

# **Smurfit Kappa Investments UK Limited**

## **Annual report and financial statements**

for the year ended 31 December 2015

Registered number: 2014441

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## **Directors and advisors**

**for the year ended 31 December 2015**

### **Directors**

P McNeill  
C Bowers

### **Secretary**

N Pritchard

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Donington Court  
Pegasus Business Park  
Herald Way  
East Midlands  
DE74 2UZ

### **Registered office**

Cunard Building  
Water Street  
Pier Head  
Liverpool  
L3 1SF

## Strategic report

The directors present their strategic report for the year ended 31 December 2015.

### Principal activities and review of business developments

The company is a holding company with interests in companies involved in the manufacture of paper and board, printing and conversion of packaging products. It was incorporated and is domiciled in the UK.

### Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a minimum number of risks given its principal activity. The key business risks affecting the company are the carrying value of its loans to group companies where values are impacted by factors including general economic conditions, competition from other paper manufacturers and energy and fibre costs.

### Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

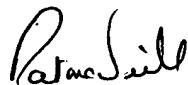
### Results and dividends

The result for the financial year amounted to £2,000 (2014: nil). The directors do not recommend the payment of a final dividend (2014: £nil).

### Future developments

The principal activity of the company is expected to continue for the foreseeable future. The directors are happy with the result for the year.

On behalf of the board



P McNeill  
Director

## Directors' report

for the year ended 31 December 2015 (continued)

The directors present their report and audited financial statements for the year ended 31 December 2015.

### Directors

The following directors have held office during the year and up to the date of signing the financial statements:

C Bowers

P McNeill

C Allen (resigned 26<sup>th</sup> January 2016)

### Directors' indemnities

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

### Financial risk management

As the company is part of the larger Smurfit Kappa Group, and given its principal activity, the financial risks that the company is exposed to are limited. Exposure to price, credit, currency, liquidity and cash flow risks is not material to the assessment of assets, liabilities and profit or loss of the company.

### Going concern

The financial statements have been prepared on a going concern basis. The company has received confirmation of the intention of Smurfit Kappa Treasury, a fellow subsidiary company wholly owned by Smurfit Kappa Group Plc, to provide continuing financial support to the company and other fellow UK group companies for a period of at least one year from the date of signing these financial statements. Accordingly, the financial statements have been prepared on a going concern basis and all amounts due from fellow group companies are deemed recoverable.

### Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS101).

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 FRS101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the company's shareholders in writing about the use of disclosure exemptions, if any, of FRS101 used in the preparation of 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

## Directors' report

for the year ended 31 December 2015 (continued)

### Statement of disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved the following applies:

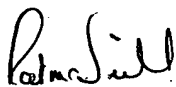
- so far as each director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's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

Relevant audit information is defined as information needed by the company's auditors in connection with preparing their report.

### Independent auditors

A resolution to reappoint PricewaterhouseCoopers LLP will be proposed at the next Annual General Meeting.

On behalf of the Board



P McNeill

Director

28 July 2016

# **Independent auditors' report to the members of Smurfit Kappa Investments UK Limited**

## **Report on the financial statements**

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### **Our opinion**

In our opinion, Smurfit Kappa Investments UK Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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### **What we have audited**

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

- the Statement of Financial Position as at 31 December 2015;
- the Income Statement for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

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

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

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

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## **Other matters on which we are required to report by exception**

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### **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.

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## **Independent auditors' report to the members of Smurfit Kappa Investments UK Limited (continued)**

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### **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.

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## **Responsibilities for the financial statements and the audit**

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### **Our responsibilities and those of the directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent 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.

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

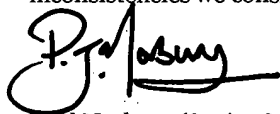
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error.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

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

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

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

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



Paul Norbury (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
East Midlands

**28** July 2016

## Income statement

for the year ended 31 December 2015

		2015	2014
	Notes	£000	£000
Other income		1	-
<b>Operating profit</b>	2	1	-
Finance income	4	1	-
<b>Profit on ordinary activities before tax</b>		2	-
Income tax expense on ordinary activities	5	-	-
<b>Profit for the year</b>		2	-

All results derive from continuing operations. There is no material difference between the result on ordinary activities before taxation and the result for the years stated above and their historical cost equivalents.

There is no other comprehensive income other than that disclosed in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 10 to 18 form an integral part of these financial statements.



## Statement of financial position

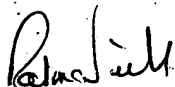
As at 31 December 2015

Registered number :2014441

	<i>Notes</i>	<i>2015</i>	<i>2014</i>
		<i>£000</i>	<i>£000</i>
<b>Fixed assets</b>			
Investments	6	134,333	134,333
<b>Current assets</b>			
Debtors	7	59,880	59,880
<b>Creditors:</b> amounts falling due within one year	8	(205,280)	(205,282)
<b>Net current liabilities</b>		(145,400)	(145,402)
<b>Total assets less current liabilities</b>		(11,067)	(11,069)
<b>Net liabilities</b>		(11,067)	(11,069)
<b>Capital and reserves</b>			
Called up share capital	10	8,925	8,925
Share premium account		6,520	6,520
Capital redemption reserve		64,858	64,858
Other reserves		80,000	80,000
Profit and loss account		(171,370)	(171,372)
<b>Total shareholders' deficit</b>		(11,067)	(11,069)

The notes on pages 10 to 18 form an integral part of these financial statements.

These financial statements from pages 7 to 18 were approved by the Board on 28 July 2016 and signed on its behalf by:



P McNeill  
Director

## Statement of changes in equity

As at 31 December 2015

	Called up share capital	Share premium account	Capital redemption reserve	Other reserve	Profit and loss account	Total shareholders' deficit
	£000	£000	£000	£000	£000	£000
At 1 January 2014	8,925	6,520	64,858	80,000	(171,372)	(11,069)
Profit for the year	-	-	-	-	-	-
At 31 December 2014	8,925	6,520	64,858	80,000	(171,372)	(11,069)
Profit for the year	-	-	-	-	2	2
At 31 December 2015	8,925	6,520	64,858	80,000	(171,370)	(11,067)

Subject to the net balance on the other reserve account and the profit and loss account balance being a credit, £80 million of the other reserve account is distributable. The other reserve arose through capital contributions provided to the company by its shareholders.

## Notes to the financial statements

for the year ended 31 December 2015

### 1. Accounting policies

#### Basis of preparation

The financial statements of Smurfit Kappa Investments UK Limited have been prepared in accordance with Financial Reporting Standards 101 'Reduced Disclosure Framework' (FRS 101) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, available-for-sale financial assets, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies.

#### Accounting convention

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment' (details of the number and weighted-average exercise prices of share options, and how the fair value of goods or services received was determined)
- IFRS 7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
  - (i) paragraph 79(a)(iv) of IAS 1;
  - (ii) paragraph 73(e) of IAS 16 Property, plant and equipment;
  - (iii) paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
  - 10(d), (statement of cash flows)
  - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
    - 16 (statement of compliance with all IFRS),
    - 38A (requirement for minimum of two primary statements, including cash flow statements),
    - 38B-D (additional comparative information),
    - 40A-D (requirements for a third statement of financial position)
    - 111 (cash flow statement information), and
    - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

## Notes to the financial statements

for the year ended 31 December 2015

### 1. Accounting policies (continued)

No adjustments have been required to opening reserves in relation to the transition to FRS101.

The principal accounting policies, which have been consistently applied unless otherwise indicated, are set out below.

#### **Going concern**

The financial statements have been prepared on a going concern basis. The company has received confirmation of the intention of Smurfit Kappa Treasury, a fellow subsidiary company wholly owned by Smurfit Kappa Group Plc, to provide continuing financial support to the company and other fellow UK group companies for a period of at least one year from the date of signing these financial statements. Accordingly, the financial statements have been prepared on a going concern basis and all amounts due from fellow group companies are deemed recoverable.

#### **Consolidation**

The company is a wholly owned subsidiary of the Smurfit Kappa Group Plc and therefore, under the provisions of Section 400 of the Companies Act 2006, consolidated financial statements have not been prepared. The financial statements therefore present information about the company as an individual undertaking and not about its group.

The consolidated financial statements of Smurfit Kappa Group plc may be obtained from Smurfit Kappa Group plc, Beech Hill, Clonskeagh, Dublin 4.

#### **Related party transactions**

As a wholly owned subsidiary of Smurfit Kappa Group Plc, the company has taken advantage of the exemptions available under IAS 24 "Related party disclosures" not to disclose related party transactions between wholly owned subsidiaries of the group on the basis that these financial statements are publicly available.

#### **Statement of cash flows**

The company is exempt from the requirement to prepare a cash flow statement, as it is a wholly owned subsidiary of Smurfit Kappa Group Plc, which is incorporated in Ireland, and prepares a consolidated cash flow statement. These are available from the address provided above.

#### **Deferred tax**

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

## Notes to the financial statements

for the year ended 31 December 2015

### 1. Accounting policies (continued)

#### *Deferred tax (continued)*

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for any deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the group the ability to control the reversal of the temporary difference is the deferred income tax liability not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### *Foreign currency translation*

##### a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which each entity operates ('the functional currency'). The financial statements are presented in 'GBP' (£), which is the group's presentation currency.

##### b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where settlement of such transactions and from the translation at year-end exchange rates items are re-measured. Foreign exchange gains and losses resulting from the settlement of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other (losses)/gains – net'.

## Notes to the financial statements

for the year ended 31 December 2015 (continued)

### 1. Accounting policies (continued)

#### *Fixed asset investments*

Investments in subsidiary undertakings are stated at cost less any provisions for impairment. Fixed asset investments are reviewed for impairment when changes in circumstances indicate that the carrying amount of the investment may not be recoverable.

#### *Financial instruments – classification of shares as debt or equity*

When shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet, measured initially at fair value net of transaction costs and thereafter at amortised cost until extinguished on conversion or redemption. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

### 2. Operating result on ordinary activities before taxation

The auditors' remuneration of £5,000 (2014: £5,000) is borne by other group undertakings. The company has incurred no non audit fees in the year. The company has no employees (2014: none).

### 3. Directors' emoluments

During the year the directors, who are also directors of other group companies, received no emoluments (2014: £nil) in respect of their services as directors of the company.

### 4. Interest income

	2015 £000	2014 £000
Amounts paid to group undertakings	1	-

## Notes to the financial statements

for the year ended 31 December 2015 (continued)

### 5. Tax on loss on ordinary activities

#### (a) Tax on result on ordinary activities

There is no current tax or deferred tax charge for the year (2014: £ nil).

#### (b) Factors affecting total tax charge

The tax charge on the result on ordinary activities for the year is less than (2014: same as) the standard rate of corporation tax in the UK of 20.25% (2014: 21.5%). The differences are reconciled below:

	2015 £000	2014 £000
Result on ordinary activities before taxation	2	-
Result on ordinary activities before taxation multiplied by standard rate of corporation tax in the UK of 20.25% (2014: 21.5%)	-	-
Interest imputation	74	74
Group relief claimed for nil payment	(74)	(74)
Total tax charge	-	-

#### Factors that may affect future tax charges

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

### 6. Investments

	Shares in Group companies £000
<b>Cost:</b>	
At 1 January 2015 and 31 December 2015	401,792
<b>Impairment provision:</b>	
At 1 January 2015 and 31 December 2015	267,459
<b>Net book amount:</b>	
At 1 January 2015 and 31 December 2015	134,333

## Notes to the financial statements

for the year ended 31 December 2015 (continued)

### 6. Investments (continued)

#### *Principal subsidiary undertakings*

The directors are of the opinion that the value of the company's investments in its subsidiary undertakings is not less than the amount stated in the balance sheet.

The principal subsidiaries of the company, all of which are wholly owned and incorporated in England and Wales unless otherwise stated, at 31 December 2015 were as follows:

<i>Company</i>	<i>Nature of business</i>
Cundell Group Holdings Limited**	Investment company
Smurfit Corrugated UK Limited	Non-trading
TOPS Series XVIII Limited (incorporated in the Cayman Islands)	Dormant

\* held by subsidiaries

\*\* Sminho Limited, a fellow subsidiary undertaking of Smurfit Kappa Group Plc, owns the entire issued redeemable preference share capital of Cundell Group Holdings Limited with a nominal value of £17,250,000 (2013: £17,250,000). At 31 December 2015 Cundell Group Holdings Limited had net liabilities of £17,250,000 (2013: £17,250,000).

#### *Other interests in group companies*

The company holds a 44% interest in Smurfit Kappa Packaging UK Limited. The controlling interest is held by a fellow group company which is also ultimately wholly owned by Smurfit Kappa Group plc.

### 7. Debtors

Amounts falling due within one year:

	<b>2015</b>	<b>2014</b>
	<b>£000</b>	<b>£000</b>
Amounts owed by group undertakings	59,868	59,868
Other debtors	12	12
	<u>59,880</u>	<u>59,880</u>

Amounts owed by group undertakings are unsecured, have no fixed terms for repayment and so are considered repayable on demand, and do not earn interest.



## Notes to the financial statements

for the year ended 31 December 2015 (continued)

### 8. Creditors:

Amounts falling due within one year:

	2015	2014
	£000	£000
Amounts owed to group undertakings	184,868	184,870
Accrued expenses	201	201
Other creditors	69	69
Preference shares (see note 9)	20,142	20,142
	<u>205,280</u>	<u>205,282</u>

Amounts owed to group undertakings are unsecured, have no fixed terms for repayment and so are considered repayable on demand, and do not incur interest.

### 9. Preference share capital

	Authorised 2015	2014
	£000	£000
52,000,000 (2014: 52,000,000) 7% redeemable preference shares of £1 each: At 1 January and 31 December	<u>52,000</u>	<u>52,000</u>

*Allotted, called up and fully paid*

	2015	2014
	£000	£000
20,142,000 (2014: 20,142,000) 7% redeemable preference shares of £1 each: At 1 January and 31 December	<u>20,142</u>	<u>20,142</u>

Preference shareholders have the right in priority to any payment to the holders of shares of any other class, to receive in respect of each financial year in which dividends on ordinary shares are declared, a non-cumulative dividend at the rate of 7% per annum.

On a winding up preference shareholders have the right, in priority to any payment to the holders of shares of any other class, to the repayment of amounts paid up together with the amount of any accrued but unpaid dividends thereon but to no further right to participate in the profits or assets of the company.

Preference shareholders shall not be entitled to vote on any resolution (other than one varying rights attached to such shares) to receive notice of or to attend or vote at any general meeting unless the business of the meeting includes consideration of a resolution on which such holders are entitled to vote. In which event shareholders may only vote on the relevant resolution.

Preference shares shall be redeemed at par on the expiry of 30 days (or a shorter period agreed between the company and the shareholder) after receipt by the company of notice in writing from the shareholder requiring redemption. The directors have discretion to redeem some or all of the preference shares, subject to the timings given above at any time.

## Notes to the financial statements

for the year ended 31 December 2015 (continued)

### 10. Called up share capital

	2015 £000	Authorised 2014 £000
24,000,000 (2014: 24,000,000) ordinary shares of £1 each	24,000	24,000
1,000,000 (2014: 1,000,000) 'A' ordinary shares of £1 each	1,000	1,000
	<u>25,000</u>	<u>25,000</u>

	Allotted, called up and fully paid		
	Ordinary shares No	'A' ordinary No	Total No
Ordinary share of £1 each:			
At 1 January 2015 and 31 December 2015	8,322,000	603,000	8,925,000
	£000	£000	£000
Ordinary shares of £1 each:			
At 1 January 2015 and 31 December 2015	<u>8,322</u>	<u>603</u>	<u>8,925</u>

The ordinary shares and the 'A' ordinary shares rank pari passu in all respects, save that dividends may be declared to the holders of one class of ordinary shares to the exclusion of the holders of the remaining class.

## Notes to the financial statements

for the year ended 31 December 2015 (continued)

### 11. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Smurfit Holdings BV, a company incorporated in the Netherlands. The ultimate parent undertaking and controlling party of the smallest and largest group of undertakings for which group financial statements were drawn up and of which the company was a member was Smurfit Kappa Group Plc, which is incorporated in Ireland. Copies of the ultimate parent company's consolidated financial statements may be obtained from Smurfit Kappa Group Plc, Beech Hill, Clonskeagh, Dublin 4, Ireland and on the company's website at [www.smurfitkappa.com](http://www.smurfitkappa.com).

### 12. Contingent liabilities

The company has provided fixed and floating charges over its assets and income streams in relation to certain debt drawn down by the ultimate holding company, Smurfit Kappa Group Plc.