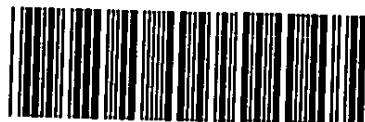


COMPANY REGISTRATION NUMBER 06201935

Agrega Limited
Financial Statements
For the Year Ended
31 December 2013

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Agrega Limited
Financial Statements
Year Ended 31 December 2013

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Agrega Limited
Officers and Professional Advisers

The Board of Directors

Martin B Grover
John Y Moffat
Guilherme C P B Da Costa

Company Secretary

Ann E Griffiths

Registered Office

9th Floor, Landmark House
Hammersmith Bridge Road
London
W6 9EJ

Auditor

Baker Tilly UK Audit LLP
Chartered Accountants
& Statutory Auditor
Portland
25 High Street
Crawley
West Sussex
RH10 1BG

Agrega Limited
Strategic Report
Year Ended 31 December 2013

The directors present their strategic report for the year ended 31 December 2013

Business Overview

Agrega Ltd is a service provider that acts as the agent on behalf of partners and clients to ensure that best value is delivered to the business customer through in-depth Category Specific knowledge effective procurement processes. Agrega Ltd is rewarded with consultancy fees for its services, whereas the procurement benefits are realised by the business customer through reduced purchase price, improved value and quality of services. The Board of Agrega Ltd sets out the targets to fulfil this strategy. The corporate targets, KPI's, and the method of measurement are agreed with its Partners.

KPI's & Reward

Savings targets and spend coverage targets are key performance indicators, these are monitored monthly and appropriate actions are taken as necessary. Customer satisfaction measures help directors to monitor Agrega's strategic alignment with the partners.

Agrega Ltd's Reward Policy is focussed on team and individual meritocracy based on objective performance measures. The reward model is built to reward overachievement of expectations. Excellent performance results have been reported against these KPI's in 2013 and the success has been largely underpinned by the focus on the rigorous process compliance.

Performance & Risk

Agrega Ltd delivered an excellent performance vs Targets in 2013. In terms of financial performance the company generated a profit before tax of £296,435 based on the turnover of £9,995,478. The directors do not consider that there are any significant risks and uncertainties facing the business, other than referred to below.

Outlook for 2014

In 2013 ABI (50% shareholder in Agrega Ltd) undertook a strategic review of its Global Procurement activities and concluded that it wanted to exit the joint venture with BAT in Agrega Ltd. BAT (50% shareholder in Agrega Ltd) subsequently undertook a strategic review and concluded that Agrega Ltd continues to offer significant value to the BAT Group. BAT and ABI negotiated a mutually agreeable dissolution of the Joint Venture as of January 1st 2014, whereby BAT purchased ABI's shares in Agrega Ltd becoming the 100% shareholder in Agrega Ltd.

BAT's continued confidence in Agrega Ltd delivering expected results, sets challenging expectations for the future. The focus of the directors will remain meeting client expectations.

Agrega Limited

Strategic Report *(continued)*

Year Ended 31 December 2013

Results and Dividends


The profit for the year, after taxation, amounted to £281,410. The level of profit is lower than prior years as it reflects the costs of the redundancies arising from ABI's exit and resizing the organisation fit for BAT's spend profile.

The directors have not recommended a dividend.

Financial Risk Management Objectives and Policies

The directors consider the company's exposure to price risk, credit risk, liquidity risk and cash flow risk to be low and consider information relating to their financial risk management objectives and policies to be immaterial for the assessment of assets, liabilities, financial position and profit or loss of the company.

Signed on behalf of the directors


Martin B Grover
Director

Approved by the directors on

10/03/14

Agrega Limited
Directors' Report
Year Ended 31 December 2013

The directors present their report and the financial statements of the company for the year ended 31 December 2013

Results and Dividends

The profit for the year, after taxation, amounted to £281,410. The directors have not recommended a dividend.

Directors

The directors who served the company during the year were as follows

David R Hauxwell
Luiz A Conde
Martin B Grover
Michael G Findlay
Richard J White
Thiago Bechara
Scott Gray
John Y Moffat
Guilherme C P B Da Costa

Martin B Grover was appointed as a director on 18 February 2013
Thiago Bechara was appointed as a director on 18 February 2013
Scott Gray was appointed as a director on 4 June 2013

David R Hauxwell retired as a director on 4 February 2013
Luiz A Conde retired as a director on 18 February 2013
Michael G Findlay retired as a director on 4 June 2013
Richard J White retired as a director on 31 December 2013
Thiago Bechara retired as a director on 31 December 2013
Scott Gray retired as a director on 31 December 2013

Directors' Responsibilities

The directors are responsible for preparing the Strategic Report, 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 year.

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,

Agrega Limited

Directors' Report *(continued)*

Year Ended 31 December 2013

- 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.

Auditor


Baker Tilly UK Audit LLP are deemed to be re-appointed in accordance with an elective resolution made under section 386 of the Companies Act 1985 which continues in force under the Companies Act 2006.

Each of the persons who is a director at the date of approval of this report confirm that

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Registered office
9th Floor, Landmark House
Hammersmith Bridge Road
London
W6 9EJ

Signed on behalf of the directors



Martin B. Grover
Director

Approved by the directors on

10/03/14

Agrega Limited
Independent Auditor's Report to the Shareholders of
Agrega Limited
Year Ended 31 December 2013

We have audited the financial statements of Agrega Limited for the year ended 31 December 2013 on pages 8 to 20. 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 shareholders, 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 shareholders 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 shareholders 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 pages 4 to 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-SectorEntity-\(issued-1-December-2010\).aspx](http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-SectorEntity-(issued-1-December-2010).aspx)

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 31 December 2013 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

Agrega Limited
Independent Auditor's Report to the Shareholders of
Agrega Limited *(continued)*
Year Ended 31 December 2013

Opinion on Other Matter Prescribed by the Companies Act 2006

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

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

Baker Tilly UK Audit LLP

ANTHONY SUMMERS (Senior Statutory Auditor)
For and on behalf of
BAKER TILLY UK AUDIT LLP, Statutory Auditor
Chartered Accountants

Portland
25 High Street
Crawley
West Sussex
RH10 1BG

10/3/14

Agrega Limited
Profit and Loss Account
Year Ended 31 December 2013

| | | 2013 £ | 2012 £ |
|--|-----------|-----------|------------|
| Turnover | Note 2 | 9,995,478 | 11,642,953 |
| Administrative expenses | | 9,699,140 | 10,935,584 |
| Operating profit | 3 | 296,338 | 707,369 |
| Interest receivable | | 97 | 58 |
| Profit on ordinary activities before taxation | | 296,435 | 707,427 |
| Tax on profit on ordinary activities | 6 | 15,025 | 213,565 |
| Profit for the financial year | | 281,410 | 493,862 |

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the
year as set out above

The notes on pages 12 to 20 form part of these financial statements.

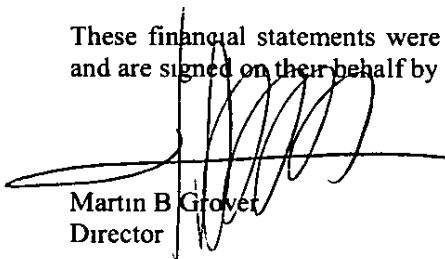
Agrega Limited

Balance Sheet

31 December 2013

| | Note | 2013 £ | 2012 £ |
|---|------|------------------|------------------|
| Fixed assets | | | |
| Tangible assets | 7 | 132,136 | 122,777 |
| Current assets | | | |
| Debtors | 8 | 2,161,976 | 4,217,199 |
| Cash at bank and in hand | | 3,522,122 | 2,021,765 |
| | | <u>5,684,098</u> | <u>6,238,964</u> |
| Creditors: Amounts Falling due Within One Year | 9 | <u>3,616,374</u> | <u>4,441,500</u> |
| Net current assets | | <u>2,067,724</u> | <u>1,797,464</u> |
| Total assets less current liabilities | | <u>2,199,860</u> | <u>1,920,241</u> |
| Provisions for liabilities | | | |
| Deferred taxation | 11 | 3,071 | 4,862 |
| | | <u>2,196,789</u> | <u>1,915,379</u> |
| Capital and reserves | | | |
| Called-up equity share capital | 14 | 1,000,000 | 1,000,000 |
| Profit and loss account | 15 | 1,196,789 | 915,379 |
| Shareholders' funds | 16 | <u>2,196,789</u> | <u>1,915,379</u> |

These financial statements were approved by the board and authorised for issue on 10/09/14 and are signed on their behalf by


Martin B Grover
Director


John Y Moffat
Director

Company Registration Number 06201935

The notes on pages 12 to 20 form part of these financial statements.

Agrega Limited
Cash Flow Statement
Year Ended 31 December 2013

| | 2013 | | 2012 |
|---|-------------------------|---|-----------------------|
| | £ | £ | £ |
| Net cash inflow from operating activities | 1,756,788 | | 511,374 |
| Returns on investments and Servicing of finance | | | |
| Interest received | <u>97</u> | | <u>58</u> |
| Net cash inflow from returns on investments and servicing of finance | 97 | | 58 |
| Taxation | (182,289) | | (218,790) |
| Capital expenditure | | | |
| Payments to acquire tangible fixed assets | <u>(78,645)</u> | | <u>(59,160)</u> |
| Receipts from sale of fixed assets | <u>4,406</u> | | <u>—</u> |
| Net cash outflow for capital expenditure | (74,239) | | (59,160) |
| Increase in cash | <u>1,500,357</u> | | <u>233,482</u> |

Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities

| | 2013 | 2012 |
|--|-------------------------|-----------------------|
| | £ | £ |
| Operating profit | 296,338 | 707,369 |
| Depreciation | 64,933 | 55,803 |
| Profit on disposal of fixed assets | (53) | — |
| Decrease in debtors | 2,055,223 | 246,040 |
| Decrease in creditors | (659,653) | (497,838) |
| Net cash inflow from operating activities | <u>1,756,788</u> | <u>511,374</u> |

Reconciliation of Net Cash Flow to Movement in Net Funds

| | 2013 | 2012 |
|--------------------------------------|-------------------------|-------------------------|
| | £ | £ |
| Increase in cash in the period | <u>1,500,357</u> | <u>233,482</u> |
| Movement in net funds in the period | <u>1,500,357</u> | <u>233,482</u> |
| Net funds at 1 January 2013 | <u>2,021,765</u> | <u>1,788,283</u> |
| Net funds at 31 December 2013 | <u>3,522,122</u> | <u>2,021,765</u> |

The notes on pages 12 to 20 form part of these financial statements

Agrega Limited
Cash Flow Statement *(continued)*
Year Ended 31 December 2013

Analysis of Changes in Net Funds

| | At 1 Jan 2013 £ | Cash flows £ | At 31 Dec 2013 £ |
|--------------------------|-----------------------|------------------|------------------------|
| Net cash | | | |
| Cash in hand and at bank | 2,021,765 | 1,500,357 | 3,522,122 |
| Net funds | <u>2,021,765</u> | <u>1,500,357</u> | <u>3,522,122</u> |

The notes on pages 12 to 20 form part of these financial statements.

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

1. Accounting Policies

Basis of Accounting

The financial statements have been prepared under the historical cost convention

Going Concern

The directors have prepared the financial statements on the basis the company is a going concern. In making this assessment they have considered the working capital requirements and projected profits and cash flows, based on the continued custom of the parent, for a period extending at least twelve months beyond the date of approval of the financial statements

Turnover

Turnover is recognised as expenses are incurred and represents the total invoice value receivable, excluding value added tax, of sales made during the year and derives from the provision of services within the company's ordinary activities

Tangible Fixed Assets and Depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

| | |
|--------------------------------|--------------------------------|
| Leasehold Property | - Over the Length of the Lease |
| Fixtures, Fittings & Equipment | - 25% Straight Line |

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

Pension Costs

The pension costs charged in the financial statements represent the contribution payable by the company during the year

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

1. Accounting Policies *(continued)*

Deferred Taxation

Deferred tax 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 a 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

Foreign Currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below.

| | 2013 | 2012 |
|----------------|------------------|-------------------|
| | £ | £ |
| United Kingdom | 4,746,573 | 5,574,681 |
| Russia | 793,426 | 1,026,635 |
| Rest of Europe | 4,455,479 | 5,041,637 |
| | <u>9,995,478</u> | <u>11,642,953</u> |

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

3. Operating Profit

Operating profit is stated after charging/(crediting)

| | 2013 | 2012 |
|---|---------------|-----------------|
| | £ | £ |
| Depreciation of owned fixed assets | 64,933 | 55,803 |
| Profit on disposal of fixed assets | (53) | — |
| Auditor's remuneration | | |
| - as auditor | 16,975 | 20,106 |
| Operating lease costs | | |
| - Other | 204,967 | 206,631 |
| Net loss/(profit) on foreign currency translation | <u>53,964</u> | <u>(56,387)</u> |

4. Particulars of Employees

The average number of staff employed by the company during the financial year amounted to

| | 2013 | 2012 |
|--|-----------|-----------|
| | No | No |
| The average monthly numbers of employees | 28 | 26 |
| The average monthly numbers of secondees | 8 | 11 |
| | <u>36</u> | <u>37</u> |

The aggregate payroll costs of the above were

| | 2013 | 2012 |
|-----------------------|------------------|------------------|
| | £ | £ |
| Wages and salaries | 7,365,826 | 8,571,525 |
| Social security costs | 287,216 | 303,390 |
| Other pension costs | 132,004 | 132,304 |
| | <u>7,785,046</u> | <u>9,007,219</u> |

Wages and salaries include the recharged costs of seconded staff from related parties. Included within the wages and salaries cost the sum of £2,174,186 (2012 - £2,836,634) was in respect of seconded staff.

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

5. Directors' Remuneration

The directors' aggregate remuneration in respect of qualifying services were

| | 2013 £ | 2012 £ |
|--|----------------|----------------|
| Aggregate remuneration | 573,495 | 803,122 |
| Value of company pension contributions to money purchase schemes | 19,951 | 22,023 |
| | <u>593,446</u> | <u>825,145</u> |

Remuneration of highest paid director:

| | 2013 £ | 2012 £ |
|--|----------------|----------------|
| Total remuneration (excluding pension contributions) | 294,510 | 533,518 |
| Value of company pension contributions to money purchase schemes | 10,324 | 12,646 |
| | <u>304,834</u> | <u>546,164</u> |

Directors' remuneration is paid by related parties and recharged to the company

6. Taxation on Ordinary Activities

(a) Analysis of charge in the year

| | 2013 £ | 2012 £ |
|--|---------------|----------------|
| Current tax | | |
| UK Taxation | | |
| In respect of the year | | |
| UK Corporation tax based on the results for the year at 20 96% (2012 - 24 50%) | 62,147 | 189,502 |
| Foreign tax | | |
| Current tax on income for the year | (45,331) | 48,800 |
| Total current tax | 16,816 | 238,302 |
| Deferred tax | | |
| Origination and reversal of timing differences | (1,791) | (24,737) |
| Tax on profit on ordinary activities | <u>15,025</u> | <u>213,565</u> |

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

6. Taxation on Ordinary Activities *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is 20.96% (2012 - 24.50%), which is lower than the standard rate of corporation tax in the UK

| | 2013 £ | 2012 £ |
|---|----------------|----------------|
| Profit on ordinary activities before taxation | <u>296,435</u> | <u>707,427</u> |
| Profit on ordinary activities by rate of tax | 62,147 | 173,300 |
| Expenses not deductible for tax purposes | 6,438 | 9,658 |
| Capital allowances for period in excess of depreciation | 2,759 | 10,454 |
| Marginal relief | (9,667) | (7,807) |
| Other short term timing differences | 470 | 3,897 |
| Overseas tax | (45,331) | 48,800 |
| Total current tax (note 6(a)) | <u>16,816</u> | <u>238,302</u> |

7. Tangible Fixed Assets

| | Leasehold Property £ | Fixtures, fittings & equipment £ | Total £ |
|----------------------------|----------------------------|---|----------------|
| Cost | | | |
| At 1 January 2013 | 10,119 | 234,865 | 244,984 |
| Additions | – | 78,645 | 78,645 |
| Disposals | – | (7,791) | (7,791) |
| At 31 December 2013 | <u>10,119</u> | <u>305,719</u> | <u>315,838</u> |
| Depreciation | | | |
| At 1 January 2013 | 1,518 | 120,689 | 122,207 |
| Charge for the year | 2,024 | 62,909 | 64,933 |
| On disposals | – | (3,438) | (3,438) |
| At 31 December 2013 | <u>3,542</u> | <u>180,160</u> | <u>183,702</u> |
| Net book value | | | |
| At 31 December 2013 | <u>6,577</u> | <u>125,559</u> | <u>132,136</u> |
| At 31 December 2012 | <u>8,601</u> | <u>114,176</u> | <u>122,777</u> |

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

8. Debtors

| | 2013 £ | 2012 £ |
|--------------------------------|------------------|------------------|
| Other debtors | 1,737,340 | 2,840,839 |
| Prepayments and accrued income | 424,636 | 1,376,360 |
| | <u>2,161,976</u> | <u>4,217,199</u> |

9. Creditors: Amounts Falling due Within One Year

| | 2013 £ | 2012 £ |
|--|------------------|------------------|
| Trade creditors | 531,997 | 445,776 |
| Other creditors including taxation and social security | | |
| Corporation tax | 24,079 | 189,552 |
| Other taxation and social security | 76,356 | 110,749 |
| Other creditors | 14,678 | 41,674 |
| | <u>647,110</u> | <u>787,751</u> |
| Accruals and deferred income | 2,969,264 | 3,653,749 |
| | <u>3,616,374</u> | <u>4,441,500</u> |

10. Pensions

The company operates a defined contribution pension scheme in respect of the employees. The scheme and its assets are held by independent managers. The pension charge represents contributions made during the year and amounted to £132,004 (2012 - £132,304). At the balance sheet date the contributions owed by the company amounted to £3,238 (2012 - £41,674). This amount is disclosed within other creditors.

11. Deferred Taxation

The movement in the deferred taxation provision during the year was

| | 2013 £ | 2012 £ |
|--|--------------|--------------|
| Provision brought forward | 4,862 | 29,599 |
| Profit and loss account movement arising during the year | (1,791) | (24,737) |
| Provision carried forward | <u>3,071</u> | <u>4,862</u> |

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

11. Deferred Taxation *(continued)*

The provision for deferred taxation consists of the tax effect of timing differences in respect of

| | 2013 | 2012 |
|---|---------------------|---------------------|
| | £ | £ |
| Excess of taxation allowances over depreciation on fixed assets | <u>3,071</u> | <u>4,862</u> |
| | <u>3,071</u> | <u>4,862</u> |

12. Commitments under Operating Leases

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as set out below

| | Assets other than Land and buildings | |
|-------------------------------|---|----------------|
| | 2013 | 2012 |
| | £ | £ |
| Operating leases which expire | | |
| After more than 5 years | <u>154,660</u> | <u>162,800</u> |

Agrega Limited
Notes to the Financial Statements
Year Ended 31 December 2013

13. Related Party Transactions

Names of Related Parties

British-American Tobacco (Holdings) Limited (BAT) - Joint controlling party, Nimbuspath Limited - Joint controlling party

British-American Tobacco (Investments) Limited - Controlled by British-American Tobacco (Holdings) Limited, British-American Tobacco (Supply Chain WE) Limited - Controlled by British-American Tobacco (Holdings) Limited, British-American Shared Services (GSD) Limited - Controlled by a subsidiary of British-American Tobacco (Holdings) Limited, Agrega Brasil Inteligencia em Compras Limited - Controlled by subsidiaries of British-American Tobacco (Holdings) Limited & Anheuser-Busch InBev, Agrega Canada Limited - Controlled by subsidiaries of British-American Tobacco (Holdings) Limited & Anheuser-Busch InBev, Agrega AME (PTY) Limited - Controlled by British-American Tobacco (Holdings) Limited, ITMS CJSC - Controlled by British-American Tobacco (Holdings) Limited, SunInBev - Controlled by Anheuser-Busch InBev

At the balance sheet date the company was owed £679,401 (2012 £1,453,720) and £1,316,230 (2012 £1,577,994) by British-American Tobacco (Investments) Limited and Anheuser-Busch InBev respectively £417,316 (2012 £325,100) by British-American Tobacco (Supply Chain WE) Limited £72,607 (2012 £521,329) by British-American shared Services (GSD) Limited In addition to that, the Branch of Agrega Limited in the Russian Federation was owed £nil (2012 £53,019), £50,633 (2012 £130,739) and £75,470 (2012 £nil) by ITMS CJSC, SunInBev and ITMS CJSC (Ukraine) respectively - subsidiaries of British-American Tobacco and Anheuser-Busch InBev The above amounts are included in the debtors balances

At the balance sheet date the company owed to
British-American Tobacco (Investments) Limited £644,312 (2012 £1,286,917) Anheuser-Busch InBev £476,345 (2012 £288,897)
Agrega Brasil £nil (2012 £200,556)
SunInBev (Russian Branch) £86,266 (2012 £71,086)
ITMS CJSC (Russian Branch) £nil (2012 £42,574)
The above amounts are included in creditors balances

Included in the profit and loss account are the following related party transactions Turnover includes amounts of £3,326,734 (2012 £3,881,053), £4,455,481 (2012 £5,041,632), £341,314 (2012 £505,145), £388,155 (2012 £521,491) and £63,958 (2012 £nil) in respect of recharges to British-American Tobacco (Investments) Limited, Anheuser-Busch InBev, ITMS CJSC(Russia), SunInBev and ITMS CJSC (Ukraine) respectively Turnover also includes sales to British-American Tobacco (Supply Chain WE) Limited £1,295,792 (2012 £1,172,299) and British-American Shared Services (GSD) Limited £124,047 (2012 £521,329)

Expenditure incurred in relation to services from related parties including office rent, staff costs and others are British-American Tobacco (Investments) Limited £1,151,479 (2012 £1,927,939) Anheuser-Busch InBev £596,076 (2012 £674,158) Agrega Brasil Inteligencia em Compras Ltd £nil (2012 £200,556)
Agrega AME (Pty) Ltd £79,402 (2012 £nil)
ITMC CJSC (Russia) £195,595 (2012 £142,914)
Sun InBev £151,635 (2012 £137,193)

Agrega Limited
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14. Share Capital

Allotted, called up and fully paid:

| | 2013 | | 2012 | |
|---------------------------------------|------------------|------------------|------------------|------------------|
| | No | £ | No | £ |
| Ordinary 'A' shares shares of £1 each | 500,000 | 500,000 | 500,000 | 500,000 |
| Ordinary 'B' shares shares of £1 each | 500,000 | 500,000 | 500,000 | 500,000 |
| | <u>1,000,000</u> | <u>1,000,000</u> | <u>1,000,000</u> | <u>1,000,000</u> |

15. Profit and Loss Account

| | 2013 | 2012 |
|-------------------------------|------------------|----------------|
| | £ | £ |
| Balance brought forward | 915,379 | 421,517 |
| Profit for the financial year | 281,410 | 493,862 |
| Balance carried forward | <u>1,196,789</u> | <u>915,379</u> |

16. Reconciliation of Movements in Shareholders' Funds

| | 2013 | 2012 |
|-------------------------------|------------------|------------------|
| | £ | £ |
| Profit for the financial year | 281,410 | 493,862 |
| Opening shareholders' funds | 1,915,379 | 1,421,517 |
| Closing shareholders' funds | <u>2,196,789</u> | <u>1,915,379</u> |

17. Ultimate Parent Company

The Company is jointly owned and controlled by British-American Tobacco (Holdings) Limited and Nimbuspath Limited whose ultimate parent undertakings and ultimate controlling parties are British American Tobacco plc and Anheuser-Busch InBev SA/NV, respectively. British American Tobacco plc is incorporated in the United Kingdom and registered in England and Wales and Anheuser-Busch InBev SA/NV is incorporated and registered in Belgium.

From January 1st 2014, per the notes in Outlook for 2014 in the Strategic Report, the company is solely owned and controlled by British-American Tobacco (Holdings) Limited. British American Tobacco plc is incorporated in the United Kingdom and registered in England and Wales and Anheuser-Busch InBev SA/NV is incorporated and registered in Belgium.