

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
Registered number: 4227427
FOR THE YEAR ENDED 30 JUNE 2015

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## CONTENTS

	Page
Directors' report	1-2
Strategic report	3
Independent auditors' report	4 - 5
Profit and loss account	6
Statement of total recognised gains and losses	7
Balance sheet	8
Notes to the financial statements	: 9 - 17

## DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2015

The directors present their report and the financial statements for the year ended 30 June 2015.

#### Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Future developments and financial risk management

See details of future developments and financial risk management within the Strategic report.

#### Results and dividends

The profit for the year, after taxation, amounted to €127,406,000 (2014 - €63,571,000).

The company paid a dividend during the year of €145,000,000 (2014 - €68,682,000).

#### **Directors**

The directors who served during the year were:

C Cheetham

R Dixon

T Kilbride

## DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2015

#### Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

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

#### **Auditors**

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

T Kilbride Director

Date: 4 December 2015

Amcor Central Services Bristol 83 Tower Road North Bristol BS30 8XP

#### STRATEGIC REPORT FOR THE YEAR ENDED 30 JUNE 2015

#### Business review and future developments

The company is a wholly owned indirect subsidiary of Amcor Limited ("the group") and the directors of the group manage operations at a group level. Due to the non-complex nature of the company's activities the company's directors believe that analysis using key performance indicators is not necessary or appropriate for an understanding of the development, performance or position of the business in the company. Accordingly the development, performance and position of the group, which includes the company, are set out in the group's annual report which does not form part of this report, but is available at www.amcor.com.

No impairments were recognised during the year and the current level of activity is expected to continue in the future.

#### Financial risk management

Due to the non-complex nature of the company's activities, its exposure to financial risks is limited. In addition, the directors of the group manage the group's risk at a group level, rather than at an individual entity level. For this reason, the company's directors believe that a discussion of the group's risks would not be appropriate for an understanding of the development, performance or position of the business of the company. The principal risks and uncertainties of the group, which include those of the company, are discussed in the group's annual report (which does not form part of this report).

This report was approved by the board and signed on its behalf.

**T Kilbride** Director

Date: 4 December 2015

# Independent auditors' report to the members of Amcor Holding No.1 Limited

## Report on the financial statements

#### Our opinion

In our opinion, Amcor Holding No.1 Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 June 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### What we have audited

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

- the Balance Sheet as at 30 June 2015;
- the Profit and Loss Account and Statement of Total Recognised Gains and Losses for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

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

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

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

#### Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

## Responsibilities for the financial statements and the audit

#### Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

#### What an audit of financial statements involves

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

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

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

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

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

Duncan Stratford (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

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**Bristol** 

December 2015

#### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2015

	Note	2015 €000	2014 €000
Administrative expenses		(2,236)	(2,334)
Other operating charges			(30)
Operating loss	2	(2,236)	(2,364)
Income from shares in group undertakings		118,154	68,711
Interest receivable and similar income	<b>3</b>	16,089	16,686
Interest payable and similar charges	4	(4,458)	(19,717)
Other finance (costs)/încome	5	(143)	255
Profit on ordinary activities before taxation		127,406	63,571
Tax on profit on ordinary activities	6	<u>-</u>	-
Profit for the financial year	12 .	127,406	63,571

All amounts relate to continuing operations.

There are no material differences between the profit on ordinary activities before taxation and the retained profit for the financial year stated above and their historical cost equivalents.

The notes on pages 9 to 17 form part of these financial statements.

## STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 JUNE 2015

	Note	2015 €000	2014 €000
Profit for the financial year	•	127,406	63,571
Actuarial gain/(loss) related to pension scheme	15	1,016	(827)
Total recognised gains and losses relating to the year		128,422	62,744

The notes on pages 9 to 17 form part of these financial statements.

## AMCOR HOLDING NO.1 LIMITED REGISTERED NUMBER: 4227427

### BALANCE SHEET AS AT 30 JUNE 2015

	Note	€000	2015 €000	€000	2014 €000
Fixed assets					
Investments	7		11,888		11,888
Current assets					
Debtors: amounts falling due after more than one year	8	461,800		461,800	
Debtors: amounts falling due within one year	8	3		24	
		461,803	•	461,824	
Creditors: amounts falling due within one year	9	(180,747)		(162,566)	
Net current assets		<del> </del>	281,056		299,258
Total assets less current liabilities			292,944	•	311,146
Provisions for liabilities					
Other provisions	10		(768)	•	(573)
Net assets excluding pension scheme liabilities			292,176		310,573
Defined benefit pension scheme liability	15	•	(2,987)		(4,806)
Net assets including pension scheme liabilities		=	289,189		305,767
Capital and reserves					
Called up share capital	11		242,977		242,977
Other reserves	12		359		359
Profit and loss account	12	_	45,853		62,431
Shareholders' funds	13	<u> </u>	289,189		305,767

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

**T Kilbride**Director

Date: 4 December 2015

The notes on pages 9 to 17 form part of these financial statements.

#### 1. ACCOUNTING POLICIES

#### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The accounting policies have all been applied consistently throughout the year and the preceding year.

As the company is a wholly owned subsidiary of Amcor Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which are wholly owned subsidiaries of the group. The consolidated financial statements of Amcor Limited, within which this company is included, can be obtained from Amcor Limited, 109 Burwood Road, Hawthorn, Victoria 3122, Australia. Amcor Limited is an Australian company which prepares its financial statements under IFRS.

#### 1.2 GOING CONCERN

The financial statements have been prepared on the going concern basis in accordance with the Companies Act 2006.

#### 1.3 CASH FLOW

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

#### 1.4 INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment.

The Directors perform an annual impairment assessment and where a potential exposure is identified a full impairment review in compliance with FRS 11, 'Impairment of fixed assets and goodwill' is undertaken. To assess the carrying value of the investments the directors have considered the underlying net asset values and future earnings where appropriate. Any impairment recognised is taken to the profit and loss account. Where the Directors become aware that the circumstances that gave rise to a previous impairment are no longer applicable the impairment is reversed. The credit is recognised in the profit and loss account.

#### 1.5 PENSIONS

The company operates a defined benefits pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held seperately from those of the company. Pension scheme assets are measured using market values. Pension scheme liabilities are measured using a projected unit method and discounted at the annual rate of return on a high quality corporate bond of equialent term and currency to the liability.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2015

#### 2. OPERATING LOSS

The operating loss is stated after charging:

	2015 €000	2014 €000
Difference on foreign exchange	-	30

During the year, no director received any emoluments (2014 - €NIL).

The emoluments of the directors are paid by fellow group companies, which make no recharge to the company. All directors are directors of a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, the above details include no emoluments in respect of the directors.

During the current and prior year there were no employees other than the directors.

Auditors' remuneration of €6,000 (2014 - €6,000) relating to audit fees only was borne by its fellow subsidiary, Amcor European Investments Limited and has not been recharged to the company.

#### 3. INTEREST RECEIVABLE

		2015 €000	2014 €000
	Interest receivable from group companies	16,088	16,684
	Other interest receivable	1	2
		16,089	16,686
4.	INTEREST PAYABLE		
		2015 €000	2014 €000
	On bank loans and overdrafts	435	82
	On loans from group undertakings	4,023	19,635
		4,458	19,717
5.	OTHER FINANCE (COSTS)/INCOME		
J.	OTTENTION (COSTO), INCOME		0011
		2015 €000	2014 €000
	Expected return on pension scheme assets	944	1,422
	Interest on pension scheme liabilities	(1,087)	(1,167)
		(143)	255

#### 6. TAXATION

	2015 €000	2014 €000
UK corporation tax charge on profit for the year	-	-

#### FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20.75% (2014 - 22.50%). The differences are explained below:

	2015 €000	2014 €000
Profit on ordinary activities before tax	127,406	63,571
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.75% (2014 - 22.50%)	26,437	14,303
EFFECTS OF:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	(15)	(84)
Dividends from UK companies	(24,518)	(15,460)
Group relief	(1,904)	1,241
CURRENT TAX CHARGE FOR THE YEAR (see note above)	•	-

The company claimed tax losses of €1,903,701 (2014 - surrendered €1,241,000) from a fellow subsidiary for which no consideration will be received (2014 -  $\xi$ NIL).

#### **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

The main rate of corporation tax in the UK reduced from 21% to 20% on 1 April 2015. A further reduction in the main rate of corporation tax to 19% and 18%, effective from 1 April 2017 and 1 April 2020 respectively, were announced in the Summer Finance Bill 2015. The Summer Finance Bill 2015 was substantively enacted on 26 October 2015.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2015

#### **7**. **FIXED ASSET INVESTMENTS**

	Investments in
	subsidiary
	companies
	€000
COST	
At 1 July 2014 and 30 June 2015	35,213
IMPAIRMENT	
At 1 July 2014 and 30 June 2015	23,325
NET BOOK VALUE	
At 30 June 2015	11,888
At 30 June 2014	11,888
AC SO Julie 2014	
SUBSIDIARY UNDERTAKINGS	

The following were subsidiary undertakings of the company:

Class of shares	Holding	€000	€000
Charter capital	49%	7,618	7,618
Ordinary CHF100	100 %	4,123	4,123
Ordinary SEK100	100 %	61	61
Charter capital	100 %	43	43
Charter capital	100 %	43	43
Ordinary US\$1	51%	-	-
Ordinary €1.27	100 %	•	-
	-	11,888	11,888
	Charter capital Ordinary CHF100 Ordinary SEK100 Charter capital Charter capital Ordinary US\$1	Charter capital       49 %         Ordinary CHF100       100 %         Ordinary SEK100       100 %         Charter capital       100 %         Charter capital       100 %         Ordinary US\$1       51 %	Charter capital 49% 7,618  Ordinary CHF100 100% 4,123  Ordinary SEK100 100% 61  Charter capital 100% 43  Charter capital 100% 43  Ordinary US\$1 51% -  Ordinary €1.27 100% -

Name	Principal activity	Country of incorporation
Amcor Flexibles Novgorod LLC	Packaging manufacturer	Russia
Amcor Group GmbH	Services company	Switzerland
Amcor Flexibles Sweden AB	Services company	Sweden
Pet Envases de Venezuela, S.A.	Dormant company	Venezuela
Envases PlastiResin de Venezuela	Dormant company	Venezuela
Amcor Rigid Plastics (Barbados) Limited	<ul> <li>Dormant company</li> </ul>	Barbados
LMG (Ireland) Limited · · ·	Holding company	Ireland

The directors consider the value of the investments to be supported by their underlying assets.

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2015

#### 8. DEBTORS

DUE AFTER MORE THAN ONE YEAR	2015 €000	2014 €000
Amounts owed by group undertakings	461,800	461,800
DUE WITHIN ONE YEAR	2015 €000	2014 €000
Amounts owed by group undertakings Other debtors	7 (4)	7 17
	3	24

Amounts owed by group undertakings are unsecured, have no fixed repayment date, bear interest at various varying rates and are repayable on demand. The allocation between current and non current is based on the directors' best estimate having made inquiries of other group companies.

#### 9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

•	2015 €000	2014 €000
Bank loans and overdrafts	63,542	21,194
Amounts owed to group undertakings	117,181	141,344
Accruals and deferred income	24	28
	180,747	162,566

Amounts owed by group undertakings are unsecured, have no fixed repayment date, bear interest at various varying rates and are repayable on demand.

### 10. PROVISIONS

		Provision for onerous lease €000
At 1 July 2014 Additions		573 195
At 30 June 2015	•	768

#### **PROVISION FOR ONEROUS LEASE**

The provision relates to two properties (2014 - two properties) which are subject to onerous leases. The settlement of dilapdiation costs are expected to be incurred in 2016.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2015

11.	SHARE CAPITAL		
•		2015 €000	2014 €000
	ALLOTTED, CALLED UP AND FULLY PAID		
	242,977,000 ordinary shares of €1 each	242,977	242,977
12.	RESERVES		
		Other reserves €000	Profit and loss account €000
	At 1 July 2014	359	62,431
	Profit for the financial year	-	127,406
	Dividends: Equity capital	-	(145,000)
	Pension reserve movement	•	1,016
	At 30 June 2015	359	45,853
10	scheme.		
13.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2015 €000	2014 €000
	Opening shareholders' funds	305,767	311,705
	Profit for the financial year	127,406	63,571
	Dividends (Note 14)	(145,000)	(68,682)
	Other recognised losses during the year	1,016	(827)
	Closing shareholders' funds	289,189	305,767
14.	DIVIDENDS		
		2015 €000	2014 €000
	Dividends paid on equity capital	145,000	68,682

#### 15. PENSION COMMITMENTS

The company operates a Defined benefit pension scheme.

Following the closure of Amcor Flexibles Dublin Limited's Dublin Plant on 25 February 2011, Amcor Holding No. 1 Limited was appointed as the new Principal Employer of the Amcor Pension Scheme (Ireland) with effect from 31 December 2011. Effective from the same date, Amcor Holding No. 1 Limited entered into a Funding Agreement thereby undertaking to provide future deficit repair payments in accordance with the Funding Proposal dated 20 October 2009.

The pension scheme is closed to new members and future accrual. Pension costs are charged to operating expenses and other finance income in accordance with FRS17 - Retirement Benefits, with actuarial gains and losses being recognised in the statement of total recognised gains and losses.

A full actuarial valuation of the plan was carried out on 1 January 2013 and updated by the actuary to 31 June 2015.

The amounts recognised in the Balance sheet are as follows:

	2015 €000	2014 €000
Present value of funded obligations Fair value of scheme assets	(35,651) 32,664	(34,513) 29,707
Net liability	(2,987)	(4,806)
The amounts recognised in profit or loss are as follows:		
	2015 €000	2014 €000
Interest on obligation	(1,087)	(1,167)
Expected return on scheme assets	944	1,422
Past service credit	222	170
Total	79	425
Movements in the present value of the defined benefit obligation were as	follows:	
	2015 €000	2014 €000
Opening defined benefit obligation	34,513	32,017
Interest cost	1,087	1,167
Actuarial losses	1,338	2,449
Past service credit	(222)	(170)
Benefits paid	(1,065)	(950)
Closing defined benefit obligation	35,651	34,513

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2015

#### 15. PENSION COMMITMENTS (continued)

Changes in the fair value of scheme assets were as follows:

€000	€000
29,707	26,895
944	1,422
2,354	1,622
724	718
(1,065) ————	(950)
32,664	29,707
	944 2,354 724 (1,065)

The cumulative amount of actuarial gains and losses recognised in the Statement of total recognised gains and losses was  $\leq$  1,016,000 (2014 -  $\leq$  827,000).

The company expects to contribute €701,250 to its Defined benefit pension scheme in 2016.

The major categories of scheme assets as a percentage of total scheme assets are as follows:

	2015	2014
European equities	30.00 %	32.00 %
European bonds	56.00 %	54.00 %
Property	- %	1.00 %
Hedge funds and commodities	15.00 %	13.00 %
Principal actuarial assumptions at the Balance sheet date (expressed	as weighted averages):	2014
Discount rate at 30 June	2.50 %	3.00 %
Future pension increases	1.75 %	1.90 %
Inflation	1.75 %	1.90 %

Mortality tables used:

Males - 58% ILT15 plus 0.3% p.a. annuity loading for each year from 2014 to Normal Retirement Date. Females - 62% ILT15 plus 0.25% p.a. annuity loading for each year from 2014 to Normal Retirement Date

Sensitivity analysis of plan liabilities:

A 17bp increase in the discount rate will decrease plan liabilities by €1,608,000 A 17bp decrease in the discount rate will increase plan liabilities by €1,697,000

#### 15. PENSION COMMITMENTS (continued)

Amounts for the current and previous three periods are as follows:

Defined benefit pension schemes

	2015 €000	2014 €000	2013 €000	2012 €000
Defined benefit obligation Scheme assets	(35,651) 32,664	(34,513) 29,707	(32,017) 26,895	(30,067) 23,599
Deficit	(2,987)	(4,806)	(5,122)	(6,468)
Experience adjustments on scheme liabilities Experience adjustments on scheme	666	295	(102)	(313)
assets	2,354	1,622	2,500	(891)

#### 16. OPERATING LEASE COMMITMENTS

At 30 June 2015 the company had annual commitments under non-cancellable operating leases as follows:

	Land	Land and buildings	
	2015	2014	
•	€000	€000	
EXPIRY DATE:			
Within 1 year	•	61	

During 2015 both leases on the two properties expired.

#### 17. SECURITY

The company participates in a group cash pooling arrangement between the banking providers and other members of the Amcor group. All members of the group cash pool arrangement are jointly and severally liable for any payment default. As at 30 June 2015, the cash pool was in a net deficit position of €1,419,323 (2014 - net surplus position of €22,444,659).

### 18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Amcor Holding registered in England and Wales.

The ultimate parent undertaking and controlling party is Amcor Limited, incorporated in Australia, which is the parent undertaking of the largest and smallest group to consolidate these financial statements. Copies of Amcor Limited consolidated financial statements can be obtained from the Company Secretary at 109 Burwood Road, Hawthorn, Victoria 3122, Australia.