

**Registered number. 00636458**

**Wrigley Candy UK**

**Annual report and financial statements  
for the year ended 28 December 2013**

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## **Wrigley Candy UK**

### **Contents**

	<b>Pages</b>
<b>Company information</b>	<b>1</b>
<b>Directors' report for the year ended 28 December 2013</b>	<b>2 - 3</b>
<b>Strategic report</b>	<b>4</b>
<b>Independent auditors' report to the members of Wrigley Candy UK</b>	<b>5 - 6</b>
<b>Profit and loss account for the year ended 28 December 2013</b>	<b>7</b>
<b>Balance sheet as at 28 December 2013</b>	<b>8</b>
<b>Notes to the financial statements for the year ended 28 December 2013</b>	<b>9 - 11</b>

## **Wrigley Candy UK**

### **Company information**

<b>Directors</b>	H Thomson M Lancaster E Kollar C Moss O Morton M Andrews A Gedeller	Managing Director (resigned 17 March 2014) (resigned 9 August 2013) (resigned 17 March 2014) (appointed 9 August 2013) (appointed 9 August 2013) Managing Director (appointed 17 March 2014) (appointed 17 March 2014)
<b>Company secretary</b>	C Moss	
<b>Registered number</b>	00636458	
<b>Registered office</b>	Estover Industrial Estate Estover Road Plymouth Devon PL6 7PR	
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Princess Court 23 Princess Street Plymouth PL1 2EX	
<b>Bankers</b>	Citibank NA Citigroup Centre 33 Canada Square Canary Wharf London E14 5LB	
<b>Solicitors</b>	Trethowans LLP The Director General's House 15 Rockstone Place Southampton SO15 2EP	

## **Wrigley Candy UK**

### **Directors' report for the year ended 28 December 2013**

The directors present their report and the financial statements for the year ended 28 December 2013

#### **Directors**

The directors who were in office during the year and up to the date of signing the financial statements, unless otherwise stated, were

H Thomson	Managing Director (resigned 17 March 2014)
M Lancaster	(resigned 9 August 2013)
E Kollar	(resigned 17 March 2014)
C Moss	(appointed 9 August 2013)
O Morton	(appointed 9 August 2013)
M Andrews	Managing Director (appointed 17 March 2014)
A Gedeller	(appointed 17 March 2014)

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' report, Strategic 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**Wrigley Candy UK**

**Directors' report  
for the year ended 28 December 2013**

**Directors' statement as to disclosure of information to auditors**

In accordance with Section 418 of the Companies Act 2006, the directors who were in office at the date the Directors' report was approved confirmed that

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

This report was approved by the board on

and signed on its behalf by

**C Moss**  
Director



15-04-2014

## **Wrigley Candy UK**

### **Strategic report for the year ended 28 December 2013**

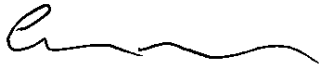
#### **Business review**

The Company was previously engaged in the sale of confectionery products, with its sole customer being The Wrigley Company Limited, its parent company, who acted as a distributing agent for Wrigley Candy UK's products. In 2011, the Company ceased trading and the trade and assets of the Company were transferred at book value to The Wrigley Company Limited. The historical business activity has continued as part of The Wrigley Company Limited. Wrigley Candy UK did not trade in the year in its own right and does not expect to do so in the future. In 2013, the Company reduced its share capital to £1 and distributed its reserves to The Wrigley Company Limited, its parent company.

The profit for the year, after taxation, amounted to £Nil (2012: £Nil).

This report was approved by the board on

and signed on its behalf by



15-04-2014

**C Moss  
Director**

## **Wrigley Candy UK**

### **Independent auditors' report to the members of Wrigley Candy UK**

#### **Report on the financial statements**

##### **Our opinion**

In our opinion the financial statements, defined below

- give a true and fair view of the state of the Company's affairs as at 28 December 2013 and of its results 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

This opinion is to be read in the context of what we say in the remainder of this report

##### **What we have audited**

The financial statements, which are prepared by Wrigley Candy UK, comprise

- the Profit and loss account for the year ended 28 December 2013,
- the Balance sheet as at 28 December 2013, 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 their preparation is applicable law and United Kingdom Accounting Standards (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

##### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("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

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

##### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report and Strategic 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, 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

## **Wrigley Candy UK**

### **Independent auditors' report to the members of Wrigley Candy UK**

#### **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 2, 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 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

*Heather Ancient*

Heather Ancient (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors

Plymouth

Date 15 April 2014



## **Wrigley Candy UK**

### **Profit and loss account for the year ended 28 December 2013**

The Company has not traded during the year or the preceding financial year. During these periods, the Company received no income and incurred no expenditure other than exempted payments under the provisions of section 1169 (3)(b) of the Companies Act 2006.

The notes on pages 9 to 11 form part of these financial statements.

**Wrigley Candy UK**  
**Registered number. 00636458**

**Balance sheet**  
**as at 28 December 2013**

	Note	2013 £000	2012 £000
<b>Current assets</b>			
Debtors	4	-	5,857
<b>Net assets</b>		-	5,857
<b>Capital and reserves</b>			
Called up share capital	5	-	1,000
Profit and loss account	6	-	4,857
<b>Total shareholders' funds</b>	7	-	5,857

The financial statements on pages 7 to 11 were approved by the board of directors on  
were signed on its behalf by

and

**C Moss**  
Director

 15-04-2014

## **Wrigley Candy UK**

### **Notes to the financial statements for the year ended 28 December 2013**

#### **1. Accounting policies**

##### **1.1 Basis of preparation of financial statements**

These financial statements are prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable standards in the United Kingdom

The Company has not traded in the current year. The financial statements are presented on the break-up basis in accordance with FRS 18 paragraph 21. The Company ceased trading during 2011 and transferred its trade up to its parent, The Wrigley Company Limited. In 2013, a capital reduction and distribution was completed, as outlined in the Strategic report.

The principal accounting policies which have been applied consistently throughout the year are set out below.

##### **1.2 Cash flow statement**

The Company is a wholly-owned subsidiary of The Wrigley Company Limited and is included in the consolidated financial statements of its group, headed by Wrigley Uno UK Limited, which are publicly available.

Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (revised 1996).

##### **1.3 Related party disclosure**

The Company is exempt under the terms of Financial Reporting Standard 8 "Related party transactions" from disclosing related party transactions with other group companies.

##### **1.4 Taxation**

Corporation tax payable is provided on taxable profits at the current rate. The taxation liabilities of certain group companies are reduced wholly or in part by the surrender of losses by fellow group companies for which no consideration is paid.

Deferred taxation has been recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in the future, or a right to pay less taxation in the future. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Deferred taxation assets and liabilities have not been discounted.

## Wrigley Candy UK

### Notes to the financial statements for the year ended 28 December 2013

#### 2. Directors' remuneration

	2013 £000	2012 £000
Emoluments	887	914

The directors of the Company simultaneously manage the functions and operations of The Wrigley Company Limited, the parent company, and Wrigley Candy UK. They are remunerated by The Wrigley Company Limited. Details of the emoluments are outlined above. The emoluments of E Kollar are paid by the US parent company. This director provides no qualifying services to the Company and accordingly the emoluments are not included in the above.

The highest paid director received remuneration of £670,756 (2012: £734,589). The highest paid director in continuing service received remuneration of £54,973 (2012: £734,589).

During the year retirement benefits were accruing to no directors (2012: 1) in respect of defined benefit pension schemes.

The Company has no employees other than the directors.

#### 3. Dividends

	2013 £000	2012 £000
Dividends paid on equity capital	5,857	-

Dividends proposed and paid in the year were £5,857,000 (2012: £Nil).

#### 4. Debtors

	2013 £000	2012 £000
Amounts owed by group undertakings	-	5,857

Included in amounts owed by other group undertakings is a £Nil (2012: £5,857,000) loan due from the parent company. No interest is charged on this unsecured loan.

Following the capital reduction in the year, a £1 other debtor is held.

#### 5. Called up share capital

	2013 £	2012 £
Allotted and fully paid		
Ordinary shares of £0.05 each	1	1,000,000

## Wrigley Candy UK

### Notes to the financial statements for the year ended 28 December 2013

#### 6 Profit and loss account

	£000
At 30 December 2012	4,857
Dividends Equity capital	(5,857)
Transfer between Capital redemption reserve and P&L account	1,000
	<hr/>
At 28 December 2013	-
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The Company paid a dividend to its parent, The Wrigley Company Limited, during the year of £5,857,000 (2012 £Nil) This was paid following the capital reduction

#### 7. Reconciliation of movement in shareholders' funds

	2013 £000	2012 £000
Opening shareholders' funds	5,857	5,857
Dividends (Note 3)	(5,857)	-
	<hr/>	<hr/>
Closing shareholders' funds	-	5,857
	<hr/>	<hr/>

#### 8. Related party transactions

The Company is a wholly-owned subsidiary of The Wrigley Company Limited and is included in the consolidated financial statements of its group, headed by Wrigley Uno UK Limited. The consolidated financial statements of Wrigley Uno UK Limited are publicly available. Consequently, the Company has taken exemption from disclosing related party transactions under the terms of FRS 8.

#### 9. Ultimate parent undertaking and controlling party

The immediate parent undertaking is The Wrigley Company Limited, a company registered in England and Wales.

The ultimate parent undertaking is Mars Incorporated, a company incorporated in the State of Delaware, USA.

Mars Incorporated is the parent undertaking of the largest group of undertakings to consolidate these financial statements as at 28 December 2013. The consolidated financial statements of Mars Incorporated are not available to the public as the group is privately owned.

Wrigley Uno UK Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 28 December 2013. The consolidated financial statements of Wrigley Uno UK Limited are available from The Registrar of Companies, Companies Registration Office, Companies House, Crown Way, Mandy, Cardiff, CF14 3UZ.