CBee (Europe) Limited

Report and Financial Statements

30 June 2013

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Directors

Giles Malone Eric Reynolds

Secretary

Charlotte Bailey

Auditors

Ernst & Young LLP Apex Plaza Forbury Road Reading RG1 1YE

Bankers

Barclays Bank Plc 10-14 High Street Old Town Swindon SN1 3ED

Registered Office Eton House, 2nd Floor 18-24 Paradise Road Richmond Surrey TW9 1SE

Directors' report

The directors present their annual report and audited financial statements for the year ended 30 June 2013

Results and dividends

The loss for the year after taxation amounted to £687 531 (2012 loss of £1,133,345)

The directors do not recommend the payment of a dividend for the year (2012 - £nil)

Principal activities and review of the business

The principal activity of the company is the distribution and wholesale of natural health and beauty products in UK and Europe the distribution of cat litter products under the Ever Clean brand and the distribution of Clorox Cleaning brands throughout Europe

The company is a wholly owned subsidiary of Burt's Bees International Holdings Inc. a company incorporated in Delaware, USA. Burt's Bees International Holdings Inc. is a wholly owned subsidy of The Clorox Company.

Revenue increased by 10% to £16,508,634 (2012 £15,003,315) Operating losses have narrowed from a loss of £1,133,345 in prior year to £687,531 Gross Margins increased by 1 4% driven by a number of factors including the pricing actions, new product launches product and country mix Selling & Administration costs continue to reduce as a % of sales versus prior year but are still relatively high as a % of sales reflecting the investment in brands and increased staff costs

Key performance indicators

	2013	2012
Revenue - £m	16 51	15 00
(Loss) before tax £m	(0 69)	(1 13)
Headcount	26	22

Principal risks and uncertainties

The principal risks and uncertainties facing CBee (Europe) Limited can be broadly grouped as competitive, credit, liquidity and foreign exchange risk

Competitive risks

CBee (Europe) Limited faces competition from a number of other companies for sales in each of the regions in which it trades. The company seeks to maintain existing relationships with customers, and manage pricing and margins to protect the trading results of the business.

Credit risk

Credit risk is the risk that one of the company's debtors fails to re-pay amounts due, causing loss to the company CBee (Europe) Limited's credit policy is aimed at minimising such losses by trading strictly to set credit limits and credit terms. The company also regularly monitors its receivables to focus collection procedures on potentially risky balances. Provisions for overdue and doubtful debts are made if necessary

Liquidity risk

The company retains sufficient cash to ensure it has adequate funds available for operations as agreed with the parent company's treasury management committee. The company has no external debt

Foreign exchange rate risk

CBee (Europe) Limited operates in a number of different countries and currencies, and therefore is exposed to exchange rate risks that arise from transactions in currencies other than its functional currency. We do not mitigate this risk at a local level. Clorox International Company manage this risk at a global level.

Directors' report (continued)

Future developments

The Directors believe there is potential to grow in all major brands over the next few years and have developed strategies focussed on growing top line sales and improving operating margins. The Directors have been working with the parent company, The Clorox Company, to restructure the funding of the legal entity and expect to approve an injection of capital in a mix of debt and equity over the next few months.

Going concern

The company's business activities, together with the factors likely to affect its future development, its financial position and the principle risks and uncertainties are described above

The company is a wholly owned subsidiary of Burt's Bees International Holdings Inc, a company incorporated in Delaware, USA Burt's Bees International Holdings Inc have confirmed that they will continue to provide financial support to the company for a period of at least 12 months from the date of approval of these financial statements

The directors, having reviewed the financial plans of CBee (Europe) Limited have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of CBee (Europe) Limited to continue as a going concern or its ability to continue with current loan arrangements

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the directors continue to adopt the going concern basis in preparing the annual report and accounts.

Directors

The directors who served the company during the year and up to the date of this report were

Eric Reynolds Giles Malone

Political and charitable contributions

The company made a charitable donation to British Bee Keepers Association for Bees Adoptions kits of £28,148 in the year and The Cure Parkinson's Trust £4,456 (2012 – British Bee Keeper Association £6,600)

Post Balance Sheet Events

A bond guarantee facility for £500 000 has been arranged with Barclays Bank in January 2014 which has been secured with £500,000 cash. This is to finance import taxes for products purchased from the ultimate parent Clorox International Company.

CBee Europe is actively restructuring the intercompany debt. In September 2013 a \$5,000,000 loan was provided by Clorox Switzerland to pay down some of the intercompany balance with Burts Bees International Holdings Inc. This is accruing interest at the higher of Libor+1% (1 64%) and the Swiss Safe Harbour rate (1 75%)

Disclosure of information to the auditors

So far as the directors are aware, at the date of approving this report, there is no relevant audit information, being information needed by the auditors in connection with preparing its report, of which the auditors are unaware. Having made enquiries of the company's auditors, the directors have taken all the steps that they are obliged to take as directors in order to make them aware of any relevant audit information and to establish that the auditors are aware of that information

Directors' report (continued)

Auditors

A resolution to re-appoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting

On behalf of the Board

2157 Johnson

Giles Malone Director

Directors' Responsibilities Statement

The directors are responsible for preparing 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 elected to prepare 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 judgements 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, and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

Independent auditor's report

to the members of CBee (Europe) Limited

We have audited the financial statements of CBee (Europe) Limited for the year ended 30 June 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 17 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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. In addition, we read all the financial and non-financial information in the Report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2013 and of its loss 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

Opinion on other matter prescribed by the Companies Act 2006

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

Independent auditor's report

to the members of CBee (Europe) Limited

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- 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, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Emit L Young LLP

Richard Chatwin (Senior Statutory Auditor) For and on behalf of Ernst & Young LLP, Statutory Auditor Reading

25 FEBRUARY

Profit and loss account

for the year ended 30 June 2013

		2013	2012
	Notes	£	£
Turnover	2	16,508,634	15,003,315
Cost of sales		(11,513,605)	(10,668,502)
Gross Profit		4,995 029	4,334,813
Administrative expenses		(5,682,560)	(5,468,158)
Operating (Loss)		(687 531)	(1,133,345)
(Loss) on ordinary activities before taxation	3	(687,531)	(1 133,345)
Tax	6	_	_
(Loss) for the financial year	12	(687,531)	(1,133,345)

All amounts relate to continuing activities

Statement of total recognised gains and losses

for the year ended 30 June 2013

There are no recognised gains or losses other than the loss attributable to the shareholders of the company of £687,531 in the year ended 30 June 2013 (2012 – loss of £1 133 345)

Balance sheet

at 30 June 2013

		2013	2012
	Notes	£	£
Fixed assets			
Tangible assets	7	595,351	620,042
		595,351	620,042
Current assets		- ,	,
Stock	8	1,416,541	1,784,196
Debtors	9	4 387,555	3,848,544
Cash at bank and in hand		1,706,108	3 625,256
		7,510,204	9,257,996
Creditors: Amounts falling due within one year	10	(8,654,443)	(9,739,395)
Net current (liabilities)		(1,144,239)	(481,399)
Total assets less current liabilities		(548,888)	138,643
Net (liabilities)/assets		(548,888)	138,643
		_	
Capital and reserves			
Called up share capital	11	1,000	1,000
Profit and loss account	12	(3 299 158)	(2,611,627)
Capital Reserve	12	2,749,270	2,749,270
Shareholders' (deficit) / funds	12	(548,888)	138,643

Approved for and on behalf of the board

Director

Name Giles Malone

Date 2/2/2014 Registered No 06062933

at 30 June 2013

1. Accounting policies

Basis of preparation

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

Going Concern

At the year end, the company has net liabilities of £548,888 (2012 – net assets of £138,643) and a shareholders deficit of £548,888 (2012-shareholders funds £138,643). Included in creditors is a loan of £7,037,726 (2012 – £8,024,007) from the intermediate parent company, Burt is Bees International Holdings Inc. The intermediate parent company has indicated that its intention is not to recall this loan in the foreseeable future. It has also agreed to provide financial support to the company for a period of at least twelve months from the date of signing these accounts in order to continue trading and to meet its liabilities as they fall due. Consequently the accounts are prepared on a going concern basis.

Statement of cash flows

The company has taken advantage of the exemption available under FRS 1 not to prepare a statement of cash flows

Related party disclosures

The company has taken advantage of the exemption, in paragraph 3(c) of FRS 8 Related Party Disclosures, from disclosing transactions with wholly owned related parties that are part of The Clorox Company group

Tangible fixed assets

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

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition, of each asset evenly over its expected useful life as follows

Computer and office equipment - 5 years Furniture and fixtures - 5 years

Leasehold property – Over the shorter of remaining life of the lease period and 10

years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of finished goods, the value used is the price charged by the US parent

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely
than not that there will be suitable taxable profits from which the future reversal of the underlying
timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse based on tax rates and laws enacted or substantively enacted at the balance sheet date

at 30 June 2013

1. Accounting policies (continued)

Revenue Recognition

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates and VAT

Foreign currencles

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

Operating lease agreements

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

Provisions for liabilities

A provision is recognised when the company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation

The effect of the time value of money is not material and therefore the provisions are not discounted

Pensions

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund.

Share Based Payments

FRS 20 "Share Based Payments" requires the fair value of options and share awarded to the company's employees by the ultimate parent undertaking, which ultimately vest, to be charged to the company's profit and loss account over the vesting or performance period. For equity - settled transactions the fair value is determined at the date of the grant using an appropriate pricing model. For cash settled transactions the fair value is determined at the grant date and at balance sheet date thereafter until the awards are settled. If an award fails to vest as a result of certain types of performance condition not being satisfied, the charge to the profit and loss account will be adjusted to reflect this.

As in the prior year, the directors have determined that the fair value of the share based payment awards in the ultimate parent company granted to the company's current employees is not material and therefore these financial statements do not include a share based payment expense or related detailed disclosures as required by FRS 20. As at 30 June 2013, there were 860 (2012–1,640) outstanding share options held by employees of which nil were granted in the year. There are a total of 350 (2012–240) restricted shares held by employees

at 30 June 2013

2. Turnover

Turnover, which is stated net of value added tax represents amounts invoiced to third parties and is attributable to distribution and wholesale of natural health and beauty products in UK and Europe, the distribution of cat litter products under the Ever Clean brand and the distribution of Clorox Cleaning brands throughout Europe as stated in the directors report

An analysis of turnover by geographical market is given below

		2013	2012
		£	£
	UK	4,174,909	3,815,866
	Rest of the World	12,333,725	11,187,449
		16 508 634	15 003,315
3.	Operating (loss)		
•	This is stated after charging/(crediting)		
		2013	2012
		£	£
	Depreciation of owned fixed assets	86,353	45,410
	Operating lease rentals — land and buildings	137,310	125 922
	Auditor's remuneration – audit services	33,000	30,770
	 non-audit services 	-	-
	Net (gain) on foreign currency translation	(131,018)	(487,544)
	Severance fees	65,804	143,083
4	Directors' remuneration	2012	2012
		2013 £	2012 £
		*	*
	Aggregate emoluments	181,428	397,037
	Company pensions contributions to money purchase scheme	10,474	20,507
		191 902	417,544
	In respect of highest paid director	 '	
	•	2013	2012
		£	£
	Aggregate emoluments	181,428	185,933
	Company pensions contributions to money purchase scheme	10,474	15,819
		191 902	201,752

at 30 June 2013

4. Directors' remuneration (continued)

		No	No
	Number of directors who exercised share options	1	2
	Members of money purchase pension scheme	1	2
5.	Staff costs		
		2013	2012
		£	£
	Wages and salaries	2,005,457	1,585,212
	Social security costs	217,738	187,517
		2 223 195	1,772,729
	The average monthly number of employees during the year was made up as fo	llows	
		No	No
	Sales	16	14
	Administration	10	8
		26	22

at 30 June 2013

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Tax		
(a) Tax on (loss) on ordinary activities		
The tax charge is made up as follows		
	2013	2012
	£	£
Current tax UK corporation tax	-	-
Total current tax (note 6(b))		
Deferred tax		
Origination and reversal of timing differences	-	-
Tax (credit) on (loss) on ordinary activities		
Tax (creati) on (rous) on ordinary detrition		
(b)Factors affecting current tax (credit)		
(b) actors affecting current tax (credit)	2013	2012
	£	£
(Loss) on ordinary activities before taxation	(687,531)	(1,133,345)
(Loss) on ordinary activities at standard UK rate of corporation tax of		
23 75% (2012 – 25 5%)	(163,289)	(289,003)
Expenses not deductible for tax purposes	2,317	21,723
Capital allowances in excess of depreciation	(5,691)	(21,402)
Unrelieved tax losses carried forward	166 662	296,211
Other short term timing differences Total current tax (note 6(a))	1	(7,529)
Total current tax (note o(a))		
(c) Deferred tax		
(c) Belefied tax	2013	2012
	£	£
Recognised deferred tax asset/liability are as follows		
Recognised deferred tax asset / liability		
Capital allowances in advance of depreciation	-	(18,815)
Tax on loss on ordinary activities	-	18,815
	-	-
Unrecognised deferred tax asset		
Capital allowances in advance of depreciation	-	_
Other timing differences	-	7,472
Tax on loss on ordinary activities	612,188	471,873
	612,188	479,345

at 30 June 2013

6. Tax (continued)

For the years ended June 30, 2013 and 2012, the Company was subject to UK corporation tax at a rate of 23 75% (24% during the 9 months to April 1, 2013 and 23% during the 3 months to June 30, 2013) and 25 5% (26% during the 9 months to April 1, 2012 and 24% during the 3 months to June 30, 2012) respectively

Deferred tax assets and habilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the hability settled, based on tax rates that have been enacted or substantively enacted at the statement of financial position date

The Finance Act 2013, which includes a reduction in the UK corporate tax rate to 21% from April 2014 and 20% from April 2015, was substantively enacted on July 2, 2013. The company will only recognise the impact of the rate change which is substantively enacted at the time in its financial statements, therefore all deferred tax assets and liabilities have been measured in the financial statements at the existing 23% rate. The further reduction in the tax rate will affect both the future current and charge of the company. However, for indicative purposes only, the effect on the proposed reduction in the corporate income tax rate would be to reduce the unrecognised gross deferred tax balance from £612,188 to £532,337.

7 Tangible fixed assets

Cost	Leasehold Property	Office and computer equipment £	Furniture and fixtures £	Total £
At 1 July 2012	465,285	93,200	117,531	676,016
Additions	9,761	19 299	32,602	61,662
At 30 June 2013	475,046	112,499	150,133	737 678
Depreciation				
At 1 July 2012	(19,465)	(7,766)	(28,743)	(55,974)
Charge in the year	(47,070)	(19,867)	(19,416)	(86,353)
At 30 June 2013	(66,535)	(27633)	(48,159)	(142,327)
Net book value				
At 30 June 2013	408,511	84,866	101,974	595,351
At 1 July 2012	445,820	85,434	88,788	620,042

at 30 June 2013

8.	Stocks		
		2013	2012
		£	£
	Finished goods and goods for resale	1,416,541	1,784,196
9.	Debtors		
		2013	2012
		£	£
	Trade debtors	3,382,041	3,636,228
	Amounts owed by group undertakings	690,931	13,348
	Prepayments and other debtors	234,573	198,968
	Other taxes	80,010	-
		4,387,555	3,848,544
40	Creditore, emounts follows due within any year		
10.	Creditors: amounts falling due within one year	2013	2012
		2015 £	2012 £
		2	2
	Trade creditors	298,397	564,645
	Amounts owed to group undertakings (see note 16)	7,037,726	8,024,007
	Accruals and deferred income	1,318,320	1 130 739
	Other taxes		20,004
		8 654,443	9,739,395

at 30 June 2013

11 Issued share capital

Allotted, called up and fully paid	No	2013 £	No	2012 £
Ordinary shares of £1 each	1.000	1 000	1 000	1 000

12 Reconciliation of shareholders' funds and movements on reserves

	Share capital	Capital reserve		Total share- holders' funds/(deficit)
	£	£	£	£
At 1 July 2011	1,000	2,749,270	(1,478,282)	1,271,988
Loss for the year		_	<u>(1,133,345)</u>	(1,133,345)
At 1 July 2012	1,000	2,749,270	(2,611,627)	138,643
Loss for the year		_	(687,531)	(687,531)
At 30 June 2013	1 000	2,749,270	(3,299,158)	(548,888)

On 4 November 2011 the company received £2,749 270 from Burt's Bees International Holding Inc by way of capital contribution. There are no restrictions on the company's use of this capital and no requirement to repay. Consequently, this capital is recorded in a capital reserve, which is considered distributable.

13 Pensions

The company operates a defined contribution pension scheme. The total pension cost for the year was £82,780 ($2012 - £75\ 376$). There were £nil (2012 - £nil) outstanding amounts payable to the scheme as at 30 June 2013.

14. Commitments under operating leases

At 30 June 2013 the company had annual commitments under non-cancellable operating leases as set out below

	2013	2012
	Land and	Land and
	buildings -	buildings
	£	£
Operating leases which expire		
Within one year	_	_
In two to five years	17,604	17,604
In over five years	137,727	155,331
	155,331	172,935

at 30 June 2013

15 Post Balance Sheet Events

A Bond guarantee facility for £500,000 has been arranged with Barclays Bank in January 2014 which has been secured with £500,000 cash. This is to finance import taxes for products purchased from the ultimate parent Clorox International Company.

CBee Europe is actively restructuring the intercompany debt. In September 2013 a \$5,000,000 loan was provided by Clorox Switzerland to pay down some of the intercompany balance with Burts Bees International Holdings Inc. This is accruing interest at the higher of Libor+1% (1 64%) and the Swiss Safe Harbour rate (1 75%)

16 Related party transactions

The company is exempt under Financial Reporting Standard No 8 from disclosing transactions with other group companies as the company is a wholly owned subsidiary of the Burt's Bees International Holdings Inc. group

17. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Burt's Bees International Holdings Inc., a company incorporated in the United States of America

In the directors' opinion the company's ultimate parent undertaking and controlling party is The Clorox Company, a company incorporated in the United States of America. Copies of its group financial statements which include the company are available from Clorox Inc., 1221 Broadway, Oakland, CA 94612.

The smallest group of which the company is a part is Burt's Bees International Holdings Inc

The largest group of which the company is a member is The Clorox Company