

REGISTERED NUMBER: 08925262 (England and Wales)

Strategic Report, Report of the Directors and
Audited Financial Statements for the Year Ended 31 December 2019
for
Mondi UK Consumer Packaging Holding 2 Ltd

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for the Year Ended 31 December 2019

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DIRECTORS:	J Leeb S Drakes
SECRETARY:	I Bragg
REGISTERED OFFICE:	Parkway Deeside Industrial Park Deeside Flintshire CH5 2NS
REGISTERED NUMBER:	08925262 (England and Wales)
INDEPENDENT AUDITORS:	PricewaterhouseCoopers LLP 1 Hardman Square Spinningfields Manchester M3 3EB
SOLICITORS:	Gordons LLP Riverside West Whitehall Road Leeds LS1 4AW

The directors present their strategic report for the year ended 31 December 2019.

REVIEW OF BUSINESS

The principal activity of the company during the year was that of a holding company of the investment in Mondi Consumer Goods Packaging UK Ltd which specialises in the manufacture of flexible packaging materials.

On the 18th December 2019, the investment in Mondi Consumer Goods Packaging UK Ltd was sold to Mondi Investments Ltd at market value with a loss on investment of £265,602.

Mondi is an international packaging and paper business employing around 26,000 people in over 30 countries. Mondi UK Consumer Packaging Holding 2 Ltd is part of the Consumer Packaging business unit which is focused on the flexible packaging sector.

In the year, the company also carried out a reduction in share capital of £3,746,182 taking the share capital to £1.

As at the 31st December 2019 the company is dormant and is anticipated that in 2020 will remain dormant.

SECTION 172 STATEMENT

This section of the strategic report describes how the directors have had regard to the matters set out in Section 172 (1) of the Companies Act 2006 (“s172”) when performing their duty to promote the success of the Company for the benefit of its shareholders. As the Company is a wholly-owned subsidiary of the Mondi Group (the “Group”), its parent companies and other members of the Group are key stakeholders of the Company. Accordingly, the interests of the Group have been taken into account by the directors and decisions have been made in agreement with the Board of Mondi plc. For more information on the Group, please see the s172 statement on page 20 of the Group’s integrated report 2019, which does not form part of this report but provides details of the consideration given to stakeholders by the Group.

PRINCIPAL RISKS AND UNCERTAINTIES

As the company was a holding company the principal risk was in relation to the performance of its investment. As at 31st December 2019 as the company is dormant no risks are anticipated.

KPI'S

Given the nature of the company as a holding company the directors do not utilise KPI's to monitor the performance of the business

This report was approved by the Board and signed on its behalf

ON BEHALF OF THE BOARD:

.....S.2. Drakes.....
S Drakes

Date:9 / 6 / 2020.....

Report of the Directors
for the Year Ended 31 December 2019

The directors present their report with the audited financial statements of the company for the year ended 31 December 2019.

PRINCIPAL ACTIVITY

The company's principal activity was that of an intermediate holding company for Mondi Consumer Goods Packaging UK Ltd. The principal activity of the group is the manufacture of flexible packaging materials.

On the 18th December 2019, the investment in Mondi Consumer Goods Packaging UK Ltd was sold at market value to Mondi Investments Ltd.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2019.

DIRECTORS

The directors who have held office during the period from 1 January 2019 to the date of this report are as follows:

A Lock – resigned 30 September 2019

S Kardos – resigned 13 May 2020

S Drakes – appointed 25 September 2019

J Leeb – appointed 13 May 2020

No compensation has been paid to any of the director from Mondi UK Consumer Packaging Holding 2 Ltd.

GOING CONCERN

In assessing the appropriateness of the application of the going concern basis, the Directors have considered the uncertainties around the general economic environment, the current and forecasted future trading performance of the Company and the available cash and the support available from Group. Management has also reviewed forecasts for a period greater than 12 months from approval of these financial statements taking into account reasonable sensitivities. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The company has agreed to indemnify its directors against third party claims which may be brought against them and has put in place a directors and officers insurance policy.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulation.

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, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The directors 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.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

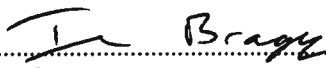
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

INDEPENDENT AUDITORS

The independent auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment to the shareholders of the Company for approval.

This report was approved by the Board and signed on its behalf

BY ORDER OF THE BOARD:


.....
I Bragg - Secretary

Date: 9 / 16 / 2020

Independent auditors' report to the members of Mondi UK Consumer Packaging Holding 2 Ltd

Report on the audit of the financial statements

Opinion

In our opinion, Mondi UK Consumer Packaging Holding 2 Ltd's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss 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", 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 Strategic Report, Report of the Directors and Audited Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 December 2019; the statement of comprehensive income and the statement of changes in equity for the year then ended; 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

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

- 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.

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.

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 Strategic Report and Report of the Directors, 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.

Strategic Report and Report of the Directors

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Report of the Directors for the year ended 31 December 2019 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 Strategic Report and Report of the Directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, 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.

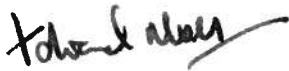
Other required reporting

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.



Edward Moss (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
9 June 2020

Mondi UK Consumer Packaging Holding 2 Ltd

Statement of Comprehensive Income
for the Year Ended 31 December 2019

	Notes	2019 £	2018 £
TURNOVER		-	-
Cost of sales		<u>(265,602)</u>	<u>-</u>
GROSS LOSS		(265,602)	-
OPERATING LOSS and LOSS BEFORE TAXATION		(265,602)	-
Tax on loss	6	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR		(265,602)	-
OTHER COMPREHENSIVE INCOME			
Share Reduction		3,746,182	-
Income tax relating to other comprehensive income		<u>-</u>	<u>-</u>
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX		<u>3,746,182</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u><u>3,480,580</u></u>	<u><u>-</u></u>

The notes on pages 11 to 13 form part of these financial statements

Balance Sheet
As at 31 December 2019

	Notes	2019 £	2018 £
FIXED ASSETS			
Investments	7	-	265,603
CURRENT ASSETS			
Debtors	8	<u>1</u>	<u>-</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u><u>1</u></u>	<u><u>265,603</u></u>
CAPITAL AND RESERVES			
Called up share capital	9	<u>1</u>	3,746,183
Accumulated losses		<u>-</u>	<u>(3,480,580)</u>
TOTAL SHAREHOLDERS' FUNDS		<u><u>1</u></u>	<u><u>265,603</u></u>

The financial statements on pages 8 to 13 were approved by the Board of Directors on 9/6/2020 and were signed on its behalf by:

S. J. Drakes
S Drakes - Director

Mondi UK Consumer Packaging Holding 2 Ltd

Statement of Changes in Equity
for the Year Ended 31 December 2019

	Called up share capital £	Accumulated losses £	Total equity £
Balance at 1 January 2018	3,746,183	(3,480,580)	265,603
Changes in equity	<u>-</u>	<u>-</u>	<u>-</u>
Balance at 31 December 2018	<u>3,746,183</u>	<u>(3,480,580)</u>	<u>265,603</u>
Changes in equity			
Share reduction	(3,746,182)	-	(3,746,182)
Total comprehensive income	<u>-</u>	<u>3,480,580</u>	<u>3,480,580</u>
Balance at 31 December 2019	<u><u>1</u></u>	<u><u>-</u></u>	<u><u>1</u></u>

The notes on pages 11 to 13 form part of these financial statements

1. STATUTORY INFORMATION

Mondi UK Consumer Packaging Holding 2 Ltd is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard 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 Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirement of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 26 Share-based Payment paragraphs 26.18(b), 26.19 to 26.21 and 26.23;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

Preparation of consolidated financial statements

The financial statements contain information about Mondi UK Consumer Packaging Holding 2 Ltd as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its ultimate parent, Mondi Plc, 1st Floor, Aviator Park, Station Road, Addlestone, Surrey, KT15 2PG.

Significant judgements and estimates

There are no significant judgements or estimates in the year.

Changes in accounting policies

The basis of accounting policy has been applied consistently with the prior year.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2. **ACCOUNTING POLICIES - continued**

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Loan notes

Loan notes issued as consideration for the acquisition of a subsidiary are recognised at the amount that is reasonably expected to be payable, discounted to present value.

3. **EMPLOYEES AND DIRECTORS**

There were no staff costs (or employees) for the year ended 31 December 2019 nor for the year ended 31 December 2018.

The average monthly number of employees during the year was nil (2018 - nil).

The directors did not receive any remuneration for services to the company.

4. **AUDITORS REMUNERATION**

Audit fees of £1,000 were borne by the subsidiary Mondi Consumer Goods Packaging UK Ltd for the years 2019 and 2018 in relation to the company.

5. **OPERATING LOSS**

The loss before tax is stated after charging:

	2019 £	2018 £
Amounts written off investments	265,602	-

6. **TAXATION ON LOSS**

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 31 December 2019 nor for the year ended 31 December 2018.

Tax effects relating to effects of other comprehensive income (2018: nil)

	Gross £	2019 Tax £	Net £
Share Reduction	<u>3,746,182</u>	<u>-</u>	<u>3,746,182</u>

Notes to the Financial Statements - continued
for the Year Ended 31 December 2019

7. INVESTMENTS

Investments (neither listed nor unlisted) were as follows:

	2019 £	2018 £
Investment in Mondi Consumer Goods Packaging UK Ltd	<u>-</u>	<u>265,603</u>

The previous year investment in Mondi Consumer Goods Packaging UK Ltd was sold to Mondi Investments Ltd during the year at market value (£1).

8. DEBTORS

	2019 £	2018 £
Amounts owed by group undertakings	<u>1</u>	<u>-</u>

9. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:			2019 £	2018 £
Number:	Class:	Nominal value:		
1	Ordinary Share	£1	<u>1</u>	<u>3,746,183</u>

During the year, the company underwent a share reduction of £3,746,182 from distributable reserves.

10. ULTIMATE PARENT COMPANY

As at the 31 December 2018, the company's immediate parent undertaking was Mondi UK Consumer Packaging Holding 1 Ltd, a company incorporated in England and Wales.

During the year, the investment in the company was sold to Mondi Investments Limited.

As at the 31 December 2019, the company's immediate parent undertaking was Mondi Investments Ltd, a company incorporated in England and Wales.

The company's ultimate parent undertaking was and remains Mondi plc, a company incorporated in England and Wales, which is the smallest and largest group into which the company's financial statements are consolidated. Consolidated financial statements are available from the registered office at Building 1, 1st Floor, Aviator Park, Station Road, Addlestone, Surrey, KT15 2PG.

11. RELATED PARTY DISCLOSURES

The company is a wholly owned subsidiary of Mondi Plc and has therefore taken advantage of the exemption not to disclose transactions with other wholly owned subsidiaries.