

REGISTERED NUMBER: 03944055 (England and Wales)

**FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023
FOR
PRESTIGE BRANDS (UK) LIMITED**

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FOR THE YEAR ENDED 31 MARCH 2023**

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PRESTIGE BRANDS (UK) LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2023**

DIRECTORS: Mr R Lombardi
Ms C Sacco
Mr W P'Pool

REGISTERED OFFICE: 5 Clockhouse Court
5-7 London Road
St Albans
Hertfordshire
AL1 1LA

REGISTERED NUMBER: 03944055 (England and Wales)

AUDITORS: Seymour Taylor Limited, Statutory Auditor
First Floor North
40 Oxford Road
High Wycombe
Buckinghamshire
HP11 2EE

BANKERS: Clydesdale Bank PLC (trading as Virgin Money)
30 St Vincent Place
Glasgow
G1 2HL

STATEMENT OF FINANCIAL POSITION
31 MARCH 2023

	Notes	2023 £	£	2022 £	£
FIXED ASSETS					
Intangible assets	4		-		-
Tangible assets	5		80,630		91,563
Investments	6		1		1
			<u>80,631</u>		<u>91,564</u>
CURRENT ASSETS					
Stocks		943,317		1,005,946	
Debtors	7	1,985,213		1,613,780	
Cash at bank		<u>245,675</u>		<u>461,869</u>	
		3,174,205		3,081,595	
CREDITORS					
Amounts falling due within one year	8	<u>2,417,414</u>		<u>2,237,409</u>	
NET CURRENT ASSETS			<u>756,791</u>		<u>844,186</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>837,422</u>		<u>935,750</u>
CAPITAL AND RESERVES					
Called up share capital	10		100		100
Capital contribution reserve	11		251,240		251,240
Share based payments reserve	11		139,462		139,462
Retained earnings	11		<u>446,620</u>		<u>544,948</u>
SHAREHOLDERS' FUNDS			<u>837,422</u>		<u>935,750</u>

The financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors and authorised for issue on 20 December 2023 and were signed on its behalf by:

Ms C Sacco - Director

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

1. STATUTORY INFORMATION

Prestige Brands (UK) Limited is a private company limited by shares and incorporated in England and Wales. The address of the company's registered office is 5 Clockhouse Court, 5-7 London Road, St Albans, Hertfordshire, AL1 1LA. The registered number is 03944055.

The principal activity of the company is that of packaging and selling healthcare products.

The presentation currency of these financial statements is Sterling (£), being the currency of the primary economic market in which the entity operates. All amounts in these financial statements have been rounded to the nearest pound unless stated otherwise.

The significant accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented unless otherwise stated.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Going concern

The directors have assessed expected future cashflows, giving due consideration to all relevant factors affecting the company. The directors have considered the potential impact on the company as well as its capital resources and believe that the company has adequate resources in place to continue in operation for at least twelve months from the date of approval of the financial statements. Consequently, the company continues to adopt the going concern basis in preparing these financial statements.

Preparation of consolidated financial statements

The financial statements contain information about Prestige Brands (UK) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 402 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as its subsidiary undertaking is not material to the financial statements in accordance with Section 405 of the Companies Act 2006.

Turnover

Turnover from the sale of goods is recognised when significant risks and rewards of ownership of the goods have transferred to the buyer, the amount of turnover can be reliably measured, it is probable that the economic benefits associated with the transaction will flow to the company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

This is usually when the goods have been delivered and legal title has passed.

Goodwill

Goodwill arising on the acquisition of businesses is capitalised, classified as an asset in the statement of financial position, and amortised on a straight line basis over its estimated useful life. The period chosen for the amortisation of goodwill is 20 years, and the goodwill has now been fully amortised.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2023

2. ACCOUNTING POLICIES - continued

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimate useful life:

Plant and machinery - straight line - 33%

Computer equipment - straight line - 33%

Improvements to property - over the lease term

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since the last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

The directors assess at each reporting date whether tangible fixed assets are impaired, and subsequently a provision is recognised if required.

Investments in subsidiaries

Investments in subsidiaries are carried at cost less impairment.

Impairment of assets

Assets not measured at fair value are reviewed for any indication that the asset may be impaired at each statement of financial position date. If such indication exists, the recoverable amount of the asset, or the asset's cash generating unit, is estimated and compared to the carrying amount. Where the carrying amount exceeds its recoverable amount, an impairment loss is recognised in the statement of comprehensive income, unless the asset is carried at a revalued amount where the impairment loss is a revaluation decrease.

Impairment of non-financial and financial assets

At each period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount, with the impairment recognised immediately in the statement of comprehensive income.

Stocks

Stocks are stated at the lower of cost and net realisable value.

Cost incurred in bringing each product to its present location and condition is based on standard cost, set by the US parent undertaking on a first-in, first-out basis, including transport.

Net realisable value is based on estimated normal selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow moving or defective items where appropriate.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2023

2. ACCOUNTING POLICIES - continued

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous years.

Deferred tax

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Differences between accumulated depreciation and tax allowances for the cost of a fixed asset, if and when all conditions for retaining the tax allowances have been met, are not provided for. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the statement of financial position date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currencies

Transactions denominated in foreign currencies are translated into Sterling at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities at the period end denominated in a foreign currency are translated into Sterling at the rate of exchange ruling at the statement of financial position date. Exchange differences are taken into account when arriving at the operating profit.

Hire purchase and leasing commitments

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

Share based payments

The cost of equity-settled share-based payment transactions with employees is measured by reference to the fair value at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined by an external valuer using a Black-Scholes option pricing model.

At each statement of financial position date before vesting, the cumulative expense is calculated and recognised in the income statement, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and of the number of equity instruments that will ultimately vest. In the case of an instrument subject to a market condition, this will be treated as vesting as described above.

The financial effect of awards by the parent company of options over its equity shares to the employees of subsidiary undertakings are recognised by the parent company in its individual financial statements. In particular the parent company records an increase in its investment in subsidiaries with a credit to equity equivalent to the cost in the subsidiary undertakings.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2023
2. ACCOUNTING POLICIES - continued
Financial instruments

The company has applied the provisions of Section 11 "Basic Financial Instruments" and Section 12 "Other Financial Instrument Issues" of FRS 102 to its financial statements.

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the statement of financial position. Finance costs and gains or losses relating to financial liabilities are included in the statement of comprehensive income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 10 (2022 - 7) .

4. INTANGIBLE FIXED ASSETS

	Goodwill £
COST	
At 1 April 2022	
and 31 March 2023	<u>251,240</u>
AMORTISATION	
At 1 April 2022	
and 31 March 2023	<u>251,240</u>
NET BOOK VALUE	
At 31 March 2023	<u><u>-</u></u>
At 31 March 2022	<u><u>-</u></u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2023

5. TANGIBLE FIXED ASSETS

	Improvements to property £	Plant and machinery £	Computer equipment £	Totals £
COST				
At 1 April 2022 and 31 March 2023	<u>96,407</u>	<u>19,145</u>	<u>14,292</u>	<u>129,844</u>
DEPRECIATION				
At 1 April 2022	4,844	19,145	14,292	38,281
Charge for year	<u>10,933</u>	<u>-</u>	<u>-</u>	<u>10,933</u>
At 31 March 2023	<u>15,777</u>	<u>19,145</u>	<u>14,292</u>	<u>49,214</u>
NET BOOK VALUE				
At 31 March 2023	<u>80,630</u>	<u>-</u>	<u>-</u>	<u>80,630</u>
At 31 March 2022	<u>91,563</u>	<u>-</u>	<u>-</u>	<u>91,563</u>

6. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
At 1 April 2022 and 31 March 2023	<u>1</u>
NET BOOK VALUE	
At 31 March 2023	<u>1</u>
At 31 March 2022	<u>1</u>

7. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023 £	2022 £
Trade debtors	1,309,454	996,017
Amounts owed by group undertakings	239,758	129,072
Other debtors	<u>436,001</u>	<u>488,691</u>
	<u>1,985,213</u>	<u>1,613,780</u>

Included in other debtors is a deferred tax asset of £139,260 falling due after more than one year from the reporting date.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2023

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023 £	2022 £
Trade creditors	845,230	931,340
Amounts owed to group undertakings	802,051	669,346
Taxation and social security	235,385	69,109
Other creditors	534,748	567,614
	<u>2,417,414</u>	<u>2,237,409</u>

9. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2023 £	2022 £
Within one year	64,627	62,422
Between one and five years	<u>159,987</u>	<u>224,614</u>
	<u>224,614</u>	<u>287,036</u>

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2023 £	2022 £
100	Ordinary	£1	<u>100</u>	<u>100</u>

11. RESERVES

	Retained earnings £	Capital contribution reserve £	Share based payments reserve £	Totals £
At 1 April 2022	544,948	251,240	139,462	935,650
Deficit for the year	<u>(98,328)</u>	<u>-</u>	<u>-</u>	<u>(98,328)</u>
At 31 March 2023	<u>446,620</u>	<u>251,240</u>	<u>139,462</u>	<u>837,322</u>

12. DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006

The Report of the Auditors was unqualified.

Timothy Fulker BSc FCA (Senior Statutory Auditor)
for and on behalf of Seymour Taylor Limited, Statutory Auditor

13. PENSION COMMITMENTS

The company operates a defined contributions scheme. The assets of the scheme are held separately from those of the company in an independently administrated fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £27,567 (2022 - £16,882).

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2023

14. RELATED PARTY DISCLOSURES

The company has taken advantage of exemption, under the terms of Section 1A of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

15. SHARE-BASED PAYMENT TRANSACTIONS

Restricted Shares

Prestige Consumer Healthcare Inc. (formerly Prestige Brands Holdings) granted restricted shares to employees of Prestige Brands (UK) Limited. Restricted shares generally vest in 3 years, contingent on attainment of group performance goals, including revenue and earnings before income taxes, depreciation and amortisation targets, or the certain time vesting thresholds. The restricted share awards provide for accelerated vesting if there is a change in control, as defined in the plan or document pursuant to which awards were made. The fair value of non-vested restricted shares is determined as the closing price of Prestige Consumer Healthcare Inc. common stock on the day preceding the grant date.

Options

The option plan outlines that the exercise price of the option granted shall be no less than the fair market value of the parent company's common stock on the date the option is granted. Options granted have a term of 10 years from the grant date and vest in accordance with a schedule determined at the time the option is granted, generally 3 years. The option awards provide for accelerated vesting if there is a change in control.

The company has taken advantage of exemption, under the terms of Section 1A of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose the requirement of Section 26 Share-based payments as the equivalent disclosures required by this requirement are included in the consolidated financial statements of the group in which the company is consolidated.

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The directors consider the ultimate parent undertaking and controlling party to be Prestige Consumer Healthcare Inc, a company incorporated in the state of Delaware, USA..

The largest and smallest group of which the company is a member and for which consolidated financial statements are prepared is that headed by Prestige Consumer Healthcare Inc.

Copies of the group financial statements, which include the company, can be obtained from 660 White Plains Road, Suite 250, Tarrytown Office Park, Tarrytown, New York, 10591, USA.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.