280	42,363	58,854
Retained profit for the year	-	-	3,609	3,609
Credit to reserves in respect of FRS20	-	-	41	41
Net recognised gains and losses in respect of FRS17	-	-	(11,898)	(11,898)
Balance at 30 June 2013	6,211	10,280	34,115	50,606

Other reserves at 30 June 2013 consist of a capital contribution made by Gillette Industries Limited, to Gillette U K Limited on 21 December 1982

17. FINANCIAL COMMITMENTS

- (a) Capital commitments at the end of the financial year, for which no provision has been made, are as follows

	2013 £'000	2012 £'000
Contracted	1,436	1,707
Authorised but not contracted	2,859	3,833
	4,295	5,540

- b) Annual commitments under non-cancellable operating leases are as follows

	2013 £'000 Land and buildings £000	2012 £'000 Land and buildings £000
Operating leases which expire		
Within one year	79	-
In the second to fifth years	-	108
	79	108

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
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18. PENSION SCHEMES

The group operates a number of defined benefit pension schemes, the main schemes being The Procter & Gamble Pension Fund, The Gillette UK Pension Scheme and the Gillette UK Supplemental Pension Scheme

With an effective date of 30 June 2010, the Procter & Gamble Pension Fund and the Gillette UK Pension Scheme agreed an administrative merger, with the new merged scheme termed the Procter & Gamble Pension Fund. The assets and liabilities of the enlarged scheme continue to be managed separately on a sectionalised basis. Accordingly, the disclosures are presented separately below, split between the Procter & Gamble section and the Gillette UK section. Comparatives and historic narrative information is given in respect of each section, being the information previously disclosed when the sections were separate schemes.

The aggregated surpluses and deficits recognised for the sections are as follows

	2013 £'000	2012 £'000
Gillette UK section surplus/(liability)	-	-
Procter & Gamble section liability	(4,941)	(4,204)
Gillette UK Supplemental Pension Scheme liability	(3,419)	(2,982)
	<u> </u>	<u> </u>
Total scheme liability, net of related deferred tax surplus/(liability)	<u>(8,360)</u>	<u>(7,186)</u>

A. The Procter & Gamble section

On 1 July 2003, the Final Salary section of the Procter & Gamble Pension Fund was closed to new entrants and a new Defined Contribution section was created for new joiners.

The Procter & Gamble Pension Fund is a defined benefit pension scheme. A full actuarial valuation was carried out at 30 June 2011.

The pension cost figures used in these accounts comply with the current pension cost accounting standard FRS17. The group provides funded pension arrangements to the majority of full-time employees through a defined benefit scheme and the related costs are assessed in accordance with the advice of a professionally qualified actuary.

The actuarial valuation discussed above has been updated for the purposes of FRS17 to incorporate the use of fair values for investments and the use of a corporate bond rate to discount liabilities. This was carried out at 30 June 2011 and has been updated to reflect the circumstances at the balance sheet date. The major assumptions used by the actuary were:

	30 June 2013 % pa	30 June 2012 % pa	30 June 2011 % pa
Price inflation	3.50	3.25	3.75
Rate of increase in pay	3.50	3.75	4.25
Rate of increase of pension in payment*	3.25	3.00	3.75
Rate of increase for deferred pension- pre 2009	2.50	2.25	2.75
Rate of increase for deferred pension –post 2009	2.50	2.25	2.50
Discount rate	4.70	5.00	5.60
Expected return on assets	5.90	5.90	6.85

*In excess of any Guaranteed Minimum Pension (GMP) element and subject to maximum limits stated in the scheme rules.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
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18. PENSION SCHEMES (continued)

Weighted average life expectancy on retirement at age 65 is

	Years	
	Male	Female
Current Pensioners	23.7	25.7
Future Pensioners	25.5	27.7

The assets and liabilities of the Procter & Gamble section operated by the company at 30 June 2013, along with the amounts recognised in the profit & loss account are shown below

Employee benefit obligations

The amounts recognised in the balance sheet are as follows:

	2013 £'000	2012 £'000
Present value of funded obligations	(42,205)	(36,213)
Fair value of section assets	35,788	30,682
Deficit	(6,417)	(5,531)
Related deferred tax asset	1,476	1,327
Net liability	(4,941)	(4,204)

The amounts recognised in the profit or loss are as follows:

	2013 £'000	2012 £'000
Current service cost	(985)	(793)
Interest on obligation	(2,172)	(2,206)
Expected return on section assets	2,111	2,326
Total pension expense recognised in the profit & loss account	(1,046)	(673)
Actual return on section assets	5,581	634

The amounts recognised in the statement of total recognised gains and losses are as follows:

	2013 £'000	2012 £'000
Actuarial losses arising during the year	(863)	(2,225)
Cumulative loss recognised in statement of total recognised gains and losses	(13,233)	(12,370)

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

18. PENSION SCHEMES (continued)

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

	2013	2012
	£'000	£'000
Opening defined benefit obligation	(36,213)	(33,806)
Service cost	(985)	(793)
Interest cost	(2,172)	(2,206)
Actuarial losses	(4,333)	(533)
Expenses paid	49	15
Benefits paid	1,449	1,110
	<hr/>	<hr/>
Closing defined benefit obligation	(42,205)	(36,213)
	<hr/>	<hr/>

Changes in the fair value of section assets are as follows:

	2013	2012
	£'000	£'000
Opening fair value of section assets	30,682	30,034
Expected return	2,111	2,326
Actuarial gains/(losses)	3,470	(1,692)
Contributions by employer	1,023	1,139
Expenses paid	(49)	(15)
Benefits paid	(1,449)	(1,110)
	<hr/>	<hr/>
Closing fair value of section assets	35,788	30,682
	<hr/>	<hr/>

The company contribution rates vary by section. The contributions to the Procter & Gamble section were 19.5% of pensionable earnings up to 01 June 2013 and 24.9% onwards.

The company expects to contribute £1,006,000 to the Procter & Gamble section in the year ended 30 June 2014.

The major categories of plan assets as a percentage of total plan assets are as follows:

	2013	2012
Equity Securities	65%	69%
Corporate Bonds	17%	15%
Government Bonds	17%	15%
Property	0%	0%
Cash	1%	1%
	<hr/>	<hr/>
Total	100%	100%
	<hr/>	<hr/>

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

18. PENSION SCHEMES (continued)

Amounts for the current and previous four periods are as follows

	2013	2012	2011	2010	2009
	£'000	£'000	£'000	£'000	£'000
Defined benefit obligation	(42,205)	(36,213)	(33,806)	(35,203)	(27,606)
Section assets	35,788	30,682	30,034	25,461	22,287
Deficit	(6,417)	(5,531)	(3,772)	(9,742)	(5,319)
Experience adjustments on section liabilities	(4,333)	(533)	3,239	(5,939)	332
Experience adjustments on section assets	3,470	(1,692)	2,686	2,159	(2,623)

B. Gillette UK section

The Gillette UK Pension Scheme was a defined benefit pension scheme. A full actuarial valuation was carried out at 30 June 2011. As set out above, the scheme is now a section of the Procter & Gamble Pension Fund.

The pension cost figures used in these accounts comply with the current pension cost accounting standard FRS17. The company provides funded pension arrangements to the majority of full-time employees through a defined benefit scheme and the related costs are assessed in accordance with the advice of a professionally qualified actuary.

The actuarial valuation discussed above has been updated for the purposes of FRS17 to incorporate the use of fair values for investments and the use of a corporate bond rate to discount liabilities. This was carried out as at 30 June 2011 and has been updated to reflect the circumstances at the balance sheet date.

As part of the merger agreement with the Procter & Gamble Pension Fund, the participating employers of the Gillette UK Pension Scheme agreed to pay additional funding payments into the Gillette UK Pension Scheme. As a result of these payments, the FRS17 allocations have been reviewed and funding adjustments booked where appropriate.

The major assumptions used by the actuary were

	30 June 2013 % pa	30 June 2012 % pa	30 June 2011 % pa
Price inflation	3.50	3.25	3.75
Rate of increase in pay	3.50	3.75	4.25
Rate of increase of pension in payment*	3.25	3.00	3.75
Rate of increase for deferred pension – pre 2009	2.50	2.25	2.75
Rate of increase for deferred pension – post 2009	2.50	2.25	2.50
Discount rate	4.70	5.00	5.60
Expected Return on Assets	5.35	5.25	6.25

*In excess of any Guaranteed Minimum Pension (GMP) element and subject to maximum limits stated in the scheme rules.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

18. PENSION SCHEMES (continued)

Weighted average life expectancy on retirement at age 65 is*

	Years	
	Male	Female
Non-Royal 65	25 3	27 3
Other Royal 65	22 2	24 3
Non-Royal 65 in 20 years	27 1	29 2
Other Royal 65 in 20 years	24 0	26 2

* Different assumptions were made for members who appear within the Royal Life annuity policy held by the GUKPS Trustees ("Royal members") and for other members ("non-Royal members")

Employee benefit obligations

The amounts recognised in the balance sheet are as follows:

	2013 £'000	2012 £'000
Present value of funded obligations	(359,395)	(313,850)
Fair value of section assets	385,195	345,488
Surplus	25,800	31,638
Surplus not recognised	(25,800)	(31,638)
Related deferred tax asset	-	-
Net asset/(liability)	-	-

The amounts recognised in profit or loss are as follows:

	2013 £'000	2012 £'000
Current service cost	(3,089)	(3,101)
Interest on obligation	(17,854)	(17,799)
Expected return on section assets	20,441	21,281
Total	(502)	381
Actual return on section assets	42,742	25,847

The amounts recognised in the statement of total recognised gains and losses are as follows:

	2013 £'000	2012 £'000
Actuarial losses arising during the year	(16,590)	(3,701)
Movement in surplus not recognised	(5,838)	(9,219)
	(22,428)	(12,920)
Cumulative loss recognised in statement of total recognised gains and losses	(117,191)	(100,601)

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
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18. PENSION SCHEMES (continued)

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

	2013	2012
	£'000	£'000
Opening defined benefit obligation	(313,850)	(296,454)
Service cost	(3,089)	(3,101)
Interest cost	(17,854)	(17,799)
Actuarial losses	(38,891)	(8,267)
Benefits paid	14,259	11,739
Expenses paid	30	32
	<hr/>	<hr/>
Closing defined benefit obligation	(359,395)	(313,850)
Less obligation relating to surplus not recognised	359,395	313,850
	<hr/>	<hr/>
Final closing defined benefit obligation	-	-

Changes in the fair value of section assets are as follows:

	2013	2012
	£'000	£'000
Opening fair value of section assets	345,488	318,873
Expected return	20,441	21,281
Actuarial gains	22,301	4,566
Contributions by employer	11,254	12,539
Benefits paid	(14,259)	(11,739)
Expenses paid	(30)	(32)
	<hr/>	<hr/>
Closing fair value of section assets	385,195	345,488
Less asset relating to surplus not recognised	(385,195)	(345,488)
	<hr/>	<hr/>
Final closing fair value of section assets	-	-

The company contribution rates vary by section. The contributions to the Gillette UK section were 35.6% of pensionable earnings up to 01 June 2013 and 46.7% onwards.

The company expects to contribute £2,624,000 to the Gillette UK section in the year ended 30 June 2014.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
YEAR ENDED 30 JUNE 2013

18 PENSION SCHEMES (continued)

The major categories of plan assets as a percentage of total section assets are as follows

	2013	2012
Equity Securities	49%	49%
Corporate Bonds	24%	25%
Government Bonds	25%	26%
Cash	2%	0%
Total	100%	100%

Amounts for the current and previous four periods are as follows:

	2013	2012	2011	2010	2009
	£'000	£'000	£'000	£'000	£'000
Defined benefit obligation	(359,395)	(313,850)	(296,454)	(299,295)	(310,713)
Section assets	385,195	345,488	318,873	280,469	286,359
Surplus/(Deficit)	25,800	31,638	22,419	(18,826)	(24,354)
Experience adjustments on section liabilities	(38,891)	(8,267)	11,540	(71,898)	9,688
Experience adjustments on section assets	22,301	4,566	18,899	26,345	(17,181)

C. Gillette UK Supplemental Pension Scheme

On 1 July 2008 a Gillette UK Supplemental Pension Scheme balance was transferred from Gillette European Services Centre Limited as that company had ceased trading. This is in line with Gillette U.K. Limited being the primary employer of the scheme. Details of the scheme are disclosed below.

A full actuarial valuation of the Gillette UK Supplemental Pension Scheme was carried out at 30 June 2011.

The pension cost figures used in these accounts comply with the current pension cost accounting standard FRS17. The company provides funded pension arrangements to the majority of full-time employees through a defined benefit scheme and the related costs are assessed in accordance with the advice of a professionally qualified actuary.

The actuarial valuation discussed above has been updated for the purposes of FRS17 to incorporate the use of fair values for investments and the use of a corporate bond rate to discount liabilities. This was carried out as at 30 June 2011 and has been updated to reflect the circumstances at the balance sheet date.

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
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18. PENSION SCHEMES (continued)

The major assumptions used by the actuary were

	30 June 2013 % pa	30 June 2012 % pa	30 June 2011 % pa
Price inflation	3.50	3.25	3.75
Rate of increase in pay	3.50	3.75	4.25
Rate of increase of pension in payment*	3.25	3.00	3.75
Rate of increase for deferred pension – pre 2009	2.50	2.25	2.75
Rate of increase for deferred pension – post 2009	2.50	2.25	2.50
Discount rate	4.70	5.00	5.60
Expected return on assets	5.35	5.25	6.25

*In excess of any Guaranteed Minimum Pension (GMP) element and subject to maximum limits stated in the scheme rules

Weighted average life expectancy on retirement at age 65 is*

	Years	
	Male	Female
Non-Royal 65	25.3	27.3
Other Royal 65	22.2	24.3
Non-Royal 65 in 20 years	27.1	29.2
Other Royal 65 in 20 years	24.0	26.2

* Different assumptions were made for members who appear within the Royal Life annuity policy held by the Gillette UK Pension Scheme Trustees ("Royal members") and for other members ("non-Royal members")

Employee benefit obligations

The amounts recognised in the balance sheet are as follows:

	2013 £'000	2012 £'000
Present value of funded obligations	(4,440)	(3,924)
Deficit	(4,440)	(3,924)
Related deferred tax asset	1,021	942
Net liability	(3,419)	(2,982)

The amounts recognised in profit or loss are as follows:

	2013 £'000	2012 £'000
Interest on obligation	(195)	(212)
Total	(195)	(212)

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
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18. PENSION SCHEMES (continued)

The amounts recognised in the statement of total recognised gains and losses are as follows:

	2013 £'000	2012 £'000
Actuarial losses arising during the year	(513)	(22)
	<u>(513)</u>	<u>(22)</u>
Cumulative gain recognised in statement of recognised gains and losses	<u>(145)</u>	<u>368</u>

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

	2013 £'000	2012 £'000
Opening defined benefit obligation	(3,924)	(3,875)
Interest cost	(195)	(212)
Actuarial loss	(513)	(22)
Benefits paid	192	185
Closing defined benefit obligation	<u>(4,440)</u>	<u>(3,924)</u>

Amounts for the current and previous four periods are as follows

	2013 £'000	2012 £'000	2011 £'000	2010 £'000	2009 £'000
Defined benefit obligation	(4,440)	(3,924)	(3,875)	(3,833)	(3,301)
Section assets	-	-	-	-	-
Deficit	(4,440)	(3,924)	(3,875)	(3,833)	(3,301)
Experience adjustments on section liabilities	(513)	(22)	(22)	(499)	130
Experience adjustments on section assets	-	-	-	-	-

D. Defined Contribution Scheme

The Group operates a defined contribution retirement benefit scheme for all employees employed post 1 July 2003. The assets of the scheme are held separately from those of the company in funds under the control of the trustees.

The total cost charged to cost of sales of £180,000 (2012: £203,000) represents contributions payable to this scheme by the company at rates specified in the rules of the plan.

There is no outstanding or prepaid contribution at the balance sheet date.

GILLETTE U.K. LIMITED
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19. EQUITY-SETTLED SHARE OPTION SCHEME

The company operates share option schemes for certain employees of the company. Options are exercisable at a price equal to the average quoted market price of the parent company's shares on the date of grant. The vesting period is three to five years. If the options remain unexercised after a period of ten years from the date of grant the options expire. Options are forfeited if the employee leaves the company before the options vest, excluding short term achievement awards which vest immediately at grant date.

Details of the share options outstanding during the year are as follows

	2013	2013	2012	2012
	Number of	Weighted	Number of	Weighted
	share	average	share	average
	options	exercise	options	exercise
		price		price
		\$		\$
Outstanding at beginning of period	154,106	56.27	164,279	54.55
Granted during the period	2,373	74.40	5,235	66.03
Forfeited during the period	200	44.78	-	-
Exercised during the period	47,421	53.50	14,252	43.89
Transferred in during the period	1,418	67.92	5,079	51.97
Transferred out during the period	68,688	56.17	6,235	44.02
Outstanding at the end of the period	41,588	61.06	154,106	56.27
Exercisable at the end of the period	31,924	59.24	131,209	55.12

The weighted average share price at the date of exercise for share options exercised during the year was \$70.93 (£46.44). The options outstanding at 30 June 2013 had a weighted average exercise price of \$61.06 (£39.98), and a weighted average remaining contractual life of 9 years. In the year ended 30 June 2013, options were granted on 14 September and 28 February. The aggregate of the estimated fair values of the options granted on these dates were \$18,057 (£11,756). In the year ended 30 June 2012, options were granted on 15 September and 29 February. The aggregate of the estimated fair values of the options granted on those dates is \$39,943 (£25,213).

The inputs into the Binomial option pricing model are as follows

	2013	2012
Weighted average share price	\$70.93	\$62.73
Expected volatility	15%	15%
Expected life	9	9
Risk-free rate	1.8%	1.9%
Expected dividends	2.9%	2.6%

Exercise prices on options granted have been and continue to be set equal to the market price of the underlying shares on the date of grant.

Expected volatility was determined by calculating the historical volatility of the parent company's share price over the previous 10 years. 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.

The company operates a restricted stock units scheme for certain key managers, some shares granted vest immediately and some shares vest for up to a period of 6 years. The company recognised an expense of \$31,808 (£20,287) and \$28,500 (£17,974) related to restricted stock units scheme in 2013 and 2012 respectively. The outstanding value of restricted stock units to be recognised in future years is \$88,360 (£57,861).

GILLETTE U.K. LIMITED
NOTES TO THE ACCOUNTS
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19. EQUITY-SETTLED SHARE OPTION SCHEME (Continued)

The company recognised total expenses of £41,169 and £76,322 related to equity-settled share-based payment transactions (including restricted stock units) in 2013 and 2012 respectively. In addition to the share option scheme and the restricted stock units scheme the company contributes towards an employee share plan. As there is no vesting period the contributions made are recognised immediately as an expense. The company has recognised an expense of £186,000 and £202,000 related to the employee share plan transactions in 2013 and 2012 respectively.

20. ULTIMATE AND IMMEDIATE PARENT COMPANIES

The directors regard The Procter & Gamble Company, a company incorporated in the United States of America, as the ultimate parent company, and Gillette Industries Limited, a company incorporated in the United Kingdom, as the immediate parent company.

The smallest and largest group the company is consolidated into is The Procter & Gamble Company, which is incorporated in the United States of America. Copies of the group financial statements for The Procter & Gamble Company can be obtained from 1 Procter & Gamble Plaza, PO Box 599, Cincinnati, Ohio 45202, USA.

21. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8 as a wholly owned subsidiary of The Procter & Gamble Company. Directors' remuneration is disclosed in note 5.