

Berol Limited

Annual report and financial statements
for the year ended 31 December 2018

Registered number : 03141088

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COMPANIES HOUSE

Director

MW Johnson

Registered Office

c/o Newell Rubbermaid
Halifax Avenue
Fradley Park
Lichfield
Staffordshire
WS13 8SS

Registered number

03141088 (England & Wales)

Auditor

Grant Thornton UK LLP
Statutory Auditor
The Colmore Building
20 Colmore Circus
Birmingham
West Midlands
B4 6AT

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Principal activities, business review and future developments

The company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is C/O Newell Rubbermaid Halifax Avenue, Fradley Park, Lichfield, Staffordshire, WS13 8SS.

The company is a holding company and is expected to be so for the foreseeable future.

The director considers the results for the year and the financial position of the company to be in line with expectations.

Key performance indicators

Due to the nature of its activity there are no key performance indicators for the company.

Principal risks and uncertainties

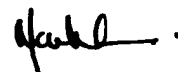
The director does not consider there to be any significant risk or uncertainty within the company except as set out below.

Financial risk management objectives and policies

The company's principal financial instruments comprise group of loans and unlisted investments. The company does not enter into derivative transactions. It is, and has been throughout the period under review, the company's policy that no trading in financial instruments shall be undertaken. The main risk arising from the company's financial instruments is credit risk.

The company's exposure to credit risk relates to the risk of default on group loans receivable. These balances are monitored on an ongoing basis by reference to the underlying trade and assets of the borrowing group company with the result that the company's exposure to credit risk is not considered to be significant.

Approved by the Board and signed on its behalf by



MW Johnson
Director

16 September 2019

The director presents his annual report on the affairs of the company, together with the audited financial statements, for the year ended 31 December 2018.

Results and dividends

The profit for the year amounted to £25,425 (2017: profit £31,121). During the year, an interim dividend of £7,558,641 (2017: £nil) was paid. The director does not recommend the payment of a final dividend.

Director

The director who served during the year, and subsequently, were as follows:

MW Johnson

Director's liabilities

Newell Brands Inc. has indemnified the directors of the company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity was in force during the year.

Going concern

The ultimate parent company has agreed to provide financial support to enable the company to continue its business operations as a going concern for the period to 31 December 2020. Notwithstanding this, the director may seek to wind up the company during 2020 as part of a corporate simplification exercise proposed by the ultimate parent company. Such action has not been committed to at the date of approval of these financial statements and would be at the discretion of the director. As such, the financial statements have been prepared on the going concern basis as the director has a reasonable expectation that the company will be able to meet its liabilities as they fall due.

Post balance sheet events

There have been no significant events affecting the company since the year.

Director's responsibilities statement

The director is responsible for preparing the Strategic Report and Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs and profit or loss of the company for that period. In preparing these financial statements, the director is 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 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. He is also 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 confirms that:

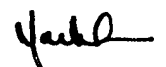
- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The director is responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditor

Grant Thornton UK LLP, having expressed its willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 485 of the Companies Act 2006.

Approved by the Board and signed on its behalf by



MW Johnson
Director

16 September 2019

Independent auditor's report to the members of Berol Limited

Opinion

We have audited the financial statements of Berol Limited (the 'company') for the year ended 31 December 2018, which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the 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; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has 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.

Other information

The director is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the director's report have been prepared in accordance with applicable legal requirements.

Independent auditor's report to the members of Berol Limited (continued)**Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the director's report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which 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; or

Responsibilities of directors for the financial statements

As explained more fully in the director's responsibilities statement set out on page 2, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and 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 director is 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 director either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's 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 auditor's 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 Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

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.



David White
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Birmingham

27/9/18

Date:

	Notes	2018 £	2017 £
Administrative expenses		-	(978)
Operating loss		<u>-</u>	<u>(978)</u>
Interest payable and similar charges	- 3 -	-	-
Interest receivable and similar income	- 4 -	25,425	32,099
Profit on ordinary activities before tax	- 5 -	<u>25,425</u>	<u>31,121</u>
Tax on profit on ordinary activities	- 6 -	-	-
Profit for the year		<u>25,425</u>	<u>31,121</u>
Total comprehensive income for the year		<u>25,425</u>	<u>31,121</u>

The company has no other gains or losses other than the result for the year as stated above.

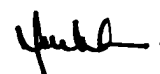
All of the activities of the company are classed as continuing.

The accompanying notes on pages 8 to 10 form an integral part of these financial statements.

Berol Limited - 31 December 2018
Statement of Financial Position

	Notes	2018 £	2017 £
Investments	- 7 -	4,299	4,299
Debtors: amounts falling due within one year	- 8 -	-	7,533,216
Creditors: amounts falling due within one year	- 9 -	-	-
Net current assets		-	7,533,216
Total assets less current liabilities and net assets		<u>4,299</u>	<u>7,537,515</u>
Called-up share capital	- 10 -	4	4
Profit and loss account	- 11 -	4,295	7,537,511
Shareholders' funds		<u>4,299</u>	<u>7,537,515</u>

Approved by the Board, authorised for issue and signed on its behalf by



MW Johnson
Director

16 September 2019

Company number : 03141088

The accompanying notes on pages 8 to 10 form an integral part of these financial statements.

Berol Limited - 31 December 2018
Statement of Changes in Equity

	Share Capital £	Profit and loss account £	Total Equity £
At 1 January 2018	4	7,537,511	7,537,515
Comprehensive income for the year			
Profit for the financial year	-	25,425	25,425
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	<u>-</u>	<u>25,425</u>	<u>25,425</u>
Dividends paid		(7,558,641)	(7,558,641)
At 31 December 2018	<u><u>4</u></u>	<u><u>4,295</u></u>	<u><u>4,299</u></u>
At 1 January 2017	4	7,506,390	7,506,394
Comprehensive income for the year			
Loss for the financial year	-	31,121	31,121
Other comprehensive income for the year	-	-	-
Total comprehensive income for the year	<u>-</u>	<u>31,121</u>	<u>31,121</u>
At 31 December 2017	<u><u>4</u></u>	<u><u>7,537,511</u></u>	<u><u>7,537,515</u></u>

The accompanying notes on pages 8 to 10 form an integral part of these financial statements.

1 Accounting policies

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 - 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' (FRS 102), and the Companies Act 2006.

The financial statements are presented in Sterling (£).

FRS 102 - Reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 :

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d).

This information is included in the consolidated financial statements of Newell Brands Inc. as at 31 December 2018 and these financial statements may be obtained from Investor Relations, Newell Brands Inc., 221 River Street, Hoboken, NJ 07030, USA.

The company has not prepared consolidated accounts on the basis that the company is included in the consolidated accounts of a larger group which are drawn up on an equivalent basis to the EC Seventh Directive. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Going concern

The company operates as a holding company. The underlying value of its investments is considered to support the carrying value in the Statement of Financial Position.

The ultimate parent company has agreed to provide financial support to enable the company to continue its business operations as a going concern for the period to 31 December 2020. Notwithstanding this, the director may seek to wind up the company during 2020 as part of a corporate simplification exercise proposed by the ultimate parent company. Such action has not been committed to at the date of approval of these financial statements and would be at the discretion of the director. As such, the financial statements have been prepared on the going concern basis as the director has a reasonable expectation that the company will be able to meet its liabilities as they fall due.

Valuation of investments

Investments in unquoted equity instruments are measured at fair value. Changes in fair value are recognised in profit or loss. Investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

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.

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.

Financial instruments

The company only enters into basic amounts financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in unquoted investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in profit or loss.

Current and deferred taxation

Tax is recognised in profit or loss, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the reporting 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.

Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

No material judgements were made in applying accounting policies and no material estimation uncertainties exist for the year under review.

3 Interest payable and similar charges	2018 £	2017 £
Interest payable to group undertakings	-	-
4 Interest receivable and similar income	2018 £	2017 £
Interest receivable from group undertakings	25,425	32,099

5 Profit on ordinary activities before taxation

The directors did not receive any emoluments in the year (2017: £nil) and there were no employees of the company in the year (2017: no employees).

Auditor's remuneration in respect of audit services provided of £1,000 (2017: £1,000) has been borne by Newell Rubbermaid UK Services Limited.

6 Tax on profit on ordinary activities

Analysis of tax charge

There is no tax credit or charge for the year ended 31 December 2018 or 31 December 2017.

The tax assessed on the profit on ordinary activities for the year is lower than (2017: lower than) the standard rate of corporation tax in the UK of 19% (2017: 19.25%).

	2018 £	2017 £
Profit on ordinary activities before taxation	25,425	31,121
Tax thereon at 19% (2017: 19.25%)	4,831	5,991
Effects of: Group relief claimed	(4,831)	(5,991)
Total tax charge for the year	-	-

Factors that may affect future tax charges

The company has tax effected losses to carry forward of approximately £nil (2017: £nil) which can be relieved against future profits of the same trade.

7 Investments	2018 £	2017 £
Other fixed asset investments	4,299	4,299
	4,299	4,299

Other fixed asset investments

Valuation

At 1 January 2018

Change in value during the year

At 31 December 2018

Unquoted investments £
4,299
-
4,299

The company has investments in the following undertakings:

Associated undertaking	Country of incorporation	Principal activity	Holding	%
Newell Rubbermaid Servicios de Mexico S de RL de CV	Mexico	Trading	Ordinary	0.01

The principal activity of Newell Rubbermaid Servicios de Mexico S de RL de CV is the manufacture, sale and distribution of writing instruments and household products.

8 Debtors: amounts falling due within one year	2018 £	2017 £
Amounts due from group undertakings	-	7,533,216
	-	7,533,216

Amounts due from group undertakings relates to an amount receivable which is repayable on demand. Interest is receivable at a rate of 0.25% per annum. The amounts are unsecured.

9 Financial instruments	2018	2017
	£	£
<u>Financial assets</u>		
Financial assets measured at fair value through profit or loss	4,299	4,299
Financial assets that are debt instruments measured at amortised cost	-	7,533,216
10 Called-up share capital	2018	2017
	£	£
<u>Allotted, called-up and fully-paid</u>		
4 ordinary shares of £1 each	<u>4</u>	<u>4</u>

11 Reserves

Profit and loss - the profit and loss account represents accumulated comprehensive income of the year and prior periods less any dividends.

12 Capital commitments

There were no amounts contracted but not provided for at 31 December 2018 or 31 December 2017.

13 Contingent liabilities

There were no contingent liabilities at 31 December 2018 or 31 December 2017.

14 Related party transactions

The company is a wholly owned subsidiary of Newell Brands Inc., the consolidated accounts of which are publicly available.

The company has taken advantage of the exemption conferred by Financial Reporting Standard 102 not to disclose transactions with other group companies where 100% of the company's voting rights are controlled within the group.

The directors are the only members of key management of the company. Refer note 5 for further information on remuneration.

15 Ultimate parent company and controlling party

The immediate parent company is Newell (1995), a company incorporated in the UK. The ultimate parent company and controlling party is Newell Brands Inc., a company incorporated in the State of Delaware, United States of America. The largest and smallest group in which the results of the company are consolidated is that headed by Newell Brands Inc. The financial statements of this company are publicly available and can be obtained from Investor Relations, Newell Brands Inc., 221 River Street, Hoboken, NJ 07030, USA.