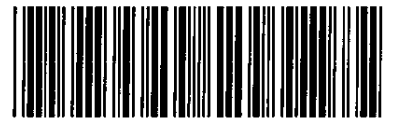


Company No: 02398420

EVIOSYS PROMOTIONAL PACKAGING UK LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021**

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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their strategic report on the company for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of the company continues to be the manufacture and sale of tinplate based promotional packaging, mainly on behalf of Crown Packaging European Division GmbH until 31 August 2021 and afterwards the company sells directly to local customers on the British market.

PRINCIPAL RISKS AND UNCERTAINTIES

The key business risks and uncertainties affecting the company are considered to be:

- the consolidation of the market for tinned steel which can have a significant impact on the price for the company's principal raw material;
- the consolidation of the consumer products market, reducing the number of potential customers;
- the resultant increasing comparative strength of these customers in relation to the suppliers in the market;
- the trend towards alternative packaging products and materials;
- the impact of the Covid-19 global pandemic on supply of raw materials;
- the impact of the war in Ukraine on energy prices and supply of raw materials and
- the global economic crisis with its impact on consumer purchasing power and product demand.

These risks cannot be mitigated as they occur as a result of external factors and conditions that the company has no control over. However, the company seeks to minimise their effect wherever possible based on previous experience and best practice.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The results for the company show an operating profit of £484,000 (in 2020 a profit : £2,376,000) and turnover of £48,578,000 (2020: £43,918,000) for the year.

The company has £4,686,000 (2020: £11,048,000) of net current assets at the year end and is well positioned to take advantage of opportunities to invest in the future of the company.

On the 8th April 2021 Crown Holdings Inc., entered into a definitive agreement to sell its European Tinplate Business to KPS Capital Partners, LP. On 31/08/2021, Eviosys Packaging Group UK Limited (formerly known as Kouti Midco UK Limited) acquired the UK and Ireland Tinplate business ultimately owned by Crown Holdings Inc. This acquisition includes also the company. Further to the sale the company has changed the company name in Eviosys Promotional Packaging UK Ltd on 22 October 2021.

From the date of the above transaction, the principal model previously used by the acquired business has been cast aside and sales to final customers are now directly performed by the company.

The company, along with the wider Eviosys group at an international level (the "Eviosys Group", or "Eviosys"), is managed on a divisional basis with performance monitored using a number of indicators, concerning the efficiency of the production cycle.. Company management are also rewarded and incentivised with reference to a number of specific measures concerning profitability and safety. Management believe all of these criteria were met in the year to 31 December 2021.

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS (continued)

The main KPIs are:

- Profitability. The results for the company for 2021 show a profit before taxation as being £416,000 (in 2020 a profit £2,375,000)
- Safety. The company has continued to provide behavioural safety training to all of the UK sites and employee safety focus groups in order to minimise the risk of a work place incident or injury. Consequently, the company has seen a reduced number of lost work day cases in recent years but in 2021 the company recorded a lost work day case rate of 2.2 against a benchmark score of 2. Management are expecting the rate for 2022 to decrease to the low levels seen in prior years.

SECTION 172(1) STATEMENT

During 2021 the directors of the company have taken operational and strategic decisions with the aim of maintaining business continuity and profitability. As the company operated under a contract manufacturing agreement with a fellow group undertaking, Crown Packaging European Division GmbH (the Principal), any business decisions taken by the directors are made under the control and direction of the Principal which centralises risk mitigation. As of September the company became a full-fledged manufacturer of promotional cans. The company operates as part of a wider international group, any business decisions taken by the directors are made under the control and direction of the Management team of the Eviosys group.

Supplies of raw materials are purchased in highly competitive, price sensitive markets and the company has achieved what it considers to be adequate supplies of raw materials. The directors use foreign currency forwards where appropriate to manage exposure to raw material price volatility. The directors recognise that maintaining good business relationships with suppliers is important for business success and as such, is key to any supplier related decisions taken by the directors.

The sales organisation improved since the sales team has again direct contact with the customers and the company is able to adapt to effectively meet the ever-changing needs of customers, in a timely manner. By working closely with customers, new business is developed and the duration of existing contracts is extended. The directors recognise the importance of having a broad customer base to avoid any issues of placing too much reliance on a narrow customer portfolio and having an adverse effect on the Company.

The directors give high regard to the effect of any business decision on the company's employees with the safety of the employees being of utmost importance. The directors recognise that people are key to the competitive advantage and long-term success of the company. In 2021 the company continued to support and promote its initiatives to shift the company culture to an employee-centric organisation, by encouraging meaningful conversations about employee expectations. As part of this new initiative, the directors are committed to providing training and development opportunities to all employees to improve individual performance. Further details of the company's employment policies can be found in the Directors' Report.

Any decisions taken by the directors have an impact on local communities and the environment within which they operate. Details about the Group's sustainability journey, of which environmental awareness is a major component, can be found on the ultimate parent company's website, <https://www.eviosys.com/sustainability>. Environmental considerations are among the criteria by which the directors evaluate projects, products, processes and purchases. The directors are committed to

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

SECTION 172(1) STATEMENT (continued)

continuous improvement in product design and manufacturing processes to provide the best outcomes for the environment within which it operates.

During 2021, in order to elevate its global commitment Eviosys group launched their Sustainability and ESG initiatives (EVIOSYS ESG REPORT 2021) from Day 1. This programme outlines environmental, social and governance goals with annual objectives and specific milestones in 2027 and up to 2050 to become carbon neutral. The programme identifies three distinct pillars of action—Environment, Social and Governance—that represent topics of UN Global Compact in which Eviosys is officially involved, and consistent with reductions required to keep warming to 1.5°C, the most ambitious goal of the Paris Agreement (COP 21). This is why Eviosys focused on Scope 1 and Scope 2 reduction plan and engaged to reduce them by 20% in 2027 (ESG report p.19-20) via significant investment in equipment modernisation. Eviosys also engaged in Social by improving our employees Safety as our first priority. All pillars are underpinned by the Company's well-established governance and ethics principles and practices that covers our Governance dimension.

The company is committed to maintaining high standards of business conduct, with training given to employees reinforcing the company's strict business conduct & ethics policies and guidelines, including specific topics such as bribery and corruption. The directors recognise the potential severe consequences for both employees and the business of not conforming to all locally applicable legal requirements and guidelines. The decisions taken by the directors are undertaken so as to not damage the company's reputation and subsequently allow stakeholders to engage with confidence with Eviosys Promotional Packaging UK Limited.

In making their decisions, regardless of the subject matter, the directors act in as fair and balanced manner as possible, with no preference given to any particular member.

FINANCIAL RISK MANAGEMENT

Under the contract manufacturing agreement, which was in place up to 31 August 2021, the company's exposure to price and credit risk were borne by the Principal, Crown Packaging European Division GmbH.

Since September 2021 the company is part of the Eviosys group and the risk management programme is seeking to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and related financial costs.

LIQUIDITY AND CASH FLOW RISK

The company's liquidity is managed centrally within the Group. The Eviosys Group maintains a mixture of long-term and short-term financing arrangements that are designed to ensure that the Eviosys Group and company have sufficient funds available for operations.

Details of the company's cash flow forecasts are supplied to Group Treasury to assist with the Group's cash management position and to minimise the risk of uncertain future funding requirements.

The company's finance department implements the Eviosys Group's policies and guidelines as set out in the Eviosys' Financial Accounting Policies manual.

CREDIT RISK

Under the contract manufacturing agreement, which was in place up to 31 August 2021, the company's exposure to credit risk was borne by the Principal, Crown Packaging European Division GmbH.

The Company limits its credit risk through a securitisation agreement in place with Ester Finance Technologies S.A. whereby most of the trade receivables are sold without recourse.

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

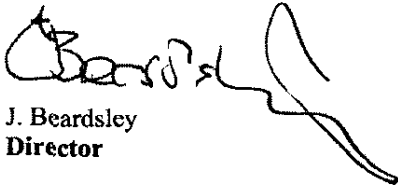
EXCHANGE RATE RISK

The Eviosys Group Treasury department seeks to limit any risk from fluctuating exchange rates on sales and purchases in non-local currency by taking out forward contracts, in line with the Eviosys' Financial Accounting Policies manual.

INTEREST RATE RISK

The company is exposed to interest rate risk and the management of this exposure is handled by the Group's European Treasury department on behalf of the company and the rest of the Eviosys Group.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'J. Beardsley', with a long, sweeping flourish extending to the right.

J. Beardsley
Director

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

The directors present their report together with the unaudited financial statements for the year ending 31 December 2021.

RESULTS AND DIVIDENDS

The profit for the financial year of £563,000 (in 2020 a profit : £2,264,000) has been credited to reserves. No dividends were paid during the year (2020: £nil) and no dividends were proposed at the year-end (2020: £nil). The future developments of the company and financial risk management are detailed in the strategic report.

DIRECTORS

The directors who held office until 31 August 2021 , are as follows:

P W Browett

J-F Lelouch

The directors who held office throughout the year and up to the date of signing the financial statements, unless otherwise stated, are as follows:

J P Beardsley

D Hodge

THIRD PARTY INDEMNITY

The company has granted a qualifying third party indemnity to each of its directors against liability in respect of proceedings brought by third parties, which is in force during the financial year and as at the date of approving the Directors' Report and as at the date of approval of the financial statements.

GOING CONCERN

Taking into account the strong trading activity during 2021, the directors have a reasonable expectation that it is appropriate to prepare the financial statements on a going concern basis. . As the company has become a full-fledged manufacturer who is also responsible for the commercial activity, the directors also have a reasonable expectation that the company has adequate resources to continue operating for the foreseeable future and faces no material uncertainties. The company therefore adopts the going concern basis in preparing its financial statements.

EMPLOYMENT POLICIES

It is the company's policy to provide employment terms, which are motivational and equitable, in accordance with national legislation and local market conditions. Training and development opportunities are provided as a function of the needs of the company and of the individuals concerned, with a view to improving every individual's, and thereby the company's, performance.

The company promotes its Health and Safety policy with high profile initiatives and has throughout the year continued vigorously to apply increasing standards of machine and employee safety and has continued to invest heavily in training programmes specifically related to this matter.

The company is committed to employment policies, which follow best practice, based on equal opportunities for all employees and applicants of employment, on a non-discriminatory basis and offers appropriate training and career development for disabled staff. The company gives full and fair consideration to applications for employment from disabled persons, having regard to their particular

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

EMPLOYEE ENGAGEMENT STATEMENT

aptitudes and abilities. If members of staff become disabled the company continues employment wherever possible and arranges retraining.

Throughout the year, the drive for improved quality in all functions has served as an important focus and has encouraged improved communication with employees. The company's continued commitment to world-class performance in all locations has been the basis for involving employees and enlisting their commitment through training and joint problem solving in a team working environment.

The company encourages the involvement of employees in the company's performance through a variety of means such as an annual bonus plan which are available to all eligible employees.

It is the company's policy to keep employees fully informed on matters which affect them, including financial and economic factors affecting the performance of the company, through direct communications and established collective procedures for information exchange and consultation and to achieve common awareness. Consultation requirements are driven by statutory legislation and is conducted in an open and transparent manner as the legislation requires. It occurs through varying groups of employees such as local union representatives, UK Forum representatives and European Forum representatives, depending on the nature of the issue being discussed.

In 2021 the company and its directors continued to support and promote its initiatives to shift the company culture to an employee-centric organisation, by encouraging meaningful conversations about employee expectations. The directors are seeking to create a sincere and open connection between managers and their employees whilst committing to providing training and development opportunities to allow all employees to improve their individual performance.

In direct response to the COVID-19 pandemic, the company has taken specific actions to ensure the safety of its employees. Following the implementation of travel and visitor restrictions in February 2020, the company continues to update its policies as new information becomes available. Additionally it has put in place increased safety measures in its manufacturing facilities to ensure the safety of its employees and the products they produce. The company has adopted a flexible approach to enable as many of its employees as possible to work remotely.

STATEMENT OF ENGAGEMENT WITH SUPPLIERS, CUSTOMERS AND OTHERS IN A BUSINESS RELATIONSHIP WITH THE COMPANY

As previously detailed, the company operated under a contract manufacturing agreement with a fellow group undertaking, Crown Packaging European Division GmbH (the Principal) up to 31 August 2021. Under this agreement the company provided specialist manufacturing services under the control and direction of the Principal which centralises risk mitigation.

As of September 2021 Eviosys Promotional Packaging UK Ltd is a full-fledged manufacturing company of promotional cans. As part of the wider Eviosys Group, the Group's relationship with its key suppliers and customers is managed by the Eviosys' Sourcing and Sales departments. This is however controlled by the Group to ensure there is no unsuitable impact at a local level. To better meet local requirements and to ensure the needs of all parties are adequately matched, relationships with smaller suppliers and customers, along with relationships with local authorities, are managed by each site, where both a purchasing and sales team are also present. Relationships with national authorities and tax authorities are managed by the central UK team.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

RESEARCH AND DEVELOPMENT

The directors consider that research and development play a vital role in the company's success. Research and development activities include innovation of new products, and development of materials, technology and engineering processes. Following the implementation of the limited risk contractor manufacturer concept, research and development royalty costs are borne by Crown Packaging European Division GmbH up to 31 August 2021. As of September 2021 research and development royalty costs for Eviosys are borne by Eviosys Packaging Switzerland GmbH.

BRANCHES OUTSIDE THE UK

The company has no branches located outside of the UK.

REGISTERED OFFICE AND COUNTRY OF INCORPORATION

The company is a private limited company, limited by shares and was incorporated in England & Wales. Its registered office address is Eviosys Promotional Packaging UK Limited, James Street, PO Box 11, Carlisle, Cumbria, CA2 5AY.

STATEMENT OF CORPORATE GOVERNANCE ARRANGEMENTS

The company adheres to the Corporate Governance Guidelines established by the Board of Directors of the Eviosys group. These guidelines provide a structure within which the company directors and management can effectively work to benefit the company, its shareholders and stakeholders. The Board intends that these guidelines serve as a framework within which the directors and management can conduct their work, operating within the context of all locally applicable legal requirements.

STREAMLINED ENERGY AND CARBON REPORT (SECR)

The SECR disclosure presents our carbon footprint within the United Kingdom for Scope 1, 2 and 3 emissions based on SECR Legislation, an appropriate intensity metric, the total energy use of electricity, gas and transport fuel and an energy efficiency actions summary taken during the financial year to 31 December 2021.

	December 31 2021
Energy consumption used to calculate emissions (kWh)	17,567,599
Emissions from combustion of gas tCO ₂ e (Scope 1)	2,117
Emissions from combustion of fuel for transport purposes tCO ₂ e (Scope 1)	
Emissions from business travel in rental cars or employee-owned vehicles where company is responsible for purchasing the fuel tCO ₂ e (Scope 3)	6
Emissions from purchased electricity tCO ₂ e (Scope 2, location-based)	1,275
Total gross tCO ₂ e based on above	3,398
Intensity ratio (tCO ₂ e / tonnes of metal sold)	71.40991

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)**STREAMLINED ENERGY AND CARBON REPORT (SECR) (continued)****ENERGY EFFICIENCY ACTION SUMMARY**

Eviosys Promotional Packaging UK Limited continues to achieve direct savings in energy and associated carbon emissions, through operational and technological improvements, including;

- Installation of LED lighting,
- PIR's fitted where possible,
- Compressed Air leak monitoring and corrective actions completed,
- Office heating controlled by thermostats,
- All doors fitted with automatic closers,
- Warehouses isolated from the rest of the buildings with walls/curtains,
- Plant shut down procedures.

METHODOLOGY NOTES

Reporting period	1 st of January 2021 – 31 st December 2021
Boundary (consolidation approach)	Operational approach
Alignment with financial reporting	SECR disclosure has been prepared in line with Eviosys Promotional Packaging UK Limited's annual accounts made up to the 31st of December 2020.
Reporting method	GHG Emissions reporting are in line with the Greenhouse Gas (GHG) Protocol Corporate Accounting and Reporting Standard
Emissions factor source	DEFRA, 2020 for all emissions factors https://www.gov.uk/government/publications/greenhouse-gas-reporting-conversion-factors-2020
Conversion factor source	Natural gas and gasoline: <ul style="list-style-type: none"> • Federal Register EPA; 40 CFR Part 98; e-CFR, June 13, 2017 • EPA GHG Emission Factors Hub Diesel: <ul style="list-style-type: none"> • U. S. Energy Information Administration - British Thermal Unit Conversion Factors 2020 LPG: Climate Leaders Greenhouse Gas Inventory Protocol Core Module Guidance Direct Emissions from Stationary Combustion Sources 2008
Calculation method	Activity Data x Emission Factor = GHG emissions Activity Data x Conversion Factor = kWh consumption
Other relevant information on calculation	Where applicable consumption was converted to kWh using conversion factors linked above, while emissions were calculated with the DEFRA emission factors. Transport data was calculated from litres or gallons to kWh and GHG emissions using the method above. In the absence of the exact vehicle types average conversion factors were used to calculate emissions. Where the exact LPG consumption was not practical to obtain, we used the prior year's same month consumption instead.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)**STREAMLINED ENERGY AND CARBON REPORT (SECR) (continued)**

Reason for the intensity measurement choice	Following the recommendations of the SECR legislation and based on the nature of our business, total weight of metal sold (tCO ₂ e / tonnes of metal sold) gives the best overview on our efficiency performance on a longer scale.
Rounding	The total tCO ₂ e expressed in the table above might have a slight difference compared to the absolute results due to rounding (no more than 1%).

POST BALANCE SHEET EVENT

The war in Ukraine has put an additional strain on the supply chain, which had already been severely impacted by the COVID-19 crisis. This has led to a significant increase in the price of raw materials and energy. The Group is limiting the risks associated with this event by passing down price increases of raw materials to customers, and by securing raw material prices in advance through forward contracts.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

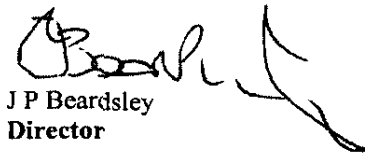
DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS (continued)

The directors 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 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.

On behalf of the Board

A handwritten signature in black ink, appearing to read 'JP Beardsley', is written over the printed name and title.

J P Beardsley
Director

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021**STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED****31 DECEMBER 2021**

	Note	2021 £'000	2020 £'000
Turnover	4	48,578	43,918
Change in stocks of finished goods and in work in progress		(173)	75
		48,405	43,993
Other operating income		120	612
Operating income		48,525	44,605
Raw materials and consumables		(23,592)	(21,458)
Staff costs	5	(12,127)	(11,807)
Depreciation and other amounts written off tangible and intangible fixed assets		(1368)	(1,368)
Other operating expenses	6	(10,954)	(7,596)
Operating profit / (loss)		484	2,376
Interest payable and similar expenses	7	(68)	(1)
Profit / (loss) before taxation		416	2,375
Tax on income	8	147	(111)
Profit / (loss) for the financial year		563	2,264
Total comprehensive income for the financial year		563	2,264

The results and total comprehensive income for the financial years shown above are derived entirely from continuing operations.

There is no material difference between the profit before taxation and the profit for the financial years stated above and their historical cost equivalent.

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021
(continued)
BALANCE SHEET AS AT 31 DECEMBER 2021

	Note	2021 £'000	2020 £'000
Fixed Assets			
Tangible assets	9	16,290	17,152
Current Assets			
Inventories	10	4,822	5,004
Debtors: amounts falling due within one year	12	29,521	17,116
Cash at bank and in hand		5,554	1
		<u>39,897</u>	<u>22,121</u>
Creditors: amounts falling due within one year	13	(35,211)	(11,073)
Net current assets		<u>4,686</u>	<u>11,048</u>
Debtors : amounts falling due after more than one year	11	1069	1426
Creditors: amounts falling due after more than one year	14	(922)	(1,067)
Net assets		<u>21,122</u>	<u>28,559</u>
Capital and reserves			
Called up share capital	15	40,720	48,720
Profit and loss account		(19,598)	(20,161)
Total equity		<u>21,122</u>	<u>28,559</u>

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

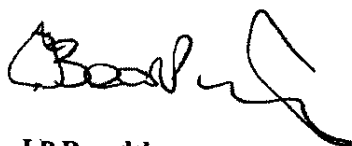
	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
As at 1 January 2020	48,720	(22,481)	26,239
Profit for the financial year and total comprehensive income	-	2,264	2,264
Equity share option credit	-	56	56
As at 31 December 2020	<u>48,720</u>	<u>(20,161)</u>	<u>28,559</u>
Profit / (loss) for the financial year and total comprehensive income	-	563	563
Capital reduction	(8,000)	-	(8,000)
Equity share option credit	-	-	-
As at 31 December 2021	<u>40,720</u>	<u>(19,598)</u>	<u>21,122</u>

**FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021
(continued)**

For the financial year in question the company was entitled to exemption under section 479a of the Companies Act 2006. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

The notes on pages 15 to 28 are an integral part of these financial statements. The financial statements on pages 12 to 28 were approved and authorised for issue by the board of directors on 27th March 2023 and were signed on its behalf by:



J P Beardsley

Director

Eviosys Promotional Packaging UK Limited

Company No: 02398420

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1. Statement of compliance

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

2. Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The company has adopted FRS 102 in these financial statements.

a) Basis of preparation

These financial statements are prepared on a going concern basis under the historical cost convention. Preparing the statements in conformity with FRS 102 requires certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions are material to the financial statements are disclosed in note 3.

b) Consolidated financial statements

These financial statements contain information about Eviosys Aerosols UK Ltd as an individual company and do not contain consolidated financial information as it is not a parent of a group. The company is exempt under Section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it is included by full consolidation in the consolidated financial statements of the ultimate parent company, Eviosys Packaging Group UK Ltd.

c) Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions (FRS 102 para 1.12). The company is a wholly owned subsidiary company of a group headed by Eviosys Packaging Group UK Ltd and is included in the financial statements of that company, which are publicly available. Consequently the company has taken advantage of the following available exemptions:

- FRS 102 section 7 para 3.17(d) "Statement of cash flows" from not presenting a cash flow statement.
- FRS 102 para 4.12(a) from not preparing a reconciliation of the number of shares outstanding at the beginning and end of the period.
- FRS 102 paras 11.39 – 11.48A, 12.26 – 12.29 from not disclosing certain financial instrument disclosures unless required by the Companies Act 2006.
- FRS 102 para 33.7 from the non-disclosure of key management personnel compensation in total.
- FRS 102 para 33.1A from the non-disclosure of related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly-owned by such a member.

The above exemptions have been notified to the company's shareholders who have not objected to the use of these exemptions.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2021 (continued)

2. Summary of significant accounting policies (continued)

c) Foreign currency

The company's functional and presentation currency is the pound sterling. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at mid-market rates of exchange at the balance sheet date, or if appropriate, at a related forward contract rate. Revenue and expenditure items denominated in foreign currencies are translated to sterling at the average rate of exchange ruling in the month in which the transaction took place. All exchange differences are included in the profit and loss account in the period to which they relate.

Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

d) Revenue recognition

Until 31 August 2021 the company provided specialist manufacturing services under the terms of a contract manufacturing agreement with a fellow group undertaking Crown Packaging Europe GmbH (the Principal). Under the terms of this agreement finished goods manufactured by the company are sold to the Principal at an agreed price which represents a mark-up on value added costs. Certain territories are not included within the terms of the manufacturing agreement for the year up to 31 August 2021.

As of 1 September 2021 sales to customers are no longer covered by the contract manufacturing agreement. For sales outside of the manufacturing agreement, turnover represents the invoiced value of sales of packaging containers in the normal course of business to local customers. In all cases, revenue is recognised on delivery of the product or service or once all risks and rewards have passed to the customer.

e) Employee benefits

The company provides a range of benefits to eligible employees. Short term benefits including holiday pay, are recognised as an expense in the period in which the service is received. The company operates an annual bonus plan for eligible employees. An expense is recognised in the profit and loss account when the company has a legal or constructive obligation to make payments under the bonus plan, as a result of past events and where a reliable estimate of the obligation can be made.

Defined contribution and defined benefit pension plans

The company was a member of The Metal Box Pension Scheme ("pension scheme") which comprised both a defined benefit and defined contribution scheme. The defined benefit plan was closed to new entrants in 2001, with benefits to employees and employer contributions ceasing with effect from 31 March 2019. The assets of the pension scheme are held separately from the Group's assets in a Trustee administered fund. The pension scheme is accounted for as a defined contribution scheme as the company is unable to identify its share of the underlying assets and liabilities in the scheme on a consistent and reasonable basis.

The company has entered into a pension scheme with AON Master Trust as of 1 April 2019. The scheme is funded by both the company and the employees. All employees are free to enter the scheme. A contribution structure has been defined for funding the scheme. Employees are free to make additional contributions to the plan. Besides the monthly contributions the company has no further obligations to the plan.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2021 (continued)

2. Summary of significant accounting policies (continued)

f) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively. Current or deferred taxation assets or liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred taxation is measured at the average tax rates that are 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.

g) Tangible assets and depreciation

Tangible assets are stated at the historic purchase cost net of accumulated depreciation and provision for impairment in value. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use and interest on loans directly related to the funding of construction costs.

The company has adopted the transition exemption under FRS 102 para 35.10(d) and has elected to use the most recent valuation as deemed cost. The difference between depreciation based on the deemed cost charged in the profit and loss account and the asset's original cost has been recorded in reserves.

Land and assets in the course of construction are not depreciated. On completion, assets in the course of construction are depreciated accordingly. Depreciation on other assets is calculated using the straight-line method so as to write-off the cost of each asset less their estimated residual values, over the term of their estimated useful economic lives as follows:

Buildings	25 to 40 years
Plant and machinery	3 to 18 years
Fixtures, fittings, tools and equipment	3 to 18 years

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2021 (continued)

2. Summary of significant accounting policies (continued)

h) Leased assets

Finance leases

Leases of assets that transfer substantially all the risks and rewards incidental to ownership are classified as finance leases.

Finance leases are capitalised at commencement of the lease as assets at the fair value of the leased asset or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. The capital element of the finance lease obligation is recorded as a liability on inception. Lease payments are apportioned between capital repayment and finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding.

Operating leases

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

i) Inventories

Inventories and work-in-progress are stated at the lower of historical cost and net realisable value. Cost is determined on a first-in, first-out basis (FIFO method). The cost of work-in-progress and finished goods comprises direct materials, labour and attributable manufacturing overheads based on normal levels of activity. Provision is made for obsolete, slow moving or defective items where appropriate.

At the end of each reporting period inventories are assessed for impairment. If an item of inventory is impaired, the identified inventory is reduced to its selling price less costs to complete and sell, and an impairment charge is recognised in the profit and loss account.

j) Provisions

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are discounted where material.

k) Financial instruments

The Company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of Financial Instruments. The company executes financial instruments that are in respect of foreign currency hedges to cover material trade payable or trade receivable balances that are denominated in foreign currency.

l) Related party transactions

The company discloses transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with members of the same group that are wholly owned.

m) Government grants

Regional development grants and other investment grants received are treated as deferred income and credited to the profit and loss account over the estimated useful economic life of the relevant fixed asset or in line with the terms and conditions of the grant received.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2021 (continued)

2. Summary of significant accounting policies (continued)

n) Exceptional items

The company classifies charges or credits that have a material impact on the company's financial results as "exceptional items". These are disclosed separately to provide further understanding of the financial performance of the company.

3. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting judgements, estimates and assumptions in applying the company's accounting policies

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

i) Useful economic lives of assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed when there is evidence of a change in conditions or a trigger event such as physical condition of the assets or technological advancement. Note 10 details the carrying amount of the tangible assets and note 2 g) details the useful economic lives for each class of asset.

ii) Inventory provisioning

Levels of inventory are subject to changing customer demands and raw material availability. As a result it is necessary to consider the recoverability of the cost of inventory and the associated provisioning. When calculating the inventory provision, management considers the nature and condition of the inventory, as well as applying assumptions around anticipated saleability of finished goods and future usage of raw materials. Note 10 details the carrying amount of the inventory and any associated provision.

iii) Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing any potential impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience. Note 11 and 12 shows the carrying amount of the debtors and associated impairment provision.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED**31 DECEMBER 2021 (continued)****2. Summary of significant accounting policies (continued)****iv) Subjectivity of impairments**

Any costs recognised during the period in relation to impairment will inherently be based on management's best estimate of the impairment's value. Where the value of assets have been fully impaired, the expense will be equal to the carrying value of the asset immediately before impairment. This carrying amount will be determined by the application of accounting policies over the asset's lifetime. Any impairment during the period is recognised immediately as an expense in the profit and loss account.

4. Turnover**Analysis of turnover by geographical destination:**

	2021	2020
	£'000	£'000
EU countries (excluding UK)	16,444	11,609
UK & rest of Europe	32,134	32,309
Total	48,578	43,918

In the opinion of the directors, the company's activity of the manufacture, printing and sale of packaging containers represents one class of business for the purposes of segmental reporting.

Analysis of turnover by customer:

	2021	2020
	£'000	£'000
Sales to customers	10,311	-
Sales to fellow group undertakings	38,267	43,918
Total	48,578	43,918

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2021 (continued)**

5. Staff costs

(a) The average monthly number of employees during the year, split by activity was:

	2021	2020
	Number	Number
Production	189	211
Administration	57	52
Total	246	263

(b) Employee costs during the year comprised:

	2021	2020
	£'000	£'000
Wages and salaries	10,335	10,178
Social security costs	1,002	1,047
Cost of employee share option schemes	-	56
Other pension costs	790	526
Total	12,127	11,807

(c) Directors' emoluments

No director received any emoluments from the company during the year (2020: none).

All of the directors are paid by fellow group companies which make no recharge to the company. The directors are directors of other group companies and it is not possible to make an accurate apportionment of their emoluments in respect of each of the group companies. Accordingly, these financial statements do not include any emoluments of these directors.

During the year no (2020: none) directors received deferred stock awards.

6. Operating profit

Operating profit is stated after (crediting)/charging:	2021	2020
	£'000	£'000
Own work capitalised	(400)	(500)
Depreciation of fixed assets (note 9)	1,368	1,368
Operating lease rental		
- plant and machinery	105	559
- other	75	166
Services provided by the company's auditors		
- fees payable for the audit	43	44
Distribution costs	2,664	1,828
Redundancy costs	-	-
Foreign exchange loss	31	10

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

7. Interest payable and similar expenses

	2021	2020
	£'000	£'000
On overdrafts and other interest bearing liabilities	68	1
	<u>68</u>	<u>1</u>

8. Tax on profit

a) Tax expense included in profit or loss account

	2021	2020
	£'000	£'000
Current tax		
UK corporation tax on profit for the year	504	(481)
Total current tax	<u>504</u>	<u>(481)</u>
Deferred tax		
Origination and reversal of timing differences – current year	(589)	249
Change in tax rate	245	121
Adjustments in relation to prior years	(13)	-
Total deferred tax	<u>(357)</u>	<u>370</u>
Tax profit / (charge) on results	<u>147</u>	<u>(111)</u>

b) Reconciliation of tax charge

The tax assessed for 2021 is lower (2020: lower) than that calculated using the statutory rate. The differences are explained below:

	2021	2020
	£'000	£'000
Profit / (loss) before taxation	<u>416</u>	<u>2,375</u>
Profit before taxation multiplied by the standard rate of corporation tax in the UK of 19.0% (2019: 19.0%)	(79)	(451)
Effects of:		
Expenses not deductible for tax purposes	(6)	(8)
Imputed interest income	-	(3)
Capital loss on building disposal		230
Change in tax rate	245	121
Adjustments in respect of prior years	(13)	
Total tax income / (charge) for the year	<u>147</u>	<u>(111)</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 DECEMBER 2021 (continued)

c) Tax rate changes

A change to the UK corporation tax rates was announced in the finance bill 2021. Corporation tax is set at 19% for the financial years beginning 1 April 2020, 2021 and 2022. The rate of corporation tax will increase to 25% from 1 April 2023.

9. Tangible assets

	Land	Buildings	Plant and machinery	Fixtures, fittings, tools and equipment	Total
	£'000	£'000	£'000	£'000	£'000
Cost					
At 1 January 2021	80	3,782	27,690	1,472	33,024
Additions	-	90	388	27	505
Disposals	-	-	-	-	-
Reclassification	-	-	-	-	-
At 31 December 2021	80	3,872	28,078	1,499	33,529
Accumulated depreciation					
At 1 January 2021	-	1,366	13,383	1,123	15,872
Charge for the year	-	218	1,070	79	1,367
Disposals	-	-	-	-	-
At 31 December 2021	-	1,584	14,453	1,202	17,239
Net book amount					
At 31 December 2021	80	2,288	13,625	297	16,290
At 31 December 2020	80	2,416	14,307	349	17,152

Land with a cost of £80,000 (2019: £80,000) has not been depreciated. Plant and machinery includes the cost of assets in the course of construction being £131,000 (2020: £569,000) which are not depreciated.

The net carrying amount of assets held under finance leases included in plant and machinery is £Nil (2020: £Nil).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED**31 DECEMBER 2021 (continued)****10. Inventories**

	2021	2020
	£'000	£'000
Raw materials and consumables	2,748	2,758
Work-in-progress	1,721	1,369
Finished goods and goods for resale	353	877
	4,822	5,004

In the opinion of the directors, the current replacement cost of inventories is not materially different from the amounts stated above.

11. Debtors: amounts falling due after more than one year

Deferred tax asset:	2021	2020
	£'000	£'000
At 1 January	1,426	1,056
Credited to the profit and loss account	(357)	370
At 31 December	1,069	1,426

The deferred tax asset comprises:

	2021	2020
	£'000	£'000
Accelerated capital allowances	1,021	1,372
Other timing differences	48	54
	1,069	1,426

12. Debtors: amounts falling due within one year

	2021	2020
	£'000	£'000
Trade debtors	2,697	1
Amounts owed by group undertakings	25,304	16,254
Other debtors	1,002	256
Prepayments and accrued income	518	605
	29,521	17,116

Amounts owed by group undertakings are unsecured and have no fixed repayment date. There is no interest charged on loans owed by fellow UK group undertakings. There are no loans to non UK fellow group undertakings.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

13. Creditors: amounts falling due within one year

	2021	2020
	£'000	£'000
Trade creditors	13,245	8,702
Amounts owed to group undertakings	15,243	309
UK corporation tax	-	481
Other taxation and social security	617	264
Accruals and deferred income	6,106	1,317
	35,211	11,073

Amounts owed to group undertakings are unsecured and have no fixed repayment date. There is no interest payable on loans owed to UK group undertakings. There are no loans from non UK fellow group undertakings.

Further information about the derivative financial instruments can be found in note 18.

14. Creditors: amounts falling due after more than one year

	2021	2020
	£'000	£'000
1,000 5% cumulative preference shares of £1 each	-	1
Accruals and deferred income – grant	922	978
Accruals and deferred income - other	-	88
	922	1,067

During 2010 a grant of £515k was received in relation to the relocation of the Mansfield Factory. This is being released over the 15 year lease term of the new building.

During 2018 a grant of £1,149,000 was received in relation to the relocation of the Tyneside factory. This grant is being released over the 14 year lease term of the new building.

The 5% cumulative preference shareholders have:

- the right to a fixed cumulative preferential dividend at a rate of 5% per annum on the capital paid up thereon for the time being;
- no redemption rights;
- the right to receive Notices of General Meetings of the company and to attend and vote thereat; and
- the right in a winding up to have the capital paid thereon and all arrears of dividends up to the date of commencement of the winding up, paid off, in priority to any payment of capital on the non-voting ordinary shares but with no further right to participate in the profits or assets of the company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

15. Called up share capital

	2021 £'000	2020 £'000
Issued, called up and fully paid		
40,720,000 (2020: 44,500,000) non-voting ordinary shares of £1 each	40,720	44,500
(2020: 4,220,000) preference shares of £1 each	-	4,220
	40,720	48,720

On 23 June 2021 the share capital was reduced by the cancelling and extinguishing of:

- all of the 1,000 5% cumulative preference shares of £1 each;
- all of the 4,220,000 preference shares of £1 each;
- 3,779,000 of the 44,500,000 ordinary shares of £1 each.

Resulting in the share capital now being 40,720,000 ordinary share of £1 each.

The non-voting ordinary shareholders have:

- no right to dividends other than those that may be recommended by the directors;
- no redemption rights;
- unlimited right to share in the surplus remaining on a winding up after all liabilities and participation rights of other classes of shares have been satisfied.

The preference shareholders have:

- no right to dividends other than those that may be recommended by the directors;
- no redemption rights;
- the right to receive Notices of General Meetings of the company and to attend and vote thereat;
- the right in a winding up to have the capital paid thereon in priority to any payment of capital on the non-voting ordinary shares, but with no further right to participate in the assets of the company.

16. Retirement benefits

The company participated in the Group's UK pension scheme, The Metal Box Pension Scheme, which was operated by CarnaudMetalbox Group UK Ltd and comprised both a defined benefit and defined contribution scheme providing benefits to certain employees within the Group. The defined benefit scheme was closed to new entrants in 2001 and ceased employee benefits and employer contributions at 31 March 2019. The scheme was funded and the assets of the scheme are held separately from the Group's assets in a Trustee administered fund.

The company has entered into a pension scheme with AON Master Trust as of 1 April 2019. The scheme is funded by both the company and the employees. All employees are free to enter the scheme. A contribution structure has been defined for funding the scheme. Employees are free to make additional contributions to the plan. Besides the monthly contributions the company has no further obligations to the plan. In the course of 2021 the company contributed GBP 1,670,000.-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021 (continued)

17. Financial commitments

At 31 December 2021 the company had future minimum lease payments under non-cancellable operating leases, as follows:

	2021	2020
	£'000	£'000
Payments due:		
Within 1 year	1,083	1,191
Between 2 and 5 years	2,822	3,631
Over five years	1,993	2,175
Total	<u>5,898</u>	<u>6,997</u>

18. Financial instruments

The company had outstanding currency derivatives to protect against the risk of adverse foreign exchange movements, as follows:

	Actual currency	
	2021	2020
	'000	'000
Currency derivatives		
Futures currency contracts EUR €	-	-

At the year end, the fair value of the underlying financial instruments listed above was £Nil (2020: £Nil).

The forward currency contracts are recorded at mark to market fair values. The effect of these forward currency contracts being brought onto the balance sheet is to recognise a fair value gain/loss on future settlement of the contract and therefore a derivative creditor of £Nil (2020: £Nil) as per note 13. Until 31 August 2021 there is no impact on the profit and loss account due to the contract manufacturing agreement with a fellow group undertaking Crown Packaging European Division GmbH (the Principal), whereby any gains or losses arising on the forward currency contracts are payable to or recoverable from the Principal.

19. Guarantees

The company has no guarantees outstanding at year-end.

20. Ultimate parent undertaking and controlling party

On the 8th April 2021 Crown Holdings Inc., entered into a definitive agreement to sell its European Tinplate Business to KPS Capital Partners, LP. On 31/08/2021, Eviosys Packaging Group UK Limited (formerly known as Kouti Midco UK Limited) acquired the UK and Ireland Tinplate business ultimately owned by Crown Holdings Inc. This acquisition includes also the company. The ultimate parent company and controlling party is Titan Holdings II BV, which is incorporated in The Netherlands. Titan Holdings II BV does not draft consolidated financial statements for the Eviosys group.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2021 (continued)**

21. Post Balance Sheet Event

The war in Ukraine has put an additional strain on the supply chain, which had already been severely impacted by the COVID-19 crisis. This has led to a significant increase in the price of raw materials and energy. The Group is limiting the risks associated with this event by passing down price increases of raw materials to customers, and by securing raw material prices in advance through forward contracts.