Mondi Packaging (UK) Limited
Report and Financial Statements
31 December 2008

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# Mondi Packaging (UK) Limited Report and financial statements for the year ended 31 December 2008 Contents

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# Mondi Packaging (UK) Limited Company Information

Directors
C A Hunt
J H A R Schoonbrood

Secretary G P Fenwick

Auditors Deloitte LLP Nottingham

Registered office Building 1, 1st Floor Aviator Park Station Road Addlestone, Surrey KT15 2PG

Registered number 3051244

# Mondi Packaging (UK) Limited Directors' Report

The directors present their report and audited accounts for the year ended 31 December 2008.

## Principal activities and review of the business

The company's ultimate parent undertaking and controlling party is Mondi plc, and the company's immediate parent undertaking is Mondi Packaging UK Holdings Limited. Copies of the group financial statements of Mondi plc are available from the Registrar of Companies, Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The company's principal activity during the year continued to be the manufacture and sale of packaging products. There have not been any significant changes in the company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

As shown in the company's profit and loss account the company's sales have decreased by 6% over the prior year, the gross profit margin has deteriorated from 26.3% to 24.8% due to a highly competitive market and increased paper costs. The operating loss has also deteriorated from 0.7% to 7.17%. This deteriation is in part attributable to the restructuring of middle management positions at the end of 2008, in the previous year there is no corresponding charge. Net Assets have decreased by £5.7m in the year due to trading losses and a restructuring provision of £2.0m. As a result of difficult trading conditions in the corrugated packaging sector Mondi as a whole responded by restructuring some high cost operations. The restructuring provision of £2.0m relates mainly to redundancy costs as a result of this review of the business.

The directors use the following key performance indicators to monitor the performance of the business against prior years and competitors.

	2008	2007
Gross Profit %	24.80%	26.30%
Operating Loss %	(7.17)%	(0.70)%

## Principal risks and uncertainties

Competitive pressure in the UK is a continuing risk for the company, which could result in it losing sales to its key competitors. The company manages this risk by providing added value services to its customers, having fast response times not only in supplying products but in handling all customer queries, and by maintaining strong relationships with customers. The company's credit risk is mainly attributable to trade receivables. The exposure is spread over a large number of customers, which limits exposure, during the year the company has put credit insurance in place.

The company is exposed to interest rate changes as a result of financing being held at floating rates. The risk is minimised however due to the fact that all funding is internal with scope for negotiation. From June 2007 the banking has been held within a cash pool with the UK having an overall positive cash balance.

The company is partially exposed to exchange rate fluctuations in the Euro Zone as a result of holding inter-company balances in foreign currencies. Foreign currency bank accounts are held within the group to minimise this risk. No derivatives are used.

## Going Concern

The directors believe that the Company will continue with its current business. The Company's immediate parent company, Mondi Packaging UK Holdings Ltd, has confirmed that it will provide continued support for the company to meet its obligations as they fall due for a period not less than 12 months from the signing of the company's annual financial statements. As a result, the directors believe that the entity will continue to be a going concern into the foreseeable future and have adopted the going concern basis of accounting.

# Mondi Packaging (UK) Limited Directors' Report

## **Environment**

Mondi Packaging (UK) Limited recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies, which are described in the group's Annual Report which does not form part of this Report. Initiatives designed to minimise the company's impact on the environment include safe disposal of manufacturing waste, recycling and reducing energy consumption.

## **Employees**

Details of the number of employees and related costs can be found in the notes to the financial statements.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees. The company participates in the group's policies and practices to keep employees informed on matters relevant to them as employees through regular meetings and newsletters. Employee representatives are consulted regularly on a wide range of matters affecting their interests.

## Payment policy and practice

It is the company's policy to settle the terms of payment with suppliers when agreeing the terms of the transaction, to ensure that suppliers are aware of those terms and to abide by them. Trade creditor days for the year were 101 days (2007: 87 days).

## Results and dividends

Details of the results for the year are shown in the profit and loss account. The directors do not recommend the payment of a dividend (2007; Nil).

## Directors

The following directors served during the year: F T Allan (resigned 13 May 2008)
C A Hunt (appointed 13 May 2008)
J H A R Schoonbrood

# Mondi Packaging (UK) Limited Directors' Report

Directors' responsibilities

The directors are responsible for preparing the report and financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

# Disclosure of information to auditors

So far as each director at the date of approval of this report is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

## Directors' indemnities

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

## **Auditors**

Deloitte LLP have expressed their willingness to continue in office as auditors of the company.

This report was approved by the board on 22 October 2009.

Secretary

Mondi Packaging (UK) Limited Independent auditors' report to the shareholders of Mondi Packaging (UK) Limited

We have audited the financial statements of Mondi Packaging (UK) Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 22. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

## Opinion

In our opinion:

• the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its loss for the year then

the financial statements have been properly prepared in accordance with the Companies Act 1985; and the information given in the Directors' Report is consistent with the financial statements.

Deloitte LLP

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Nottingham

Chartered accountants and registered auditors

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23rd October 2009

# Mondi Packaging (UK) Limited **Profit and Loss Account** for the year ended 31 December 2008

	Notes	2008 £'000	2007 £'000
Turnover	2	71,333	75,897
Cost of sales		(53,666)	(55,969)
Gross profit		17,667	19,928
Distribution costs  Administrative expenses - other  Administrative expenses - restructuring provision  Administrative expenses - total		(5,143) (15,450) (2,070) (17,520)	(5,391) (15,071) (15,071)
Operating loss	3	(4,996)	(534)
Interest receivable Interest payable	6 7	104 (1,649)	769 (5,860)
Loss on ordinary activities before taxation		(6,541)	(5,625)
Tax credit on loss on ordinary activities	8	699	1,252
Loss for the financial year	17,18	(5,842)	(4,373)

## Continuing operations

None of the company's activities were acquired or discontinued during the above two financial

# Statement of total recognised gains and losses

The company has no recognised gains or losses other than the loss for the above two financial years. Accordingly no statement of total recognised gains and losses is given.

# Mondi Packaging (UK) Limited **Balance Sheet** as at 31 December 2008

	Notes		2008 £'000		2007 £'000
Fixed assets					
Tangible assets	9		27,011		27,963
Current assets				2.120	
Stocks	10	2,200		2,129	
Debtors	11	17,951		56,685	
Cash at bank and in hand	_	29,197		2,934	
		49,348		61,748	
Creditors: amounts falling due					
within one year	12	(39,979)		(24,919)	
Net current assets	_		9,369		36,829
Total assets less current liabilities		-	36,380	-	64,792
naomnes			50,500		
Creditors: amounts falling due	:				(22.000)
after more than one year	13		•		(22,989)
Provisions for liabilities					(1.003)
Deferred taxation	14				(1,803)
Other provisions	15		(2,070)	-	(1.802)
			(2,070)	•	(1,803)
Net assets			34,310		40,000
Capital and reserves					
Called up share capital	16		73,519		73,519
Profit and loss account	17		(39,209)		(33,519)
Shareholders' funds	18		34,310	•	40,000

Director
Approved by the board 22 October 2009 - CO. NO. 3051244

# 1 Accounting policies

## Accounting convention

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings, and in accordance with applicable United Kingdom Accounting Standards. These accounting policies have been applied consistently throughout the year and the preceding year. The directors have prepared the financial statements on a going concern basis for the reasons set out in the paragraph headed going concern in the directors' report.

## Cashflow statement

The company is exempt from preparing a cashflow statement on the basis that a consolidated cashflow statement which includes the company is presented in the financial statements of the ultimate parent undertaking, Mondi plc.

#### Turnover

Turnover is the total amount receivable by the company for goods supplied as a principal and for services provided, excluding VAT and trade discounts.

#### Fixed assets

Fixed assets are stated at cost less depreciation and any provision for impairment. Depreciation is provided to write off the cost or revalued amounts less estimated residual value, in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Freehold buildings Plant and machinery 3% 5% - 33%

No depreciation is provided on freehold land.

The company's policy is to carry all assets at historic cost, except freehold land and buildings which have been included in the balance sheet at a valuation existing on 31 December 2000 when the company implemented FRS15 for the first time.

## Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the actual purchase price is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

# 1 Accounting policies (continued)

#### Taxation

Current UK Corporation tax is provided at amounts expected to be paid (or recovered) using tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Lonres

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the lease and depreciated over the shorter of the period of the lease and the estimated useful economic lives of the assets. The finance charges are allocated over the period of the lease in proportion to the capital amount outstanding and are charged to the profit and loss account.

## Share-based payments

The company has applied the requirements of FRS 20 "Share-based Payments".

The company's ultimate parent company, Mondi plc, issues equity-settled share-based payments to certain employees of the company. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of the grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the company's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

Fair value is measured by use of the Black-Scholes pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability and behavioural considerations.

## Pensions

Defined contribution pension scheme

The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profit represents the contributions payable to the scheme in respect of the accounting period.

## 2 Turnover

Turnover is attributable to the company's principal activity, the manufacture and sale of packaging products carried out in the United Kingdom.

3	Operating loss	2008 £'000	2007 £'000
	This is stated after charging:		
	Depreciation of owned fixed assets	3,303	2,798
	Depreciation of assets held under finance leases & HP	-	400
	Operating lease rentals - plant and machinery	377	234
	Restructuring costs	2,070	-
	Auditors' remuneration for audit services	142	67_

Auditors' remuneration shown is for the audit of the company's annual financial statements, and there are no auditors' remuneration non audit fees to disclose in the current or prior year.

4	Directors' emoluments	2008 £'000	2007 £'000
	Emoluments	133	97
	Company contributions to money purchase pension schemes		
	• •	138	108
	Highest paid director:		
	Emoluments	133	97
	Company contributions to money purchase pension schemes	5	11
	7.	138	108_

The number of directors to whom retirement benefits accrued during the year under the company's defined contribution pension scheme in respect of qualifying services as a director of the company was one.

Number of directors in company pension schemes:	2008 Number	2007 Number
Money purchase schemes		1

5	Staff costs	2008 £'000	2007 £'000
	Wages and salaries Social security costs Other pension costs Redundancy costs	12,026 1,120 415 2,070 15,631	10,824 1,126 429 - 12,379
	Average number of employees during the year	Number	Number
	Sales and administration Production	114 241 355	128 246 374

Wages and salary costs for the current year include for the current year £nil and for the prior year £6,997 in respect of share award programmes of the former ultimate holding company, Anglo American plc, for awards granted at the balance sheet date. These are dealt with in accordance with FRS 20 as equity settled share-based employee benefits and have been credited to reserves as a capital contribution.

6	Interest receivable	2008 £'000	2007 £'000
	Bank interest receivable	<u>-</u> 104	45 724
	Interest receivable from group undertakings	104	769
7	Interest payable	2008 £'000	2007 £'000
	Bank loans and overdrafts	119 1,530	116 5,744
	Interest payable to group undertakings	1,649	5,860

Taxation	2008 £'000	2007 £'000
Analysis of credit in period		
Current tax:		
Group relief surrendered	-	(1,640)
Adjustments in respect of previous periods	1,104_	(233)
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1,104	(1,873)
Deferred tax:		
Origination and reversal of timing differences	-	22
Change in tax rate	192	(129)
Adjustment in respect of prior year	(1,158)	728
Originating and reversal of timing differences	(837)	<u>-</u> _
Ongmaning and roversarior analysis	(1,803)	621
Tax on loss on ordinary activities	(699)	(1,252)

# Factors affecting tax credit for period

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 28.5% (2007: 30%). The actual tax (credit)/charge for the current and the previous year is different from the standard rate for the reasons set out in the following reconciliation.

	2008 £'000	2007 £'000
Loss on ordinary activities before tax	(6,541)	(5,625)
Standard rate of corporation tax in the UK	28.5%	30%
	000°£	900,3
	(1,864)	(1,688)
Effects of:		
Permanent differences	34	69
Capital allowances for period in excess of depreciation	837	(13)
Losses carried forward	993	-
Movement in general provisions	-	(8)
Adjustments to tax charge in respect of previous periods	1,104	(233)
Current tax charge/(credit) for period	1,104	(1,873)

## 9 Tangible fixed assets

Tung.ove times essess	Freehold land and buildings £'000	Plant and machinery £'000	Total £'000
Cost or valuation		£4.633	(0.200
At 1 January 2008	13,767	54,632	68,399
Additions		2,351 _	2,351
At 31 December 2008	13,767	56,983	70,750
Depreciation			
At 1 January 2008	3,889	36,547	40,436
Charge for the year	366		3,303
At 31 December 2008	4,255	39,484	43,739
Net book value			25.011
At 31 December 2008	9,512	17,499	27,011
At 31 December 2007	9,878	18,085	27,963

Land and buildings includes £1,300,000 (2007: £1,300,000) of land which has not been depreciated.

Freehold land and buildings:	2008 £'000	2007 £'000
Historical cost	19,370	19,370
Cumulative depreciation based on historical cost	(9,200)	(8,619)

Land buildings were independently valued as at June 1997 by Jones Lang Wootton, licensed agents and approved valuers, on the basis of existing use. The transitional arrangements of FRS15 are being adopted in the case of the company's freehold land and buildings, where the valuation has not been updated since 1997. The company is not continuing the revaluation policy relating to this asset.

	2008 £'000	2007 £'000
Net book value of plant and machinery included above held under		
finance leases and hire purchase contracts		1,352

10	Stocks	2008 £'000	2007 £'000
	Raw materials and consumables	1,640	1,453
	Work in progress	52	61
	Finished goods and goods for resale	508	615
		2,200	2,129
11	Debtors	2008	2007
-		£'000	£,000
	Trade debtors	13,415	16,222
	Amount due from group undertakings	3,663	36,006
	Group relief	· -	2,276
	Other debtors	-	1,540
	Prepayments and accrued income	873	641
	• •	17,951	56,685
12	Creditors: amounts falling due within one year	2008	2007
	Citations and Citation and Cita	£'000	£'000
	Bank loans and overdrafts		5,792
	Trade creditors	9,178	9,259
	Amounts due to group undertakings	26,103	3,800
	Due to related parties	79	-
	Group relief	403	-
	Other creditors	2,091	2,687
	Accruals and deferred income	2,125	3,381
		39,979	24,919
13	Creditors: amounts falling due after one year	2008	2007
		£'000	£'000
	Amounts due to group undertakings		22,989

14 Deferred taxation	2008 £'000	2007 £'000
The provision for deferred tax comprises:		
Accelerated capital allowances Tax losses carried forward	1,316 (1,234) (82)	3,119 (1,234) (82)
Other timing differences Provision for deferred tax		1,803
	2008 £'000	2007 £'000
At 1 January Deferred tax charge in profit and loss account At 31 December	1,803 (1,803)	1,182 621 1,803

There is deferred tax unprovided for of £1.1m. This is due to the uncertainty that the losses will not be utilised in the foreseeable future.

## 15 Provisions for liabilities

ructuring £'000	F					
-				At 1 January 2008		
2,070				Provision made during the period		
2,070				At 31 December 2008		
	This restructuring provision is expected to be fully utilised by 2010.					
2007	2008	2007	2008	Share capital	14	
£'000	000°£	No.	No.	Share capital	10	
7		710	110	Authorised:		
200,000	200,000	200,000,000	200,000,000	Ordinary shares of £1 each		
200,000	200,000	200,000,000	200,000,000	Ordinary shares of £1 each		
2007	2008	2007	2008			
£'000	£'000	No	No			
				Allotted, called up and fully paid:		
73 <u>,</u> 519	73,519	73,519,084	73,519,084	Ordinary shares of £1 each		
2007	4000					
2007	2008			Profit and loss account	17	
£,000	£'000					
(29,153)	(33 510)					
(4,373)	, , ,					
(4,575)	(3,042)					
,	152					
	132	lances	f intercompany ba	Capital contribution - Write off o		
(33,519)	(39,209)			At 31 December		
-	(33,519) (5,842) 152 (39,209)	lances		At 1 January Loss for the financial year Capital contribution from Anglo Capital contribution - Write off o At 31 December		

18 Reconciliation of movement in shareholders' funds	2008 £'000	2007 £'000
At 1 January	40,000	(12,153)
Loss for the financial year	(5,842)	(4,373)
Capital contribution from Anglo American plc	· -	7
Capital contribution - Write off of intercompany balances	152	-
Shares issued	-	56,519
At 31 December	34,310	40,000

The capital contribution from Anglo American plc is in respect of share based payments as detailed in the note on employee costs.

## 19 Pension commitments

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amount to £414,973 (2007: £428,112). There were no accrued pension contributions at the end of the year.

# 20 Other financial commitments

At the end of the year the company had annual commitments under non-cancellable operating leases

	Other 2008 £'000	Other 2007 £'000
Operating leases which expire: within one year within two to five years in over five years	40	219
	694	236
	3	2
	737	457

## 21 Related parties

As a wholly owned subsidiary of Mondi plc, the company is exempt from the requirements of FRS8 to disclose transactions with other members of the group headed by Mondi plc.

# 22 Controlling party

The company's ultimate parent undertaking and controlling party is Mondi plc, a company which is incorporated in England and Wales. Copies of the group financial statements of Mondi plc are available from the Registrar of Companies, Crown Way, Maindy, Cardiff, CF14 3UZ.

The company's immediate parent undertaking is Mondi Packaging UK Holdings Limited.