

**BATLAW LIMITED**

**Registered Number 07233723**

**Annual report and financial statements**

**For the year ended 31 December 2022**

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## Strategic Report

The Directors present their Strategic Report on BATLaw Limited (“the Company”) for the year ended 31 December 2022

### Principal activities

The Company provides legal services to the British American Tobacco p.l.c. group of companies (the “Group”).

### Review of the year ended 31 December 2022

The profit for the financial year attributable to the Company’s shareholder after deduction of all charges and the provision of taxation amounted to £1,233,000 (2021: £1,025,000).

The Directors expect the Company’s activities to continue on a similar basis in the foreseeable future.

### Key performance indicators

Given the nature of the Company’s activities, the Company’s Directors believe that key performance indicators are not necessary or appropriate for an understanding of the Company’s specific development, performance, or the position of its business. However, key performance indicators relevant to the Group, and which may be relevant to the Company, are disclosed in the Strategic Report in British American Tobacco p.l.c.’s 2022 Annual Report and Form 20-F (“BAT ARA & 20-F”) and do not form part of this report.

### Principal risks and uncertainties

The principal risks and uncertainties of the Company, including financial risk management, are integrated with the principal risks of the Group, and are monitored by audit committees to provide a framework for identifying, evaluating and managing risks faced by the Group. Accordingly, the key Group risk factors that may be relevant to the Company are disclosed in the BAT ARA & 20-F and do not form part of this report.

### UK Companies Act 2006: Section 172(1) Statement

The Company is part of the Group and is ultimately owned by British American Tobacco p.l.c. As set out above in the Company’s Strategic Report, the Company’s principal activity is to provide legal services to the Group.

Under Section 172(1) of the UK Companies Act 2006 (“the Act”) and as part of the Directors’ duty to the Company’s shareholder to act as they consider most likely to promote the success of the Company, the Directors must have regard for the likely long-term consequences of decisions and the desirability of maintaining a reputation for high standards of business conduct. The Directors must also have regard for the interests of the Company’s employees, business relationships with the Company’s wider stakeholders and the impact of the Company’s operations on the environment and communities in which it operates. Consideration of these factors and other relevant matters is embedded into all Board decision making and risk assessments throughout the year.

The Company’s key stakeholders are Group undertakings, including its shareholder, direct and indirect suppliers to the Company (including professional services providers) and employees.

The Company engages with other Group undertakings, including its shareholder through regular meetings, intra-group management activities and ongoing dialogue. Primary ways in which the Company engages directly or indirectly, as part of the Group, with its key external stakeholders are summarised on pages 20 to 21 of the BAT ARA & 20-F.

In relation to employee engagement, a range of internal communications and engagement channels were used during the year to support effective engagement with Group company employees. The primary engagement channels for Group company employees based in the UK (including the Company’s employees) include town hall sessions, employee council meetings, the Your Voice employee survey and webcasts as set out on pages 20, 88, 140 and 169 of the BAT ARA & 20-F. The Group’s ‘Speak Up’ channels are also available to all Company employees (as set out on page 66 of the BAT ARA & 20-F).

In accordance with the Group’s overall governance and internal controls framework and in support of the Company’s purpose as part of the Group, the Company applies and the Directors have due regard to all applicable Group policies and procedures, including the Group Statement of Delegated Authorities (“SoDA”), and the Group Standards of Business Conduct, International Marketing Principles, Health and Safety Policy,

## Strategic Report (continued)

### UK Companies Act 2006: Section 172(1) Statement (continued)

and Environment Policy as set out on pages 45 and 91 of the BAT ARA & 20-F. As a Group company, the Company acts in accordance with the Group's policies in relation to the safeguarding of human rights and community relationships, which are set out on page 45 of the BAT ARA & 20-F.

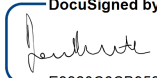
Certain authorities for decision making are delegated to management under the SoDA, part of the Group's governance and internal controls framework through which robust corporate governance, risk management and internal control are promoted within the Group. Application of the SoDA does not derogate from any requirement for Board review, oversight or approval in relation to the Company's activities.

The Directors receive training in relation to their role and duties as a Director on a periodic basis. All newly appointed Directors receive training in respect of their roles and duties on appointment, including on directors' duties under Section 172 of the Act. Director training is provided through the Company Secretary.

The principal decisions made by the Directors during the year included a review of changes to the Company's organisational structure and activities, to drive greater efficiencies in the Company's processes and ways of working within the Group. Key factors taken into consideration in this context included the anticipated benefits of the reorganisation to the Company and its shareholder, as part of the wider Group, and the interests of the Company's employees.

Principal decisions are those decisions and discussions by the Board that are strategic or material to the Company and those of significance to any of Company's key stakeholders.

By Order of the Board

DocuSigned by:  
  
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**David Patrick Ian Booth**

**Director**

**20 June 2023**

## Directors' Report

The Directors present their report together with the audited financial statements of the Company for the year ended 31 December 2022.

In accordance with Section 414C(11) of the Act, the Directors have provided an indication of likely future developments in the business of the Company in the Strategic Report under the heading "Review of the year ended 31 December 2022".

### Dividends

The Directors do not recommend the payment of a dividend for the year (2021: nil).

### Board of Directors

The names of the persons who served as Directors of the Company during the period 1 January 2022 to the date of signing this report are as follows:

David Patrick Ian Booth  
Gareth Adams Cooper  
Ruth Wilson  
Ridirectors Limited

### Research and development

No research and development expenditure has been incurred during the year (2021: £nil).

### Auditor

Pursuant to Section 487 of the Act, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

### Employees

The average number of employees employed by the Company during the year was 13 (2021: 14).

The Company has employment policies which are committed to providing a work environment that is free from harassment, bullying and discrimination – these policies are available online to all staff. The Company is committed to ensuring there is no discrimination against people with disabilities who apply to join the Company and anyone within the Company with disability is awarded the same opportunities for promotion, training, and career development as other staff. The Company aims to establish and maintain a safe working environment for all staff, including those with disabilities.

### Statement of Directors' Responsibilities

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

Applicable law requires the Directors to prepare financial statements for each financial year. Under applicable law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including Financial Reporting Standard ("FRS") 101 *Reduced Disclosure Framework*.

Under applicable 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 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

**BATLaw Limited**

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 Act. They are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

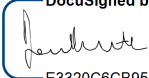
**Directors' declaration in relation to relevant audit information**

Having made appropriate enquiries, each of the Directors who held office at the date of approval of this report confirms that:

- (a) to the best of their knowledge and belief, there is no relevant audit information of which the Company's auditor is unaware; and
- (b) they have taken all steps that a Director might reasonably be expected to have taken in order to make themselves aware of relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Act.

By Order of the Board

DocuSigned by:  
  
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**David Patrick Ian Booth**  
**Director**

**20 June 2023**

# Independent Auditor's Report to the members of BATLaw Limited

## Opinion

We have audited the financial statements of BATLaw Limited ("the Company") for the year ended 31 December 2022 which comprise the Profit and Loss account, Statement of changes in equity, Balance sheet and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

## Fraud and breaches of laws and regulations – ability to detect

### *Identifying and responding to risks of material misstatement due to fraud*

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- Enquiring of directors and inspection of policy documentation as to the company's policies and procedures to prevent and detect fraud that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.
- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

## **Independent Auditor's Report to the members of BATLaw Limited (continued)**

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We also performed procedures including:

- Identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation. These included those posted by individuals who typically do not post journal entries or are not authorised to do so and posted to unrelated, unusual, or seldom used accounts.
- Assessing whether the judgements made in making accounting estimated are indicative of a potential bias.

### *Identifying and responding to risks of material misstatement related to compliance with laws and regulations*

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience, through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The Company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statement items.

### *Context of the ability of the audit to detect fraud or breaches of law or regulation*

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## **Strategic Report and directors' Report**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

## **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required 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



## Independent Auditor's Report to the members of BATLaw Limited (continued)

- 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.

We have nothing to report in these respects.

### Directors' responsibilities

As explained more fully in their statement set out on page 4 and 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

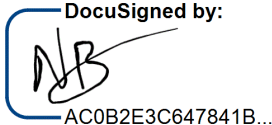
A fuller description of our responsibilities is provided on the FRC's website at

[www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

### The purpose of our audit work and to whom we owe our responsibilities

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.

DocuSigned by:

A DocuSigned signature box containing a handwritten signature in blue ink. The signature appears to be 'NB' with a flourish. The box is a rounded rectangle with a blue border.

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**Natalia Bottomley (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

15 Canada Square  
London  
E14 5GL

20 June 2023

## Profit and loss account for the year ended 31 December

	Notes	2022 £'000	2021 £'000
<b>Continuing operations</b>			
Other operating income	2	31,642	33,645
Other operating expenses	3	(30,739)	(32,617)
<b>Operating profit</b>		<b>903</b>	<b>1,028</b>
Interest receivable and similar income	4	330	—
Interest payable and similar expenses		—	(5)
<b>Profit before tax</b>		<b>1,233</b>	<b>1,023</b>
Tax credit	5	—	2
<b>Profit for the financial year</b>		<b>1,233</b>	<b>1,025</b>

There are no items of comprehensive income other than the loss for the financial year and therefore no Statement of other comprehensive income has been prepared.

## Statement of changes in equity for the year ended 31 December

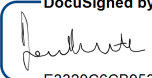
	Called up share capital £'000	Profit and loss account £'000	Total Equity £'000
<b>1 January 2021</b>	8,000	20,190	28,190
Profit for the financial year	—	1,025	1,025
<b>31 December 2021</b>	<b>8,000</b>	<b>21,215</b>	<b>29,215</b>
Profit for the financial year	—	1,233	1,233
<b>31 December 2022</b>	<b>8,000</b>	<b>22,448</b>	<b>30,448</b>

**Balance sheet as at 31 December**

	Notes	2022 £'000	2021 £'000
<b>Current assets</b>			
Deferred tax assets	5	5	5
Debtors: amounts falling due within one year	6a	39,660	37,700
Debtors: amounts falling due after one year	6b	738	—
		<b>40,403</b>	37,705
Creditors: amounts falling due within one year	7	(9,955)	(8,490)
<b>Net current assets</b>		<b>30,448</b>	29,215
<b>Total assets less current liabilities</b>		<b>30,448</b>	29,215
<b>Net assets</b>		<b>30,448</b>	29,215
<b>Capital and reserves</b>			
Called up share capital	8a	8,000	8,000
Profit and loss account	8b	22,448	21,215
<b>Total shareholder funds</b>		<b>30,448</b>	29,215

The accompanying notes are an integral part of the financial statements.

The financial statements on pages 9 to 19 were approved by the Directors on 20 June 2023 and signed on behalf of the Board.

DocuSigned by:  
  
 E3320C6CB953417...  
**David Patrick Ian Booth**  
**Director**

**Registered number**  
**07233723**

## Notes to the financial statements for the year ended 31 December 2022

### 1 Accounting policies

#### Basis of accounting

The Company is a private company incorporated, domiciled and registered in England and Wales in the UK. The registered number is 07233723 and the registered address is Globe House, 4 Temple Place, London, WC2R 2PG.

The financial statements of the Company have been prepared in accordance with the Act and in accordance with FRS 101 *Reduced Disclosure Framework*.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of UK-adopted international accounting standards but makes amendments where necessary in order to comply with the Act, and has taken advantage of certain disclosure exemptions available under FRS 101, including those relating to the preparation of a cash flow statement or disclosures regarding financial instruments and transactions with related parties.

The Directors have at the time of approving these financial statements a reasonable expectation that the Company has adequate resources to continue in operational existence for 12 months following the signing of these financial statements.

The Company is included in the consolidated financial statements of British American Tobacco p.l.c. which is incorporated in the United Kingdom and registered in England and Wales. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of Section 400 of the Act.

The preparation of the financial statements requires the Directors to make estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities, and the disclosure of contingent liabilities at the date of the financial statements. The key estimates and assumptions are set out in the accounting policies below, together with the related notes to the financial statements.

Such estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable in the circumstances and constitute management's best judgment at the date of the financial statements. In the future, actual experience may deviate from these estimates and assumptions, which could affect the financial statements as the original estimates and assumptions are modified, as appropriate, in the year in which the circumstances change.

The accounting policies set out below, have unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### Income

Income is recognised in the profit and loss account when all contractual or other applicable conditions for recognition have been met.

#### Foreign currencies

The functional currency of the Company is Sterling. Transactions arising in currencies other than Sterling are translated at the rate of exchange ruling on the date of the transaction. Monetary assets and liabilities expressed in currencies other than Sterling are translated at rates of exchange ruling at the end of the financial year.

#### Operating expenses

Operating expenses are recorded in period they relate to and are generated in the normal business operations of the Company.

## Notes to the financial statements for the year ended 31 December 2022

### 1 Accounting policies (continued)

#### Taxation

Taxation is that chargeable on the profits for the period, together with deferred taxation.

The current income tax charge is calculated on the basis of tax laws enacted or substantively enacted at the balance sheet date.

Deferred taxation is provided in full using the liability method for temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amount used for taxation purposes.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. As required under International Accounting Standard ("IAS") 12 Income Taxes, deferred tax assets and liabilities are not discounted.

Deferred tax is determined using the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised, or deferred tax liability is settled.

Tax is recognised in the profit and loss account except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case it is recognised in other comprehensive income or changes in equity.

Any liabilities or assets recognised for exposures in respect of the payment or recovery of a number of taxes are recognised at such time as an outcome becomes probable and when the amount can reasonably be estimated.

As a UK resident wholly-owned subsidiary of the Group, the Company is eligible to surrender tax losses to, or claim tax losses from, fellow members of the same UK Group for the purposes of calculating corporation tax due in the UK ("Group Relief"). It is Group policy that tax losses are surrendered unless the entity generating the losses has a particular requirement to carry the losses forward. It is also Group policy not to reimburse entities for Group Relief surrendered unless, on a stand-alone basis and assuming the entity were not in the Group, those losses are judged to have value to the entity generating the loss.

#### Financial instruments

The Company's business model for managing financial assets is set out in the BAT Group Treasury Manual which notes that the primary objective with regard to the management of cash and investments is to protect against the loss of principal. The majority of financial assets are held in order to collect contractual cash flows (typically cash and cash equivalents and loans and other receivables).

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and derecognised when it ceases to be a party to such provisions. Such assets and liabilities are classified as current if they are expected to be realised or settled within 12 months after the balance sheet date. If not, they are classified as non-current.

Non-derivative financial assets mainly consist of receivables. These are amounts owed by Group undertakings and other debtors, with fixed or determinable payments that are not quoted on an active market. These are measured at amortised cost, using the effective interest rate method, and stated net of allowances for credit losses. Non-derivative financial liabilities, including trade payables, are stated at amortised cost using the effective interest method

Financial instruments are initially recognised at fair value plus directly attributable costs where applicable. The Company's financial assets (amounts owed by Group undertakings) are subsequently carried at amortised cost. Non-derivative financial liabilities, including creditors, are subsequently carried at amortised cost using the effective interest method

Where interest bearing receivables and payables have their floating rates based on benchmark rates, such as the London Interbank Offered Rate ("LIBOR"), the Company accounted for the application of replacement benchmark rates in accordance with the Amendments to International Financial Reporting Standard ("IFRS") 9 Financial Instruments published in 2019 (phase 1) and 2020 (phase 2) when applicable. The replacement rate Sterling Overnight Index Average ("SONIA") has been applied since August 2021.

# Notes to the financial statements for the year ended 31 December 2022

## 1 Accounting policies (continued)

### Impairment of financial assets held at amortised cost

Loss allowances for expected credit losses on financial assets which are held at amortised cost are recognised on the initial recognition of the underlying asset. Allowances in respect of loans and other receivables (debtors) are initially recognised at an amount equal to 12-month expected credit losses. Where the credit risk on the receivables has increased significantly since initial recognition, allowances are measured at an amount equal to the lifetime expected credit loss.

### Employee share schemes

The Company is recharged by British-American Tobacco (Holdings) Limited, a fellow Group undertaking, for the cost of share schemes to which its employees belong. This recharge is expensed in the year incurred. The fellow Group undertaking, which administers the share schemes on behalf of other Group undertakings and calculates and reflects the charge for the share schemes, provides the relevant disclosures required under IFRS 2. As noted previously, disclosures in regard to these costs are included in the consolidated financial statements of the Company's ultimate parent.

### Retirement benefits

The Company operates and participates in both defined benefit and defined contribution schemes. The costs and liabilities of the defined benefit schemes are accounted for by the principal employer of the arrangement, and the Company recognises its contributions to the costs of these schemes as an expense when they fall due. Some benefits are provided through defined contribution schemes and payments to these are charged as an expense as they fall due.

## 2 Other operating income

Operating income comprises recharges of legal costs and service fees to other Group companies.

## 3 Other operating expenses

	2022	2021
	£'000	£'000
Staff costs	3,335	4,032
Exchange losses	89	10
Other expenses	26,965	28,575
Expected credit loss allowance	350	—
	<b>30,739</b>	<b>32,617</b>
	2022	2021
	£'000	£'000
<b>Staff costs:</b>		
Wages and salaries	2,175	2,702
Social security costs	237	372
Defined contribution scheme pension cost (note 9)	160	188
Share-based payments (note 10)	763	770
	<b>3,335</b>	<b>4,032</b>

Auditors' fees of £14,000 were borne by a fellow Group undertaking (2021: £10,000).

The average monthly number of persons (including Directors) employed by the Company during the year was 13 (2021: 14) all of whom were working to provide legal services or in an administrative capacity.

The Company acts as contractual employer and has a number of employees who are contractually assigned, either fully or partly, to perform work for other Group undertakings. The average number of employees assigned to other Group undertakings was 5 (2021: 6).

The net number of employees after assignment was 8 (2021: 9). The salary costs reflected in the financial statements relate to the net employment costs after assignment.

## Notes to the financial statements for the year ended 31 December 2022

## 3 Other operating expenses (continued)

Other expenses comprise mainly of legal costs of £26,302,000 (2021: £27,337,000).

The aggregate emoluments of the Directors payable by the Company in respect of their services to the Company were:

	2022	2021
	£'000	£'000
Aggregate emoluments	<b>819</b>	863

	2022	2021
	Number	Number
Directors exercising share options during the period	<b>1</b>	1
Directors entitled to receive shares under a long term incentive scheme	<b>1</b>	1
Directors retirement benefits accruing under a defined benefit scheme	<b>1</b>	1

## Highest paid Director

	2022	2021
	£'000	£'000
Aggregate emoluments	<b>819</b>	863
Accrued pension at the end of period	<b>95</b>	91

## 4 Interest receivable and similar income

	2022	2021
	£'000	£'000
Interest receivable from Group undertakings	<b>330</b>	—

## 5 Taxation

## (a) Recognised in the profit and Loss account

	2022	2021	2022	2021
	£'000	£'000	£'000	£'000
<i>UK corporation tax</i>				
Current tax on income for the period	—	—	—	—
<b>Total current tax</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
<i>Deferred tax</i>				
Origination and reversal of temporary differences	—	(2)	—	—
<b>Total deferred tax</b>	<b>—</b>	<b>—</b>	<b>(2)</b>	<b>(2)</b>
<b>Total tax credit</b>	<b>—</b>	<b>—</b>	<b>(2)</b>	<b>(2)</b>

## Notes to the financial statements for the year ended 31 December 2022

### 5 Taxation (continued)

#### (b) Factors affecting the taxation charge

An increase in the UK corporation rate from 19% to 25% (effective 1 April 2023) was substantively enacted on 24 May 2021. This will increase the Company's future current tax charge accordingly. The deferred tax asset/liability at 31 December 2022 has been calculated based on these rates, reflecting the expected timing of reversal of the related temporary differences.

The taxation charge for the year differs from the charge that would be expected based on the statutory 19% (2021: 19%) rate of corporation taxation in the UK. The major causes of this difference are listed below:

	2022	2021
	£'000	£'000
Profit for the financial year	1,233	1,025
Tax credit	—	(2)
Profit before tax	1,233	1,023
Tax using the UK corporation tax rate of 19% (2021: 19%)	234	195
Non-deductible expenses	213	146
Transfer pricing adjustments	(21)	(51)
Tax rate changes		
Group Relief claimed for nil consideration	(426)	(290)
Adjustments in respect of prior years	—	(2)
Tax credit	—	(2)

#### (c) Recognised deferred tax assets

Deferred tax assets are attributable to the following:

	2022	2021
	£'000	£'000
At 1 January	5	3
Charged to profit and loss	—	2
At 31 December	5	5

### 6 Debtors

#### (a) Amounts falling due within one year

	2022	2021
	£'000	£'000
Amounts owed by Group undertakings - gross	38,971	36,938
Expected credit loss allowance	(24)	(24)
Amounts owed by Group undertakings - net of allowances	38,947	36,914
Other debtors - gross	722	795
Other debtors allowances	(9)	(9)
Other debtors – net of allowances	713	786
	39,660	37,700

Included within amounts owed by Group undertakings is an amount of £27,480,000 (2021: £26,322,000) which is unsecured, interest bearing and repayable on demand.

The Company has amounts receivable from fellow Group subsidiaries where the variable interest rate is in accordance with the Group's intercompany lending agreements. During 2021, the standard lending agreements within the Group were revised to take account of global benchmark interest rate reform. Prior to 1 August 2021 the applicable rate was based on LIBOR and with effect from this date it is based on SONIA. Management



## Notes to the financial statements for the year ended 31 December 2022

### 6 Debtors (continued)

consider the replacement rates in the revised intercompany agreement to be economically equivalent to those used previously. The impact of the change in rates was not significant to the Company. Amounts due from Group undertakings also include interest free loans that have been fully provided during the year.

Other debtors-gross in amount of £722,000 mainly represents VAT receivable.

All other amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

The movement in allowances accounts is as follows:

	Expected credit loss allowance	Other allowance	Total
	£'000	£'000	£'000
1 January 2022	24	9	33
Provided in the year	—	—	—
<b>31 December 2022</b>	<b>24</b>	<b>9</b>	<b>33</b>

#### (b) Amounts falling due after one year

	2022	2021
	£'000	£'000
Amounts owed by Group undertakings – gross	1,088	—
Expected credit loss allowance	(350)	—
Amounts owed by Group undertakings - net of allowances	738	—

The movement in allowances accounts is as follows:

	2022
	£'000
1 January 2022	—
Provided in the year	350
<b>31 December 2022</b>	<b>350</b>

### 7 Creditors: amounts falling due within one year

	2022	2021
	£'000	£'000
Trade creditors	1,463	2,783
Amounts owed to Group undertakings	—	272
Accruals	8,492	5,435
	<b>9,955</b>	<b>8,490</b>

All amounts owed to Group undertakings are unsecured, interest free and repayable on demand.

## Notes to the financial statements for the year ended 31 December 2022

### 8 Capital and reserves

#### 8a Called up share capital

Ordinary shares of £1.00 each Allotted, called up and fully paid	2022	2021
- value	<b>£8,000,000</b>	£8,000,000
- number	<b>8,000,000</b>	8,000,000

The called up share capital account records the nominal value of shares issued

#### 8b Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses.

### 9 Retirement Benefit Scheme Liabilities

The Company participates in both defined benefit and defined contribution schemes.

The Company participates in the British American Tobacco UK Pension Fund ("UKPF"), a Group scheme which provides benefits for employees and ex-employees of several UK subsidiaries of British American Tobacco p.l.c. The UKPF as a defined benefit scheme was closed to new members on 1 April 2005, and new members since then have joined the defined contribution scheme. With effect from 1 July 2020, UKPF was closed to further accrual of benefits with all active members becoming deferred members of the UKPF.

Under IAS 19, where more than one Group company participates in a defined benefit scheme, if there is no contractual agreement or stated policy for charging the net defined benefit cost for the plan as a whole to individual Group entities, then the whole net defined benefit cost and liability shall be recognised in the accounts of the Group entity that is legally the sponsoring employer with the other Group entities recognising a cost equal to their contributions to those costs for the period. The Company is unable to identify its share of the underlying assets and liabilities of the UKPF scheme. The contribution by the Company in respect of defined benefit pension scheme costs was nil (2021: £nil) for the year.

The principal employer of the scheme is British American Tobacco (Investments) Limited, and it has recognised the balances required by IAS 19 in full in its own financial statements. The retirement benefit liabilities and funding obligations in respect of the scheme are cross guaranteed by the principal employer and all of the participating employers, including British American Tobacco p.l.c. Details of the latest actuarial valuation of this defined benefit scheme are contained in the financial statements of British American Tobacco (Investments) Limited.

The last full triennial actuarial valuation of the UKPF was carried out as at 31 March 2020 by a qualified independent actuary. The valuation showed that the UKPF had a surplus of £139 million on a Technical Provisions basis, in accordance with the statutory funding objective. The Trustee of the UKPF also has a Long-Term Funding Target to be fully funded on a Solvency Liabilities basis by 2026, and on this basis the UKPF had a surplus of £7 million at the valuation date. On an IAS19 basis, the UKPF had a surplus at 31 December 2022 of £184,661,000 (2021: £275,420,000).

The Company also participates in a defined contribution scheme. Payments in respect of defined contribution schemes are charged as an expense as they fall due. The defined contribution pension cost for the Company was £160,000 (2021: £188,000)

## Notes to the financial statements for the year ended 31 December 2022

### 10 Share-based payments

The Group operates a number of share-based payment arrangements of which the three principal ones are:

#### **Long-Term Incentive Plan (LTIP)**

##### **Performance Share Plan (PSP)**

Since 2020, performance-related conditional awards under which shares are released automatically follow a 3-year vesting period (5-year period for the Executive Directors). LTIP awards granted up to 2019 are nil-cost options exercisable after three years from date of grant (five years for Executive Directors) with a contractual life of 10 years.

For awards granted in 2021, 2020 and 2019, vesting is subject to performance conditions measured over a 3-year period (for all awards), based on earnings per share (40% of grant), operating cash flow (20% of grant), total shareholder return (20% of grant) and net turnover (20% of grant). Total shareholder return combines the share price and dividend performance of the Company by reference to one comparator group.

For 2022 awards, the performance conditions are based on earnings per share (30% of grant), operating cash flow (20% of grant), total shareholder return (20% of grant), net turnover (15% of the grant) and New Categories revenue growth (15% of the grant).

Participants are not entitled to dividends prior to the vesting or exercise of the awards. A cash equivalent dividend accrues through the vesting period (other than for the Executive Directors where additional shares are delivered in lieu of cash) and is paid on vesting. Both equity and cash-settled PSP awards are granted in March each year.

In the U.S., PSP awards are made over BAT American Depository Shares (ADSs).

##### **Restricted Share Plan (RSP)**

Introduced in 2020, conditional awards under which shares are released three years from date of grant, subject to a continuous employment condition during the three-year vesting period. Participants are not entitled to dividends prior to shares vesting. A cash equivalent dividend accrues through the vesting period and is paid on vesting. Both equity and cash settled RSP awards are granted in March or September.

In the U.S., RSP awards are made over BAT American Depository Shares (ADSs).

##### **Deferred Share Bonus Scheme (DSBS)**

Granted in connection with annual bonuses, conditional awards under which shares are released three years from date of grant subject to a continuous employment condition during the three-year vesting period. A cash equivalent dividend accrues through the vesting period and is paid quarterly (other than for the Executive Directors where additional shares are delivered in lieu of cash). Both equity and cash - settled DSBS awards are granted in March each year.

The Group also has a number of other arrangements which are not material for the Group, and these are as follows:

##### **Sharesave Scheme (SAYE)**

Options granted in March each year by invitation at a 20% discount to the market price. Options under this equity-settled scheme are exercisable at the end of a three-year or five-year savings contract. Participants are not entitled to dividends prior to the exercise of the options. The maximum amount that can be saved by a participant in this way is £6,000 in any tax year.

##### **Share Reward Scheme (SRS)**

Free shares granted in April each year (maximum £3,600 in any year) under the equity-settled schemes are subject to a three-year holding period. Participants receive dividends during the holding period which are reinvested to buy further shares. The shares are held in a UK-based trust and are normally capable of transfer to participants tax-free after a five-year holding period.

##### **International Share Reward Scheme (ISRS)**

Conditional shares are granted in April each year (maximum £3,600 in any year) subject to a three-year vesting period. Dividend equivalents accrue through the vesting period and additional shares are delivered at vesting. Awards may be equity or cash - settled.

## Notes to the financial statements for the year ended 31 December 2022

### 10 Share-based payments (continued)

#### Share-based payment expense

Please refer to the BAT ARA & 20-F for full disclosures under IFRS 2.

The weighted average share price on exercise of LTIP shares in 2022 was £32.87 (2021: £27.67).

The weighted average share price on exercise of DSBS shares in 2022 was £32.19 (2021: £27.58).

The outstanding shares for the year ended 31 December 2022 had an exercise price range of £31.95 - £35.20 (2021: £26.04 - £28.00). The weighted average remaining contractual life are 1.81 years (2021: 3.68 years) for the LTIP shares and are 1.26 years (2021: 1.28 years) for the DSBS shares.

### 11 Related party disclosures

As a wholly owned subsidiary the Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 from disclosing transactions with other subsidiary undertakings of the Group.

### 12 Contingent liabilities

The Company has cross-guaranteed the funding commitments in respect of, and the liabilities of, the UKPF. The last full triennial actuarial valuation of the UKPF was carried out as at 31 March 2020 by a qualified independent actuary.

The valuation showed that the UKPF had a surplus of £139 million on a Technical Provisions basis, in accordance with the statutory funding objective. The Trustee of the UKPF also has a Long-Term Funding Target to be fully funded on a Solvency Liabilities basis by 2026, and on this basis the UKPF had a surplus of £7 million at the valuation date. On an IAS 19 basis, the UKPF had a surplus at 31 December 2022 of £184,661,000 (2021: £275,420,000).

Contributions by the principal employer to the UKPF in accordance with the agreed schedule of contributions are expected to be £36 million in 2023.

### 13 Parent undertakings

The Company's ultimate parent undertaking and ultimate controlling party is British American Tobacco p.l.c. being incorporated in the United Kingdom and registered in England and Wales. The Company's immediate parent undertaking is British American Tobacco (1998) Limited. Group financial statements are prepared only at Group level and may be obtained from:

The Company Secretary  
Globe House  
4 Temple Place  
London  
WC2R 2PG