

Amcor Flexibles Winterbourne Limited

**Directors' report and financial statements
for the year ended 30 June 2013**

Registered number 2456291



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Directors, officers and advisers

Directors

Nicholas John Brookes
Michael Frank Orye
Andrew Berrisford

Registered office

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

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
31 Great George Street
Bristol
BS1 5QD

Directors' report

The directors submit their report and audited financial statements of the company for the year ended 30 June 2013

Results and dividends

The profit for the financial year after taxation amounted to £3,381,000 (2012 *profit of £2,927,000*) The directors do not recommend the payment of a dividend (2012 £nil)

Principal activities

The principal activities of the company continued to be the manufacture, sale and distribution of specialised packaging primarily for use in the medical sector

Review of business

	2013 £000	2012 £000
<i>Key financial results</i>		
Turnover	45,754	43,915
Gross profit	9,911	10,557
Margin	21.7%	24.0%
Operating profit	3,195	4,352
Profit after taxation	3,381	2,927
<i>Key non-financial performance indicators</i>	Number	Number
Number of employees	155	158
Number of workplace accidents requiring medical treatment		
- with no loss of production time	-	1
- with loss of production time	-	-

Further details of risk factors affecting the company are reported in the financial statements of Amcor Limited, the ultimate parent company (see note 19)

The year to 30 June 2013 saw strong top line sales growth lead by new business won. Unfortunately margins were impacted post the implementation of a new ERP system. By the end of the first half, these issues were resolved and the supply chain stabilised during H2 enabling a stable platform for growth as intended.

The directors consider the results to be satisfactory, and look forward to recovering profitable growth as we focus on delivering quality products and services to our customers.

Principal risks and uncertainties

Business risks

The company principal financial assets are bank balances and trade debtors.

The company participates in a group pooling arrangement, which optimises the use of cash resources across the Amcor group. This limits the company's exposure to default by individual financial institutions. Cash deposits are subject to cross guarantee's from the fellow group companies participating in the cash pooling arrangement.

The company manages its credit risk in relation to trade debtors by spreading exposure over a large number of customers, and by holding credit insurance if felt necessary.

Directors' report (continued)

Further details of risk factors affecting the company are reported in the financial statements of Ancor Limited, the ultimate parent company (see note 19)

Financial Instruments

The company has overseas business, and as a result is exposed to movements in exchange rates. The currency risk is managed by entering into forward contracts for key foreign companies, which fix a significant portion of these exposures, thereby giving certainty over a substantial part of the company's income stream and costs. The company does not enter into speculative financial instruments.

Employment of disabled persons

It is the policy of the company to give full and fair consideration to applications for employment made by disabled persons having regard to their particular aptitudes and abilities. Wherever possible, arrangements are made for the continued employment of persons who have become disabled during service and for appropriate training, career development and promotion of disabled employees.

Supplier payment policy

It is company policy to pay its suppliers in accordance with the terms of trade, which may be agreed at the time of order. At the year end, the amount owed to trade creditors by the company was equivalent to 65 (2012: 58) days of purchases from suppliers.

Directors

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

Ian Philip Hayes (resigned 8 January 2014)
Nicholas John Brookes
Michael Frank Orye
Andrew Berrisford (appointed 13 January 2014)

Research and development

Expenditure on research and development activities is incurred in order to formulate new products. The costs are written off to the profit and loss account as incurred, except that development expenditure incurred on an individual project is carried forward when its future recoverability can be foreseen with reasonable assurance. Expenditure during the year amounted to £465,000 (2012: £345,000).

Political and charitable contributions

During the year, the company made charitable donations amounting to £1,854 (2012: £1,072), and political donations amounting to £nil (2012: £nil). The charitable donations are made to small registered charities recommended by the employees of the Winterbourne site.

Staff information, consultation and involvement

The company actively encourages the involvement of all its employees in the performance of the area of activity in which they are involved and aims to achieve a sense of shared commitment. The company distributes a weekly newsletter to all staff and holds regular briefing sessions at which staff are encouraged to raise issues with the directors and senior managers. Recertification of the Investors In People standard was achieved during the year.

Directors' report (continued)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the 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 auditors are aware of that information

Appointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of PricewaterhouseCoopers LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting. It is the policy of the Amcor Group, of which the company is a part, to periodically review the auditors' appointment

On behalf of the Board



Andrew Berrisford
Director

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

Registered number 2456291

21st March 2014

Statement of directors' responsibilities

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 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 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,
- 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.

On behalf of the board



Andrew Berrisford
Director

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

21st March 2014

Independent Auditors' report to the members of Amcor Flexibles Winterbourne Limited

We have audited the financial statements of Amcor Flexibles Winterbourne Limited for the year ended 30 June 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the statement of Directors' Responsibilities 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.

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.

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 Directors' 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 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.

Opinion on other matter prescribed by the Companies Act 2006

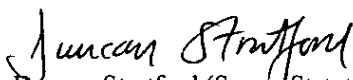
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditors' report to the members of Amcor Flexibles Winterbourne Limited *(continued)*

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



Duncan Stratford (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol
Date 21st March 2014

Profit and loss account
for the year ended 30 June 2013

	<i>Note</i>	2013 £000	2012 £000
Turnover	2	45,754	43,915
Cost of sales		(35,843)	(33,358)
Gross profit		9,911	10,557
Distribution costs		(1,832)	(1,884)
Administration expenses		(4,884)	(4,321)
Operating profit	3	3,195	4,352
Interest receivable and similar income	6	-	1
Profit on ordinary activities before taxation		3,195	4,353
Tax on profit on ordinary activities	7	186	(1,426)
Profit for the financial year	14	3,381	2,927

All results relate to continuing operations

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

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented

Balance sheet

as at 30 June 2013

	Notes	2013	2012
		£000	£000
Fixed Assets			
Tangible assets	8	12,749	13,170
Current assets			
Stocks	9	5,618	6,214
Debtors	10	18,033	13,198
Cash at bank and in hand		-	3
		<u>23,651</u>	<u>19,415</u>
Creditors amounts falling due within one year	11	<u>(10,849)</u>	<u>(10,415)</u>
Net current assets		<u>12,802</u>	<u>9,000</u>
Total assets less current liabilities		<u>25,551</u>	<u>22,170</u>
Net Assets		<u>25,551</u>	<u>22,170</u>
Capital and reserves			
Called up share capital	13	11,204	11,204
Share premium account	14	1,391	1,391
Other reserve -capital reserve	14	82,220	82,220
Profit and loss account	14	(69,264)	(72,645)
Total shareholders' funds	15	<u>25,551</u>	<u>22,170</u>

The financial statements on pages 8 to 18 were approved by the board of directors on 21st March 2014 and were signed on its behalf by



Andrew Berrisford

Director

Notes to the financial statements

1 Accounting policies

The financial statements have been prepared under the going concern concept. The company's ultimate parent has given the necessary assurances that sufficient resources will be made available for the foreseeable future to enable the company to meet its liabilities as they fall due.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

Cash flow statement

Under FRS 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

Turnover

Turnover is based on the invoiced value from the sale of goods, net of sales taxes and allowances. Turnover is recognised in the profit and loss account when the significant risks and rewards of ownership have been transferred to the customer.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributed to bringing the asset to its working condition for its intended use. Depreciation is applied on a straight-line basis over the estimated economic lives of the assets. The rates applied are:

Freehold buildings	-	2% per annum
Plant and equipment	-	6.7% to 25% per annum
Fixtures and fittings	-	8% per annum
Computer equipment	-	20% to 33% per annum

Freehold land is not depreciated.

A review for impairment of fixed assets is carried out if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and the value in use. Value in use is based on the present value of the future cash flows relating to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Stocks and work-in-progress

Stocks and work-in-progress have been valued at the lower of cost, including applicable overheads, and net realisable value. Cost is determined using the first in first out (FIFO) method. In the case of manufactured products, cost includes all direct expenditure and production overheads based on the normal level of activity. Where necessary, provision is made for obsolete, slow moving and defective stocks.

Notes to the financial statements (continued)

1 Accounting policies (continued)

Financial Instruments

Financial liabilities and equity instruments are classified according to the substance of the associated contractual arrangements. Where those contractual obligations are equivalent to a similar debt instrument, the financial instruments are classified as financial liabilities, and presented as such on the balance sheet.

Finance costs and gains or losses related to financial instruments are included in the profit and loss account.

The company has taken exemption from applicable accounting standards to make disclosures under FRS29 regarding its financial instruments.

Foreign currencies

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 translated at the rate of exchange ruling at the balance sheet date. Differences arising from fluctuations in exchange rates are taken to the profit and loss account.

Research and development expenditure

Research and development expenditure is written off as incurred, except that development expenditure incurred on an individual project is carried forward when its future recoverability can be foreseen with reasonable assurance.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are only recognised when their recoverability is considered more likely than not. Deferred tax assets and liabilities are not discounted.

Leases

Operating lease rentals are charged to the profit and loss account as incurred.

Pensions

The company participates in a defined contribution pension scheme operated by its parent. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period. The assets of the scheme are held separately from those of the company in an independently administered fund.

A limited number of employees also participate in a defined benefit pension scheme operated by the company's parent. Details of this scheme and its assets are disclosed in the annual financial statements of Amcor Flexibles UK Limited, which show that the defined benefit pension scheme has a surplus of £181,000 (2012: £3,100,000) (after recognition of the related deferred tax liability of £Nil at 30 June 2013 (2012: £Nil)). The surplus is calculated by valuing the scheme assets using market values and the scheme liabilities being measured using a project unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability. In accordance with FRS17, Retirement Benefits, the company accounts for its contributions to its parent's defined benefit scheme as though it were a defined contribution scheme. This is because the underlying assets and liabilities of the scheme cover a number of group companies and it cannot be readily split between group companies on a consistent and reliable basis.

Notes to the financial statements *(continued)*

2 Turnover

An analysis of turnover by geographical area of destination

	2013 £000	2012 £000
United Kingdom	5,624	6,383
Rest of Europe	28,946	27,611
The Americas	3,312	3,083
Rest of the World	7,872	6,838
	<u>45,754</u>	<u>43,915</u>

All turnover and profit before taxation originates in the UK and relates to the company's one class of business

3 Operating profit

Operating profit is stated after charging	2013 £000	2012 £000
Depreciation	883	696
Operating lease rentals – plant and machinery	140	133
Services provided by the Company's auditors – fees payable for the audit	17	17
– fees paid for other services	-	-
Research and development	465	345
	<u>1,505</u>	<u>1,291</u>

4 Employees

	2013 Number	2012 Number
Average monthly number of employees (including executive directors) by activity		
Production	130	132
Administration	25	26
	<u>155</u>	<u>158</u>
	<u>155</u>	<u>158</u>
	2013 £000	2012 £000
Employee costs		
Wages and salaries	5,083	4,652
Social security costs	516	529
Other pension costs	304	288
	<u>5,903</u>	<u>5,469</u>

Notes to the financial statements *(continued)*

5 Directors' emoluments

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 no emoluments are disclosed in these financial statements.

6 Interest receivable and similar income

	2013 £000	2012 £000
Interest receivable on bank accounts	-	1

7 Tax on profit on ordinary activities

(a) Analysis of (credit)/charge in year

	2013		2012	
	£000	£000	£000	£000
<i>Current tax</i>				
UK Corporation tax	-		717	
Adjustment in respect of previous periods	(474)		654	
Total current tax		(474)		1,371
<i>Deferred tax</i>				
Origination and reversal of timing differences	289		422	
Adjustment in respect of prior periods	(7)		(406)	
Deferred tax rate change	6		39	
Total deferred tax		288		55
Total tax on profit on ordinary activities		(186)		1,426

Notes to the financial statements *(continued)*

7 Tax on profit on ordinary activities *(continued)*

(b) Factors affecting the current tax (credit)/charge for the year

The tax assessed for the year differs from the effective rate of corporation tax in the UK of 23.75% (2012 25.5%). The differences are explained below

	2013 £000	2012 £000
Profit on ordinary activities before tax	3,195	4,352
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 23.75% (2012 25.5%)	759	1,110
<i>Effects of</i>		
Expenses not deductible for tax purposes	85	29
Capital allowances higher than depreciation	(289)	(422)
Group relief claimed for no payment	(555)	-
Adjustments in respect of previous periods	(474)	654
Current tax (credit)/charge for the year	(474)	1,371

The main rate of corporation tax in the UK reduced from 24% to 23% on 1 April 2013. Further reductions to the main rate of corporation tax to 21% on 1 April 2014 and to 20% on 1 April 2015 were legislated in Finance Act 2013. As the Finance Act was not substantively enacted until 17 July 2013 the further reductions are not included in these financial statements. If these changes had been enacted by the balance sheet date, then the cumulative effect would have been a further reduction in the net deferred tax asset of £6,900 (21%) or £10,400 (20%).

Notes to the financial statements (continued)

8 Tangible fixed assets

	Freehold land and buildings	Plant, machinery, fixtures and fittings and computer equipment	Total
	£000	£000	£000
<i>Cost</i>			
At 1 July 2012	14,524	32,484	47,008
Additions	15	447	462
Disposals	(9)	(1,246)	(1,255)
At 30 June 2013	14,530	31,685	46,215
<i>Accumulated Depreciation</i>			
At 1 July 2012	7,461	26,377	33,838
Charge for the year	113	770	883
Depreciation on disposals	(9)	(1,246)	(1,255)
At 30 June 2012	7,565	25,901	33,466
<i>Net book value</i>			
At 30 June 2013	6,965	5,784	12,749
At 30 June 2012	7,063	6,107	13,170

The net book value of freehold land and buildings at 30 June 2013 includes a value for land of £4,044,000 (2012 £4,044,000) which is not depreciated

9 Stocks

	2013 £000	2012 £000
Raw materials	1,813	2,605
Work-in-progress	376	364
Finished goods and goods for resale	3,429	3,245
	5,618	6,214

Notes to the financial statements *(continued)*

10 Debtors

	2013 £000	2012 £000
Amounts falling due within one year		
Trade debtors	6,125	5,753
Amounts owed by group undertakings	11,648	6,181
Other debtors	181	897
	<u>17,954</u>	<u>12,831</u>
Amounts falling due after more than one year		
Deferred tax asset (note 12)	79	367
	<u>18,033</u>	<u>13,198</u>

Amounts owed by group undertakings are unsecured, have no fixed repayment date and bear no interest

11 Creditors: amounts falling due within one year

	2013 £000	2012 £000
Bank loans and overdrafts	-	91
Trade creditors	6,710	6,786
Amounts owed to group undertakings	551	251
Other taxation and social security costs	136	431
Accruals and deferred income	3,452	2,856
	<u>10,849</u>	<u>10,415</u>

Amounts owed to group undertakings are unsecured, have no fixed repayment date and bear no interest

Notes to the financial statements (continued)

12 Deferred tax asset

The movement on the deferred tax asset is as follows

	£000
At 1 July 2012	367
Current year charge	(289)
Prior year credit	7
Change in deferred tax rate	(6)
At 30 June 2013	<u>79</u>

The deferred tax asset comprises	2013 £000	2012 £000
Accelerated capital allowances	72	326
Other short term timing differences	7	41
	<u>79</u>	<u>367</u>

Deferred tax assets are recognised on the basis that it is more likely than not that the company will make taxable profits in the future against which the deferred tax asset may be utilised

13 Called up share capital

	2013 £000	2012 £000
<i>Allotted, and fully paid</i>		
11,204,002 (2012 11,204,002) ordinary shares of £1 each	<u>11,204</u>	<u>11,204</u>

14 Movements in reserves

	Share premium account £000	Capital reserve £000	Profit and loss account £000	Total £000
At 1 July 2012	1,391	82,220	(72,645)	10,966
Profit for the financial year	-	-	3,381	3,381
At 30 June 2013	<u>1,391</u>	<u>82,220</u>	<u>(69,264)</u>	<u>14,347</u>

Notes to the financial statements *(continued)*

15 Reconciliation of movements in total shareholders' funds

	2013 £000	2012 £000
Profit for the financial year	3,381	2,927
Net increase in shareholders' funds	3,381	2,927
Opening total shareholders' funds	22,170	19,243
Closing total shareholders' funds	25,551	22,170

16 Commitments under operating leases

At 30 June 2013 the company had annual commitments under operating leases as follows

	Other- Plant and machinery	
	2013 £000	2012 £000
Expiring within one year	19	4
Expiring between two and five years	158	171
Expiring after five years	-	-
	177	175

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 2013, the cash pool was in a net deficit position of €13,736,983.

18 Related party transactions

The company has taken advantage of the exemptions available to wholly owned subsidiaries under FRS 8. Accordingly, disclosure is not made of related party transactions 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 the address in note 20.

19 Ultimate parent undertaking

The immediate parent undertaking is Amcor Flexibles UK Limited, registered in England and Wales.

The company's ultimate parent undertaking and ultimate controlling party is Amcor Limited, incorporated in Australia, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. The consolidated financial statements of this group are available to the public and may be obtained from Amcor Limited, 109 Burwood Road, Hawthorn, Victoria 3000, Australia.