

**BRITISH AMERICAN TOBACCO (2009 PCA) LIMITED**

**Registered Number 06925846**

**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 British American Tobacco (2009 PCA) Limited (the "Company") for the year ended 31 December 2022.

### Principal activities

The Company's principal activity is the holding of an investment in a company operating in the tobacco and nicotine industries as a member of the British American Tobacco p.l.c. group of companies (the "Group").

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

### Review of the year ended 31 December 2022

The loss for the financial year attributable to the Company's shareholder after deduction of all charges and the provision of taxation amounted to £72,082,000 (2021: £1,925,000).

In 2022, the Company received an equity injection in amount of £4,974,290 from the Company's immediate parent, British American Tobacco International Holdings (UK) Limited.

### 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 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. 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 the holding of an investment in a company operating in the tobacco and nicotine industries as a member of 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 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, government, customs, revenue and tax authorities and wider society in countries in which the Company operates. The Company does not have any employees, or customers or suppliers outside of the Group.

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. There is also regular engagement within the Group on finance-related matters which is taken into account in the Company's decision-making.

Where the Directors do not engage directly with the Company's stakeholders, they are kept updated on stakeholder perspectives, including through the use of management reporting and Board notes relating to matters presented to the Board during the year which set out stakeholder considerations as applicable to

## Strategic Report (continued)

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

matters under consideration. This enables the Directors to maintain an effective understanding of what matters to those stakeholders and to draw on these perspectives in Board decision-making.

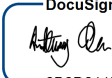
In accordance with the Group's overall governance and internal controls framework and in support of the Company's purpose as part of the Group, the Company applies and the Directors have due regard to all applicable Group policies and procedures, including the Group Statement of Delegated Authorities ("SoDA"), and the Group Standards of Business Conduct, International Marketing Principles, Health and Safety Policy, 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 the review and approval of the issuance of ordinary shares to its parent company British American Tobacco International Holdings (UK) Limited. The Board considered, amongst other relevant factors, the Company's capital position, the amount of its distributable reserves, its cash position, and the Company's actual and contingent liabilities and its ability to pay its debts as they fell due. 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

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**Anthony Michael Hardy Cohn**  
**Director**

**25 August 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:

	Resignations in the period
Gregory Aris	07 September 2022
David Patrick Ian Booth	
Anthony Michael Hardy Cohn	
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 nil (2021:nil).

### 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.

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

## Directors' report (continued)

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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**Anthony Michael Hardy Cohn**  
Director

**25 August 2023**

# Independent Auditor's Report to the members of British American Tobacco (2009 PCA) Limited

## Opinion

We have audited the financial statements of British American Tobacco (2009 PCA) 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 loss 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 as well as whether they have knowledge of any actual, suspected or alleged fraud.

## **Independent Auditor's Report to the members of British American Tobacco (2009 PCA) Limited (continued)**

- Reading Board minutes.
- Using analytical procedures to identify any unusual or unexpected relationships.

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 and the risk of bias in accounting estimates such as impairment. 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 estimates 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 statements.

### *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 fraud 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.



# Independent Auditor's Report to the members of British American Tobacco (2009 PCA) Limited (continued)

## 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
- 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

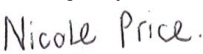
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit 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.

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**Nicole Price (Senior Statutory Auditor)**

**for and on behalf of KPMG LLP, Statutory Auditor**

*Chartered Accountants*

15 Canada Square

London

E14 5GL

25 August 2023

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

	Notes	2022 £'000	2021 £'000
<b>Continuing operations</b>			
Other operating expenses	2	(71,868)	(1,529)
<b>Operating loss</b>		<b>(71,868)</b>	<b>(1,529)</b>
Interest receivable and similar income	3	32	493
Interest payable and similar expenses	4	(246)	(889)
<b>Loss before taxation</b>		<b>(72,082)</b>	<b>(1,925)</b>
Taxation	5	—	—
<b>Loss for the financial year</b>		<b>(72,082)</b>	<b>(1,925)</b>

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

	Called up share capital £'000	Profit and loss account £'000	Total Equity £'000
1 January 2021	1,104,260	(617,142)	487,118
Loss for the financial year	—	(1,925)	(1,925)
<b>31 December 2021</b>	<b>1,104,260</b>	<b>(619,067)</b>	<b>485,193</b>
Loss for the financial year	—	(72,082)	(72,082)
<i>Transactions with owners, recorded directly in equity</i>			
Ordinary shared capital issued	4,974	—	4,974
<b>31 December 2022</b>	<b>1,109,234</b>	<b>(691,149)</b>	<b>418,085</b>

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

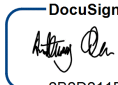
## Balance sheet as at 31 December

	Notes	2022 £'000	2021 £'000
<b>Fixed assets</b>			
Investments in Group undertakings	6	<b>416,614</b>	487,604
		<b>416,614</b>	487,604
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	<b>2,972</b>	1,801
Cash at bank and in hand		<b>4</b>	4
		<b>2,976</b>	1,805
Creditors: amounts falling due within one year	8	<b>(1,505)</b>	(4,216)
<b>Net current assets/ (liabilities)</b>		<b>1,471</b>	(2,411)
<b>Net assets</b>		<b>418,085</b>	485,193
<b>Capital and reserves</b>			
Called up share capital	9(a)	<b>1,109,234</b>	1,104,260
Profit and loss account	9(b)	<b>(691,149)</b>	(619,067)
<b>Total shareholder funds</b>		<b>418,085</b>	485,193

The financial statements on pages 9 to 16 were approved by the Directors on 25 August 2023 and signed on behalf of the Board.

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

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**Anthony Michael Hardy Cohn**  
Director

**Registered number**  
**06925846**

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

### 1 Accounting policies

#### Basis of preparation

The Company is a private company incorporated, domiciled and registered in England and Wales in the UK. The registered number is 06925846 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.

The most significant items include the review of asset values including impairment testing of investments in Group undertakings.

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, unless otherwise stated, have been applied consistently to all periods presented in these financial statements.

#### 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.

#### Income

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

#### Operating expenses

Operating expenses are recorded in the 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.

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.

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.

#### Investments in group undertakings

Investments in Group undertakings are stated at cost, together with subsequent capital contributions, less provisions for any impairment in value, where appropriate.

#### 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.

Financial assets and financial liabilities are initially recognised at fair value, plus directly attributable transaction costs where applicable, with subsequent measurement as set out below.

Non-derivative financial assets are classified on initial recognition in accordance with the Group's business model as investments or loans and receivables. Loans and receivables include amounts owed by Group undertakings and Other debtors, which are non-derivative financial assets with fixed or determinable payments that are solely payments of principal and interest on the principal amount outstanding, that are primarily held in order to collect contractual cash flows. These balances are measured at amortised cost, using the effective interest rate method, and are stated net of allowances for credit losses.

Where interest bearing receivables and payables have their floating rates based on benchmark rates, such as the London Interbank Interest Rate ("LIBOR"), the Company accounted for the application of replacement benchmark rates in accordance with the Amendments to International Financial Reporting Standards 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.

#### 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.

#### Impairment of investments in Group undertakings

Assets are reviewed for impairment whenever events indicate that the carrying amount of an asset may not be recoverable. An impairment loss is recognised to the extent that the carrying value exceeds the higher of the asset's fair value less costs to sell and its value in use.

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

## 2 Other operating expenses

	2022	2021
	£'000	£'000
Exchange losses	11	489
Impairment of investment	71,276	—
Other	581	1,040
	<b>71,868</b>	<b>1,529</b>

Impairment of investment recorded during the year represents an impairment charge of £71,276,000 relating to the investment held in PT Bentoel International Investama, Tbk.

Included within Other is an amount of £581,000 (2021:£917,000) representing costs associated with the delisting of Bentoel.

Auditors' fees of £7,000 were borne by a fellow Group undertaking (2021: £5,000).

There were no employees (2021: none) and no staff costs during the year (2021: £nil).

None of the Directors received any remuneration in respect of their services to the Company during the year (2021: £nil). The Company considers that there is no practicable method to allocate a portion of the emoluments the Directors receive from their respective Group company employer for any qualifying services in respect of the Company, as these are considered to be incidental and part of the Directors overall management responsibilities within the Group.

## 3 Interest receivable and similar income

	2022	2021
	£'000	£'000
Interest receivable from Group undertakings	32	493

## 4 Interest payable and similar expenses

	2022	2021
	£'000	£'000
Interest payable to Group undertakings	246	889

## 5 Taxation

## 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 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
Loss for the financial year	(72,081)	(1,925)
Total tax expense	—	—
Loss before tax	(72,081)	(1,925)
Tax using the UK corporation tax rate of 19% (2021: 19%)	(13,696)	(366)
Non-deductible expenses	13,653	174
Transfer pricing adjustments	(2)	(3)
Group Relief surrendered for nil consideration	45	195
Total tax charge	—	—

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

## 6 Investments

## (1) Shares in Group undertakings

Country	Address	Company	Share Class	Direct interest (%)	Subsidiary Interest (%)	Attributable interest (%)
Indonesia	Jl. Susanto No. 28, Ciptomulyo, Sukun, Malang, Jawa, Timur 65148 Indonesia	PT Bentoel Distribusi Utama	Ordinary	0.00	100.00	100.00
Indonesia	Capital Place 6th Floor, Jl. Gatot, Subroto Kav. 18, Jakarta 12710 Indonesia	PT Bentoel International Investama, Tbk	Ordinary IDR 0.5	99.96	0.00	99.96
Indonesia	Jl. Raya Karanglo, Desa Banjararum, Kecamatan, Singosari, Jawa Timur 65153, Indonesia	PT Bentoel Prima	Series A	0.00	100.00	100.00
Indonesia	Jl. Raya Karanglo, Desa Banjararum, Kecamatan, Singosari, Jawa Timur 65153, Indonesia	PT Bentoel Prima	Series B	0.00	100.00	100.00

As at 31 December 2022, the Company held 99.96% (2021: 99.96%) of the equity shares of Bentoel.

In 2021, the Company initiated the Voluntary Tender Offer (VTO). As part of this, in phase one that took place in November 2021, the Company acquired an additional 0.17% of the shares at a cost of £3.3 million and terminated the total return swap (see below) over 7.29% of the shares with legal ownership of the shares being reacquired by the Company. In phase two that took place in December 2021, the Company acquired an additional 0.02% of the shares. These were paid for in January 2022. In 2022 the Company acquired further shares at a cost of £0.03 million. As at the date of signing the financial statements, the Company does not own all the shares and Bentoel is not yet delisted.

During 2011, the Company sold 983,720,854 shares, representing 13.59% of Bentoel's share capital for the purposes of fulfilling certain obligations pursuant to Bapepam-LK (Indonesia) takeover regulations. The Company simultaneously entered into a total return swap on 25 August 2011 for 970,542,854 of the shares (representing 13.52% of issued shares at that time).

The total return swap entered into on 25 August 2011 was renewed on 17 June 2014. In June 2016 the amount of shares held under the total return swap was amended to take account of Bentoel's rights issue with an additional amount of 1,684,122,460 shares subject to the arrangement. In addition, the total return swap was renewed until August 2019, and was subsequently further renewed until August 2022. As a consequence of this and for the duration of the swap, while the Company did not have legal ownership of these shares, it retained certain economic risks and rewards which resulted in the Company continuing to recognise these shares as part of the investment in Bentoel. The proceeds and liability under the swap were offset for reporting purposes. On 10 December 2021, the total return swap was terminated with legal ownership in the Bentoel shares reacquired by the Company.

The recoverable amount of the investment has instead been determined on a value-in-use basis using a 5-year forecast with cash flows after year 5 extrapolated using a total terminal rate of 0% (2021: 0%). The 5-year forecast has been prepared to take into account the expected decline in revenue and the impact this will have on net revenue, operating profit and cash flows. Key assumptions are the budgeted volumes, revenues, operating margin and the long term growth rate, plus the discount rate used in the calculation. A pre-tax discount rate of 9% (2021: 7.5%) was used in the impairment test, based on the Group's weighted average cost of capital, taking into account the cost of capital and borrowings, to which market-related premium adjustments are made. These adjustments are derived from external sources and are based on the spread between bonds (or credit default swaps, or similar indicators) issued by governments and by the relevant local government, adjusted for the entity's own credit market risk. In 2022 the forecast cash flows did not support the carrying value of the investment and therefore an impairment of £71,276,000 was recorded.

The following movements in key assumptions are deemed to be reasonably possible and would result in the following:

Assumptions	Reasonable possible change	Impact on Profit and loss
Discount rate	Increase of 0.5%	(94,517,102)
Discount rate	Decrease of 0.5%	(45,283,473)

**Notes to the financial statements for the year ended 31 December 2022****6 Investments (continued)****(2) Investments in Group undertakings**

	Shares in Group Undertakings £'000
<b>Cost</b>	
1 January 2022	1,110,603
Additions	286
<b>31 December 2022</b>	<b>1,110,889</b>
<b>Impairment provisions</b>	
1 January 2022	(622,999)
Charge in the year	(71,276)
<b>31 December 2022</b>	<b>(694,275)</b>
<b>Net book value</b>	
1 January 2022	487,604
<b>31 December 2022</b>	<b>416,614</b>

**7 Debtors****Amounts falling due within one year**

	2022 £'000	2021 £'000
Amounts due from Group undertakings - gross	<b>2,972</b>	1,801

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 the SONIA. Management 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.

**8 Creditors****Amounts falling due within one year**

	2022 £'000	2021 £'000
Amounts owed to Group undertakings	<b>1,505</b>	4,216

Amounts owed to Group undertakings include £nil (2021: £3,297,000) which are unsecured, interest bearing and repayable.



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

## 9 Capital and reserves

### (a) Called up share capital

Ordinary shares of £1.00 each	2022	2021
Allotted, called up and fully paid		
- value	<b>£1,109,233,809</b>	£1,104,259,519
- number	<b>1,109,233,809</b>	1,104,259,519

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

The increase in called up share capital relates to the equity injection of £4,974,290 the Company received in 2022 from its direct parent, British American Tobacco International Holdings (UK) Limited.

### (b) Profit and loss account

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

## 10 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.

## 11 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 International Holdings (UK) 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