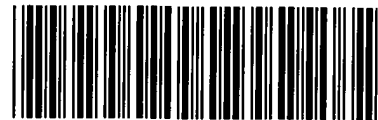

AVON PRODUCTS HOLDING LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018

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AVON PRODUCTS HOLDING LIMITED

COMPANY INFORMATION

Director	M Passingham
Registered number	07189710
Registered office	Nunn Mills Road Northampton Northamptonshire NN1 5PA
Independent auditors	PricewaterhouseCoopers LLP Exchange House Central Business Exchange Midsummer Boulevard Milton Keynes Buckinghamshire MK9 2DF

AVON PRODUCTS HOLDING LIMITED

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AVON PRODUCTS HOLDING LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2018

The director presents his report and the financial statements for the year ended 31 December 2018.

Principal activity

The company provides finance to other Avon entities in the group. Avon Products Holding Limited is a private company limited by shares, and is incorporated and domiciled in England. The registered office is Nunn Mills Road, Northampton, Northamptonshire, NN1 5PA.

Directors

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

M Passingham (appointed 5 July 2018)

A Judge (resigned 30 April 2018)

Director's responsibilities statement

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law). Under company law the director 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 the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, 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 director is 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.

The director is 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.

Disclosure of information to auditors

The director at the time when this Director's Report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he 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.

AVON PRODUCTS HOLDING LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2018**


Independent Auditors

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

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on **17 April 2019** and signed on its behalf.


.....
M Passingham
Director

AVON PRODUCTS HOLDING LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVON PRODUCTS HOLDING LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Avon Products Holding Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Director's report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2018; the statement of income and retained earnings for the year then ended 31 December 2018; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

AVON PRODUCTS HOLDING LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVON PRODUCTS HOLDING LIMITED

Director's Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Director's Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Director's responsibilities statement set out on page 1, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the 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.

Other required reporting

Companies Act 2006 exception reporting

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

AVON PRODUCTS HOLDING LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF AVON PRODUCTS HOLDING LIMITED

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Daniel Brew (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Milton Keynes

Date: 17 April 2019

AVON PRODUCTS HOLDING LIMITED

**STATEMENT OF INCOME AND RETAINED EARNINGS
FOR THE YEAR ENDED 31 DECEMBER 2018**

	2018 £	2017 £
Administrative (expenses)/income	(32,276)	38,654
Operating (loss)/profit	(32,276)	38,654
Interest receivable and similar income	214,249	193,332
Profit before tax	181,973	231,986
Tax on profit	-	-
Profit after tax	181,973	231,986
Retained earnings at the beginning of the year	2,097,405	16,865,419
	2,097,405	16,865,419
Profit for the year	181,973	231,986
Dividends declared and paid	-	(15,000,000)
Retained earnings at the end of the year	2,279,378	2,097,405

The notes on pages 8 to 11 form part of these financial statements.

AVON PRODUCTS HOLDING LIMITED
REGISTERED NUMBER: 07189710

BALANCE SHEET
AS AT 31 DECEMBER 2018

	Note	2018 £	2017 £
Current assets			
Debtors	5	42,244,946	42,030,697
Cash at bank and in hand	6	555,788	555,946
		<u>42,800,734</u>	<u>42,586,643</u>
Creditors: amounts falling due within one year	7	(521,356)	(489,238)
Net current assets		<u>42,279,378</u>	<u>42,097,405</u>
Total assets less current liabilities		<u>42,279,378</u>	<u>42,097,405</u>
Net assets		<u><u>42,279,378</u></u>	<u><u>42,097,405</u></u>
Capital and reserves			
Called up share capital		40,000,000	40,000,000
Profit and loss account		2,279,378	2,097,405
Total equity		<u><u>42,279,378</u></u>	<u><u>42,097,405</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

17 April 2019



M Passingham
Director

The notes on pages 8 to 11 form part of these financial statements.

AVON PRODUCTS HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

1. General information

Avon Products Holding Limited is a private company limited by shares, registered in England and Wales. The registered office and principal place of business is Nunn Mills Road, Northampton, NN1 5PA. The company's registered number at Companies House is 07189710.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

Accounting policies have been consistently applied to all years presented, unless otherwise stated.

The following principal accounting policies have been applied:

2.2 Going concern

The financial statements have been prepared under the going concern convention.

2.3 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.4 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.5 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

AVON PRODUCTS HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

2. Accounting policies (continued)

2.6 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Transactions in foreign currencies are initially recorded in Avon Products Holding Limited's functional currency (GBP) by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange at the balance sheet date. All differences are taken to statement of comprehensive income.

2.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.8 Interest income

Interest income is recognised in the Statement of Income and Retained Earnings using the effective interest method.

2.9 Taxation

Tax is recognised in the Statement of Income and Retained Earnings.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

AVON PRODUCTS HOLDING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2018

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for the revenue and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The company's directors believe that no significant sources of estimation uncertainty affect these financial statements.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2017 - £NIL).

The average monthly number of employees, including directors, during the year was 0 (2017 - 0).

5. Debtors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed by group undertakings	42,244,946	42,030,697
	<u>42,244,946</u>	<u>42,030,697</u>

Amounts owed by group undertakings relates to an unsecured, interest bearing intercompany loan with Avon UK Holdings Limited as at 31 December 2018 for £42,244,946 (2017: £42,030,697). Interest is charged on the loan at an amount that is agreed by the two entities on a monthly basis. The average daily rate for the year was 0.50% (2017: 0.39%) and the loan is repayable on demand.

6. Cash at bank and in hand

	2018 £	2017 £
Cash at bank and in hand	555,788	555,946
	<u>555,788</u>	<u>555,946</u>

AVON PRODUCTS HOLDING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2018**

7. Creditors: Amounts falling due within one year

	2018 £	2017 £
Amounts owed to group undertakings	516,356	483,738
Accruals and deferred income	5,000	5,500
	<u>521,356</u>	<u>489,238</u>

Amounts owed to group undertakings represents intercompany balances of £334,498 (2017: £315,622) due to Avon (Windsor) Limited, £32,736 (2017: £27,410) due to Avon Cosmetics Limited, and £149,122 (2017: £140,706) due to Avon Products Inc., which are interest free, unsecured and repayable on demand.

8. Contingent liabilities

The company had no financial commitments at 31 December 2018 (2017: None).

9. Related party transactions

The company has not disclosed information on transactions with other members of the group headed by Avon Products Inc. in line with FRS 102, on the basis that 100% of the voting rights are controlled within the group and consolidated accounts are publicly available.

10. Controlling party

The immediate parent undertaking is Avon Cosmetics Limited, which is registered in England. The financial statements of the company have not been consolidated as the company is exempt under Section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by consolidation of its ultimate parent, Avon Products Inc.

The ultimate parent company and controlling party is Avon Products Inc., which is incorporated in New York State, United States of America. The consolidated financial statements of Avon Products Inc., the parent undertaking of the largest and only group to incorporate these financial statements, are available on application from group headquarters at Building 6, Chiswick Park, London W4 5HR.