

Company Registration No. 00382678

DS Smith Display Holding Limited

**Annual report and financial statements
for the year ended 30 April 2018**

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DS Smith Display Holding Limited

Annual report and financial statements for the year ended 30 April 2018

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DS Smith Display Holding Limited

Annual report and financial statements for the year ended 30 April 2018

Officers and professional advisers

Directors

W B Hicks
P J Brown
S Rossi

Company Secretary

A Steele

Registered Office

350 Euston Road
London
NW1 3AX
United Kingdom

Registered Number

00382678

Auditor

Deloitte LLP
Statutory Auditor
London
United Kingdom

DS Smith Display Holding Limited

Strategic report

The Directors present their strategic report for the year ended 30 April 2018.

Business review and principal activities

The principal activity of the Company is to act as a holding company for a subsidiary which is engaged in the manufacture and sale of paper and packaging and the provision of packaging services. There has been no significant change in the Company's principal activity in the year under review. The Directors are not aware, at the date of this report, of any likely significant changes in the Company's activities in the forthcoming financial year.

The results for the financial year show a loss after taxation of £8,237,000 (2017: loss £7,118,000). No dividends were paid during the year (2017: £nil).

Given the nature of the Company's activities, the Directors are satisfied with the underlying performance of the business during the year.

The Company is a wholly owned subsidiary of DS Smith Plc and operates as part of the Group. The Group manages its operations on a Group basis. For this reason, the Company's Directors believe that further discussion of risks and uncertainties, key performance indicators and future plans on a company only basis are not appropriate for an understanding of the development, performance or position of the business. The performance of the Group, which includes this Company, is discussed in the Group's annual report which does not form part of this report.

Financial risk management objectives and policies

The Company's operations expose it to a variety of financial risks that include liquidity risk and interest rate risk.

Where applicable, the Company follows the DS Smith Group policy. The Company's financial risk management is centralised to capitalise on economies of scale and synergy effects and to minimise operational risks.

Liquidity risk

The Company actively manages its liquidity risk by short-term debt finance with the DS Smith Group Treasury function, supported by external borrowings where appropriate, designed to ensure the Company has sufficient available funds for operations.

Interest rate risk

The Company has interest-bearing liabilities held with DS Smith Plc and arise from the operation of the Group's cash pooling arrangements in the UK. The DS Smith Group Treasury function is responsible for identifying and managing interest rate exposure.

DS Smith Display Holding Limited

Strategic report (continued)

Going concern

At 30 April 2018 the Company had net liabilities of £28,419,000 (2017: net liabilities of £20,182,000). The Company benefits from the ongoing support of its ultimate parent company, DS Smith Plc, and this has been evidenced through a written undertaking from the parent company to provide financial support if required from a period of at least 12 months from the date of signing of the financial statements. Accordingly, the Directors continue to adopt the going concern basis in preparing the financial statements.

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



W B Hicks

Director

29 October 2018

DS Smith Display Holding Limited

Directors' report

The Directors present their annual report and the audited financial statements of the Company for the year ended 30 April 2018.

Disclosures required by s416(4) which have been elevated to the strategic report:

- Financial risk management objectives and policies.
- Going concern

Dividends

The Directors have not proposed or paid a dividend for the year ended 30 April 2018 (2017: £nil).

Directors

The Directors who held office during the year and to the date of signing the financial statements, except as noted, were as follows:

G P Jenkins (resigned 14 July 2017)

P J Brown (appointed 14 July 2017)

S Rossi

W B Hicks

Directors' and officers' liability insurance

During the year and up to the date of approval of these financial statements, the parent company maintained liability insurance for the Directors and other Officers of the Company.

Political contributions

No political contributions were made during the year (2017: £nil).

Future developments

The Company is expected to continue to perform as it has during the year ended 30 April 2018.

Auditor

Each person 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
- they have taken all the steps that they ought to have taken as a Director in order to make themselves 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 Section 418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be reappointed as Auditor in the absence of an Annual General Meeting.

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



W B Hicks

Director

29 October 2018

DS Smith Display Holding 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), including Financial Reporting Standard 101 *Reduced Disclosure Framework*.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;ⁱ 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 DS Smith Display Holding Limited

Opinion

In our opinion the financial statements of DS Smith Display Holdings Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 30 April 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 14.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Independent Auditor's report to the members of DS Smith Display Holding Limited (continued)

Responsibilities of Directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' report.

Matters on which we are required to report by exception

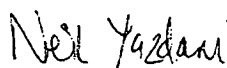
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

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

We have nothing to report in respect of these matters.

Use of our report

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.



Neil Yazdani (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
29 October 2018

DS Smith Display Holding Limited
Income statement
Year ended 30 April 2018

	Notes	Continuing operations before exceptional items 2018 £'000	Exceptional items (note 4) 2018 £'000	Total 2018 £'000	Total 2017 £'000
Administrative expenses	3	-	(743)	(743)	-
Operating loss before interest and tax		-	(743)	(743)	-
Finance costs	6	(8,903)		(8,903)	(8,595)
Loss before income tax		(8,903)	-	(9,646)	(8,595)
Income tax credit	7	1,409	-	1,409	1,477
Loss for the financial year		(7,494)	(743)	(8,237)	(7,118)

The results shown above are from continuing operations.

There are no recognised gains or losses other than those detailed in the income statement, and therefore no separate statement of comprehensive income has been presented.

DS Smith Display Holding Limited
Statement of financial position
As at 30 April 2018

	Note	2018 £'000	2017 £'000
Assets			
Non-current assets			
Investments in subsidiaries	8	135,348	135,348
Total non-current assets		135,348	135,348
Current assets			
Income tax receivable		808	716
Other receivables	9	29,744	24,246
Total current assets		30,552	24,962
Total assets		165,900	160,310
Liabilities			
Non-current liabilities			
Other payables	10	(194,319)	-
Total non-current liabilities		(194,319)	-
Current liabilities			
Other payables	10	-	(180,492)
Total current liabilities		-	(180,492)
Total liabilities		(194,319)	(180,492)
Net current assets/(liabilities)		30,552	(155,530)
Total assets less current liabilities		165,900	(20,182)
Net liabilities		(28,419)	(20,182)
Equity			
Called-up share capital	11	42,313	42,313
Share premium account		124,393	124,393
Retained earnings		(195,125)	(186,888)
Shareholder's deficit		(28,419)	(20,182)

These financial statements for DS Smith Display Holding Limited (registered number 00382678) were approved by the Board of Directors and authorised for issue on 29 October 2018.

Signed on behalf of the Board of Directors:



W B Hicks
Director

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

DS Smith Display Holding Limited
Statement of changes in equity
Year ended 30 April 2018

	Called-up share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
At 1 May 2016	42,313	124,393	(179,770)	(13,064)
Loss for the year	-	-	(7,118)	(7,118)
Total comprehensive expense	-	-	(7,118)	(7,118)
At 30 April 2017	42,313	124,393	(186,888)	(20,182)
Loss for the year	-	-	(8,237)	(8,237)
Total comprehensive expense	-	-	(8,237)	(8,237)
At 30 April 2018	42,313	124,393	(195,125)	(28,419)

DS Smith Display Holding Limited

Notes to the financial statements for the year ended 30 April 2018

1. Principal accounting policies

Basis of preparation

The financial statements of the Company have been prepared on the going concern basis and in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101) and the UK Companies Act.

The Company is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is shown on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report on page 2.

The financial statements are prepared under the historical cost convention.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- statement of cash flows and related notes;
- a comparative period reconciliation for share capital;
- disclosures in respect of transactions with wholly-owned subsidiaries and other companies within the Group;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs; and
- disclosures in respect of key management personnel.

As the Group financial statements include the equivalent disclosures, the Company has also taken advantage of the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instruments*.

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

Consolidated financial statements

The Company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a wholly-owned subsidiary of DS Smith Plc which prepares consolidated financial statements which are publicly available.

Investments in subsidiaries

Investments in subsidiary undertakings are valued at cost less provisions for impairment.

Guarantees

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its Group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

DS Smith Display Holding Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

1. Principal accounting policies (continued)

Taxation

Income tax on the profit or loss for the year comprises current tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of previous years. In accordance with Group policy, the Company surrenders current year tax losses to other members of the DS Smith Group, and receives payment for those tax losses at the rate of tax prevailing in the year.

Deferred tax is provided for using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Financial assets and liabilities

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are initially measured at transaction price and, where applicable, are subsequently measured at amortised cost. Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Going concern

The financial position of the Company is as shown in the statement of financial position. Due to the Company being in a net liability position, a letter of support has been received from the ultimate parent company stating it intends to provide any financial support necessary to meet the Company's financial obligations as they fall due for a period of at least 12 months from the date these financial statements are signed.

The Company's ultimate parent company and controlling party is DS Smith Plc, whose financial statements include the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments and hedging activities; and its exposures to credit risk and liquidity risk.

The Group has access to considerable financial resources which would be available to the Company if necessary. As a consequence, the Directors believe the Company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The Directors have formed a judgement at the time of approving these financial statements, that there is a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they have continued to adopt the going concern basis in preparing these financial statements.

DS Smith Display Holding Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

2. Critical accounting judgements

In the application of the accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The Directors do not deem there to be any critical accounting judgements or estimation uncertainty in the preparation of the financial statements.

3. Administration expenses

The Auditor's remuneration of £1,500 (2017: £1,500) for the statutory audit of the Company's financial statements for the current and previous year has been borne and not recharged by another Group undertaking. There is no non-audit remuneration paid in the current or prior year.

4. Exceptional items

Other exceptional items have arisen from a reversal of historical accounting adjustments that have been identified as being no longer required. This is the reversal of an inter-company payable owed to the ultimate parent company.

5. Directors' emoluments

The Directors are remunerated by other Group companies and no specific recharge is made in respect of their services to the Company in the current or preceding year.

The Company had no employees during the current or preceding year.

6. Finance costs

	2018	2017
	£'000	£'000
Interest on loans from Group undertakings	(8,903)	(8,595)

DS Smith Display Holding Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

7. Income tax credit

	2018 £'000	2017 £'000
Continuing operations		
Current tax credit		
UK Corporation tax in respect of current year	1,409	1,477
Total current tax	1,409	1,477
Total income tax credit in the income statement from continuing operations	1,409	1,477

The difference between the actual tax credit and the standard rate of corporation tax in the UK of 19.00% (2017: 19.92%) is as follows:

	2018 £'000	2017 £'000
Loss before tax	(9,646)	(8,595)
Income tax at the UK standard rate of corporation tax of 19.00% (2017: 19.92%)	1,833	1,712
Effects of:		
- Expenses not deductible for tax purposes	(424)	(235)
Income tax credit	1,409	1,477

In future years, the tax charge will be affected by the extent to which any capital gains can either be rolled over or sheltered by capital losses within the Group as well as subsequently enacted changes in tax rates.

8. Investments in subsidiaries

	Shares in subsidiary undertakings £'000
Cost and net book value	
At 1 May 2017 and 30 April 2018	135,348

The Company's interests in subsidiary undertakings are:

Name of Company	Nature of business	Country of incorporation	Share class	Percentage of share capital held
DS Smith Corrugated Packaging Limited	Manufacture of corrugated cases	England and Wales	£1 ordinary shares	100%
DS Smith Corrugated Packaging Limited	Manufacture of corrugated cases	England and Wales	£1 7.5% cumulative preference shares	100%

The registered office of the subsidiary undertaking is the same as that of the ultimate parent company (see note 13).

DS Smith Display Holding Limited**Notes to the financial statements for the year ended 30 April 2018
(continued)****9. Other receivables**

	2018 Current £'000	2017 Current £'000
Amounts owed by Group undertakings	29,744	24,246

The amounts owed by Group undertakings are not interest bearing and have no fixed repayment date.

10. Other payables

	2018		2017	
	Non- current £'000	Current £'000	Non- current £'000	Current £'000
Amounts owed to Group undertakings	194,319	-	-	180,467
Accruals and deferred income	-	-	-	25
	194,319	-	-	180,492

Interest is charged on the amounts owed to Group undertakings as follows:

- £187,583,000 is interest-bearing at 12m LIBOR plus 4%, with a loan maturity date of 29 July 2022. These loans are renewable on maturity.

11. Called-up share capital

	2018 £'000	2017 £'000
Allotted, called-up and fully paid:		
42,312,508 (2017: 42,312,508) ordinary shares of £1 each	42,313	42,313

12. Related parties

The Company has taken the exemption available under FRS 101 from disclosing related party transactions entered into between two or more members of the DS Smith Group, provided that the fellow group entities are wholly-owned by the Group. See note 5 for details of Directors' remuneration. There were no other related party transactions.

DS Smith Display Holding Limited

Notes to the financial statements for the year ended 30 April 2018 (continued)

13. Ultimate parent undertaking and controlling party

The Company's immediate parent company is DS Smith Packaging Holding BV, a company incorporated in the Netherlands.

The ultimate parent company and the ultimate controlling party is DS Smith Plc, a company incorporated in the United Kingdom.

DS Smith Plc represents both the largest and smallest group of undertakings for which Group financial statements are prepared and of which the Company is a member. Copies of the Group financial statements are available from the Company Secretary of DS Smith Plc at 350 Euston Road, London, NW1 3AX, which is the registered office address.

14. Subsequent events

There are no subsequent events after the reporting date, which require disclosure.